



Companies and Intellectual  
Property Commission

a member of the sfi group

Date: 11/04/2017

Our Reference: 111523109

Box: **195830**

Sequence: **17**

BRENDA MULLER  
PO BOX 10485  
GEORGE  
GEORGE  
6530

**RE: Amendment to Company Information**

**Company Number: 2011/002347/08**

**Company Name: LOUIS57 FOUNDATION NPC**

We have received a COR15.2 (Amendment of Memorandum of Incorporation) from you dated 01/03/2017.

The Amendment of Memorandum of Incorporation (1) was accepted and placed on file.

Yours truly

**Commissioner: CIPC**

LNE LNE

**Please Note:**

The attached certificate can be validated on the CIPC web site at [www.cipc.co.za](http://www.cipc.co.za).

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



The Companies and Intellectual Property Commission  
of South Africa

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

Call Centre Tel 086 100 2472, Website [www.cipc.co.za](http://www.cipc.co.za)



**Certificate issued by the Companies and Intellectual Property  
Commission on Tuesday, April 11, 2017 08:52  
Certificate of Confirmation**



Companies and Intellectual  
Property Commission

a member of the sfi group

Registration number	2011 / 002347 / 08
Enterprise Name	LOUIS57 FOUNDATION NPC
Enterprise Shortened Name	None provided.
Enterprise Translated Name	None provided.
Registration Date	31/01/2011
Business Start Date	31/01/2011
Enterprise Type	Non Profit Company
Enterprise Status	In Business
Financial year end	December
Main Business/Main Object	JUNIOR GOLF DEVELOPMENT AND GOLF DEVELOPMENT FOR THE UNDERPRIVILEGED
Postal address	P O BOX 10485 GEORGE 6530
Address of registered office	17TH AVENUE MOSSEL BAY GOLF CLUB MOSSEL BAY 6506



The Companies and Intellectual Property Commission  
of South Africa

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

Call Centre Tel 086 100 2472, Website [www.cipc.co.za](http://www.cipc.co.za)



**Certificate issued by the Companies and Intellectual Property  
Commission on Tuesday, April 11, 2017 08:52  
Certificate of Confirmation**



Companies and Intellectual  
Property Commission

→ member of the afri group

Registration number **2011/002347/08**  
Enterprise Name **LOUIS57 FOUNDATION NPC**

**Auditor**

Name **LUMENROCK ACCOUNTANTS AND CONSULTANTS INC**  
Postal Address **P O BOX 10485  
GEORGE  
6530**

**Designated Auditor**

Name **PIP KEMPEN**  
Postal Address **P O BOX 10485  
GEORGE  
6530**

**Active Directors / Officers**

Surname and first names	ID number or date of birth	Director type	Appoint- ment date	Addresses
CRONJÉ, PETRU	6403175100080	Director	21/02/2011	Postal: P O BOX 2620, MOSSEL BAY, MOSSEL BAY, WESTERN CAPE, 6500 Residential: 152 PARDEW DRIVE, MOSSEL BAY GOLF ESTATE, MOSSEL BAY, WESTERN CAPE, 6506
NEL, ALBERTUS JOHANNES	6404225101086	Director	21/02/2011	Postal: PO BOX 2620, MOSSEL BAY, MOSSEL BAY, WESTERN CAPE, 6500 Residential: 153 PARDEW AVENUE, MOSSEL BAY GOLF ESTATE, MOSSEL BAY, WESTERN CAPE, 6500



The Companies and Intellectual Property Commission  
of South Africa

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

Call Centre Tel 086 100 2472, Website [www.cipc.co.za](http://www.cipc.co.za)



SPECIAL RESOLUTION PASSED BY THE DIRECTORS OF  
LOUIS57 FOUNDATION NPC - REG NO.: 2011/002347/08 ON  
08 FEBRUARY AT MOSSEL BAY

---

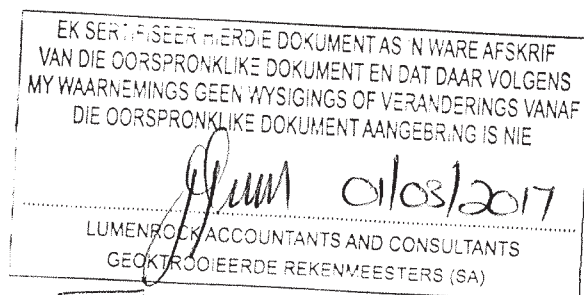
RESOLVED THAT:

