

MEMORANDUM OF ASSOCIATION
of a company incorporated in terms of Section 21 of the Companies Act of 1973

1. NAME

The name of the Company is WESTERN PROVINCE BLOOD TRANSFUSION SERVICE
(Incorporate Association not for Gain)

2. PURPOSE DESCRIBING THE MAIN BUSINESS

The main business which the company is to carry on is to organise and maintain in the Western Cape Province a body of persons (hereafter referred to as blood donors) who are willing to give their blood and to establish and maintain, under Medical Supervision, the facilities for the procurement, storage, processing and distribution of such blood whereby blood and its derivatives may be used for the purpose of medical treatment of persons in the Republic of South Africa or elsewhere.

3. MAIN OBJECT

The main object of the company is to promote communal interests by carrying on the business of organising and maintaining in the Western Cape Province a body of persons (hereafter referred to as blood donors) who are willing to give their blood and to establish and maintaining, under Medical Supervision, the facilities for the procurement, storage, processing and distribution of such blood whereby blood and its derivatives may be used for the purpose of medical treatment of persons in the Republic of South Africa or elsewhere.

4. ANCILLARY OBJECTS EXCLUDED

The specific ancillary objects, if any, referred to in Section 33(1) of the Act, which are excluded from unlimited ancillary objects of the Company.

NONE

5. POWERS

- (a) The specific powers or part of any powers of the Company, if any, which are excluded from the plenary powers or the powers set out in Schedule 2 of the Act

The power to distribute in *specie* or in kind any of its assets among its members (Power(s) in Schedule 2 to the Companies Act) is excluded.

- (b) The specific powers or part of any specific powers of the Company set out in Schedule 2 to the Act, if any which are qualified under Section 34 of the Act:

Power (k) to read-

“to form and have an interest in any Company or Companies having the same or similar objects to the Company for the purpose of acquiring the undertaking or all or any of the assets or liabilities of that company or Companies or for any other purpose which may seem directly, or indirectly, calculated to benefit the Company, and to transfer to any such Company or Companies the undertaking or all or any of the assets or liabilities of the Company”

Power (1)

By the addition of the words "having the same or similar objects to the Company" at the end thereof.

Power (m) to read-

"to take part in the management, supervision and control of the business or operations of any other Company or business having the same or similar objects as the Company, and to enter into partnerships having the same or similar objects as the Company."

Power (n)

By the deletion of the words "or by the allotment of shares (credited as fully paid up)"

Power (o)

By the addition of the words "excluding to members or directors of the Company" at the end thereof.

6. CONDITIONS

Any special conditions which apply to the Company and the requirements, if any, additional to those prescribed in the Act for their alteration:

- (a) The income and property of the Association whence so ever derived shall be applied solely towards the promotion of its main objects, and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever, to the members of the Association or to its holding company or subsidiary. Provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer or servant of the Association or to any member thereof in return for any services actually rendered to the Association.
- (b) Upon its winding-up, deregistration or dissolution the assets of the Association remaining after the satisfaction of all its liabilities shall be given or transferred to some other Association or institution having objects similar to its main object, to be determined by the members of the Association at or before the time of dissolution or, failing such determination, by the Court.
- (c) The liability of members is limited to the amount referred in the paragraph (d) below.
- (d) Each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year afterwards, for the payments of the debts and liabilities of the company contracted before he ceases to be a member, and of the costs, charges and expenses of the winding-up