1. The Company's Memorandum of Incorporation be amended by the substitution for the existing Memorandum of Incorporation of the Company with the new Memorandum of Incorporation proposed by the board of the Company.
2. The amendment is to take effect on the date that the notice of amendment of the Memorandum of Incorporation is filed in the Companies Registry.
3. The managing director of the Company, or any other director authorized in writing by the managing director, be authorized to sign all documents and do all things necessary in order to file the prescribed notice of amendment of the Memorandum of Incorporation in terms of the Companies Act of 2008
4. We all the directors hereby confirm that we voted to waive the required minimum notice of the meeting.

Signed as a correct record:

  
A J NEL

  
P CRONJE



Johanna Basson

**COMPANIES ACT, 2008**

**MEMORANDUM OF INCOPORATION**

**OF A NON-PROFIT COMPANY with members**

**NAME OF COMPANY:**  
**LOUIS57 FOUNDATION**

**OBJECTIVES:**

- a. The Company will function as a FOUNDATION that is organised and operated exclusively for charitable, sport development, educational, philanthropic and benevolent purposes.
- b. The Company shall have the following specific purposes:
  - i. Louis57 Academy:
    - 1. The development of young golf talent within underprivileged communities in the Southern Cape, South Africa.
    - 2. Establishing a group of not more than 10 junior golfers from the ranks of the development programme, scholar golfers and golf development structures in the Southern Cape who will be given the best training and support to develop them into possible future professional golfers.
  - ii. Louis57 Charity:
    - 1. To support underprivileged children and children with cancer with regards to medical bills, travelling to clinics and general medical care.
    - 2. To support underprivileged children with Autism with regards to medical bills, travelling to top clinics around the world and general medical and educational care.
    - 3. To promote and encourage co-operation with other similar organisations.
    - 4. To provide food, clothing and other necessities for the underprivileged and to raise funds for the furtherance of this cause.
    - 5. To establish, develop and support community care projects.



## **Memorandum of Incorporation of Louis57 Foundation NPC**

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

The Company is a Non - Profit company with members.

In this Memorandum of Incorporation—

- (a) a reference to a section by number refers to the corresponding section of the Companies Act, 2008; and
- (b) words that are defined in the Companies Act, 2008 bear the same meaning in this Memorandum as in that Act;

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

#### **1.1 Incorporation**

- (1) The Company is incorporated as a Non - Profit company, as defined in the Companies Act, 2008.
- (2) The Company is incorporated in accordance with, and governed by—
  - (a) the unalterable provisions of the Companies Act, 2008 that are applicable to Non - Profit companies;
  - (b) the alterable provisions of the Companies Act, 2008 that are applicable to Non - Profit companies, subject to any limitation, extension, variation or substitution set out in this Memorandum;
  - (c) the applicable provisions of Schedule 1 of the Companies Act 2008; and
  - (d) the provisions of this Memorandum of Incorporation.
- (3) The activities of the Company are carried out in a non-profit manner and with an altruistic of philanthropic intent.

#### **1.2 Objects and Powers of the Company**

The Objects of the Company are as set out on the cover sheet and, except to the extent necessarily implied by the stated objects, the purposes and powers of the Company are not subject to any restriction, limitation or qualification, as contemplated in section 19 (1)(b)(ii).

- (1) The Company is not subject to any provision contemplated in section 15 (2)(b) or (c).
- (2) Upon dissolution of the Company, its net assets must be distributed in the manner determined in accordance with Item 1(4)(b) of Schedule 2 of the Companies Act, 2008;
- (3) The Company will register with the South African Revenue Services and in the event of (2) above will ensure that assets will vest in a similarly registered company
- (4) The Company undertakes to inform the South African Revenue Services of any changes made to this Memorandum of Incorporation
- (5) No activity will directly or indirectly promote the economic self-interest of any director or employee of the organization otherwise than by way of reasonable remuneration.
- (6) No funds will be distributed to any person other than during undertaking any public benefit activity.
- (7) The funds of the company will be used solely for the objects for which it was established.

#### **1.3 Memorandum of Incorporation and Company rules**

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





(2) The authority of the Company's Board of Directors to make rules for the Company, as contemplated in section 15 (3) to (5) is not limited or restricted in any manner by this Memorandum of Incorporation.

(3) The Board must publish any rules made in terms of section 15 (3) to (5) by delivering a copy of those rules to each director by ordinary mail.

(4) The Company must publish a notice of any alteration of the Memorandum of Incorporation or the Rules, made in terms of section 17 (1) by delivering a copy of those rules to each director by ordinary mail.

#### **1.4 Optional provisions of Companies Act, 2008 do not apply**

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

#### **1.5 Members of the Company**

As contemplated in Item 4 (1) of Schedule 2 of the Act, the Company has members, who are all in a single class, being voting members, each of whom has an equal vote in any matter to be decided by the members of the Company.

Members will be limited to a maximum of 10 (ten).

#### **1.6 Activities not allowed**

The Company will not be a party to, or does not knowingly permit, or has not knowingly permitted, itself to be used as part of any transaction, operation or scheme of which the sole or main purpose is the reduction, postponement or avoidance of liability for any tax, duty or levy which, but for such transaction, operation or scheme, would have been or would have become payable by any person under this Act or any other administered by the Commissioner.

#### **1.7 Political Parties**

No resources will be used, directly or indirectly, to support advance or oppose any political party.

#### **1.8 Remuneration**

No remuneration will be paid to any employee, office bearer, member or other person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered and has not and will not economically benefit any person in a manner which is not consistent with its objects.

#### **1.9 Revocable donations**

No donation will be accepted which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation, including any misrepresentation with regard to the tax deductibility thereof in terms of section 18A: Provided that a donor (other than a donor which is an approved public benefit organization or an institution, board or body which is exempt from tax in terms of section 10(1)(CA)(i), which has its sole or principal object the carrying on of any public benefit activity) may not impose any conditions which



could enable such donor or any connected person in relation to such donor derive some direct or indirect benefit from the application of such donation.

## **Article 2 -Rights of Members**

### **2.1 Members' authority to act**

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

### **2.2 Members' right to Information**

A member of the Company has the rights to access information as set out in section 26 (1)

### **2.3 Representation by concurrent proxies**

The right of a member of the Company to appoint persons concurrently as proxies, as set out in section 58 (3)(a) is not limited, restricted or varied by this Memorandum of Incorporation.

### **2.4 Authority of proxy to delegate**

The authority of a member's proxy to delegate the proxy's powers to another person, as set out in section 58 (3)(b) is not limited or restricted by this Memorandum of Incorporation.

### **2.5 Requirement to deliver proxy instrument to the Company**

The requirement that a member must deliver to the Company a copy of the instrument appointing a proxy before that proxy may exercise the member's rights at a member meeting, as set out in section 58 (3)(c) is not varied by this Memorandum of Incorporation.

### **2.6 Deliberative authority of proxy**

The authority of a member's proxy to decide without direction from the member whether to exercise, or abstain from exercising any voting right of the member, as set out in section 58 (7) is not limited or restricted by this Memorandum of Incorporation.

### **2.7 Record date for exercise of member rights**

If, at any time, the Company's Board of Directors fails to determine a record date, as contemplated in section 59, the record date for the relevant matter is as determined in accordance with section 59 (3).





## **Article 3 - Members Meetings**

### **3.1 Requirement to hold meetings**

The Company is not required to hold any member's meetings other than those specifically required by the Companies Act, 2008.

### **3.2 Members' right to requisition a meeting**

The right of members to requisition a meeting, as set out in section 61 (3), may be exercised by at least 25% of the voting members, as provided for in that section.

### **3.3 Location of member's meetings**

The authority of the Company's Board of Directors to determine the location of any members meeting, and the authority of the Company to hold any such meeting in the Republic or in any foreign country, as set out in section 61 (9) is not limited or restricted by this Memorandum of Incorporation.

### **3.4 Notice of member's meetings**

The minimum number of days for the Company to deliver a notice of a members meeting to the members, as required by section 62 is as provided for in section 62 (1).

### **3.5 Electronic participation in member's meetings**

The authority of the Company to conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication, as set out in section 63 is not limited or restricted by this Memorandum of Incorporation.

### **3.6 Quorum for member's meetings**

The quorum requirement for a member meeting to begin, or for a matter to be considered are as set out in section 64 (1) without variation.

The time periods allowed in section 64 (4) and (5) apply to the Company without variation

The authority of a meeting to continue to consider a matter, as set out in section 64 (9) is not limited or restricted by this Memorandum of Incorporation.

### **3.7 Adjournment of member's meetings**

The maximum period allowable for an adjournment of a members meeting is as set out in section 64 (13), without variation.

Two handwritten signatures in black ink, located at the bottom right of the page. The first signature is a stylized 'A' shape, and the second is a more complex, looped signature.

### **3.8 Members resolutions**

For an ordinary resolution to be adopted at a member meeting, it must be supported by at least

- (1) 50% of the members who voted on the resolution, as provided in section 65 (7).
- (2) For a special resolution to be adopted at a member meeting, it must be supported by at least 75 % of the members who voted on the resolution, as provided in section 65 (7).

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

## **Article 4 - Board of Directors**

### **4.1 Composition of the Board of Directors**

- (1) The Board of Directors of the Company comprises of three to ten directors each of whom is to be elected by the members at a member meeting.
- (2) In addition to the appointed directors there are no appointed or ex officio directors of the company, as contemplated in section 66 (4).
- (3) In addition to satisfying the qualification and eligibility requirements set out in section 69, to become or remain a director of the Company, a person need not satisfy any further eligibility requirements or qualifications. A person does not need to be a member to qualify as a director and vice versa
- (4) Each appointed director of the Company serves for an indefinite term.
- (5) Every director will not be connected in relation to each other. No single person will directly or indirectly control the decision-making powers relating to the Company.

### **4.2 Authority of the Board of Directors**

The authority of the Company's Board of Directors to manage and direct the affairs of the Company, as set out in section 66 (1) is not limited or restricted by this Memorandum of Incorporation.

### **4.3 Board of Directors meetings**

- (1) The authority of the Company's Board of Directors to consider a matter other than at a meeting, as set out in section 74 is not limited or restricted by this Memorandum of Incorporation.
- (2) The right of the Company's Directors to requisition a meeting of the Board, as set out in section 73 (1), may be exercised by at least 25% of the directors, as provided in that section.
- (3) The authority of the Company's Board of Directors to conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication, as set out in section 73 (3); is not limited or restricted by this Memorandum of Incorporation.
- (4) The authority of the Company's Board of Directors to determine the manner and form of providing notice of its meetings, as set out in section 73 (4) is not limited or restricted by this Memorandum of Incorporation.



(5) The authority of the Company's Board of Directors to proceed with a meeting despite a failure or defect in giving notice of the meeting, as set out in section 73 (5) is not limited or restricted by this Memorandum of Incorporation.

(6) The quorum requirement for a directors meeting to begin, the voting rights at such a meeting, and the requirements for approval of a resolution at such a meeting, are as set out in section 73 (5).

#### **4.4 Indemnification of Directors**

(1) The authority of the Company's Board of Directors to advance expenses to a director, or indemnify a director, in respect of the defense of legal proceedings, as set out in section 78 (3) is not limited or restricted by this Memorandum of Incorporation.

(2) The authority of the Company's Board of Directors to indemnify a director in respect of liability, as set out in section 78 (5) is not limited or restricted by this Memorandum of Incorporation.

(3) The authority of the Company's Board of Directors to purchase insurance to protect the Company, or a director, as set out in section 78 (6) is not limited or restricted by this Memorandum of Incorporation.

#### **4.5 Officers and Committees**

(1) The Board of Directors may appoint any officers it considers necessary to better achieve the objects of the Company

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

(3) The authority of a committee appointed by the Company's Board, as set out in section 72 (2)(b) and (c) is not limited or restricted by this Memorandum of Incorporation.

Two handwritten signatures in black ink, located in the bottom right corner of the page. The first signature is a stylized 'A' with a horizontal line, and the second is a more complex, cursive signature.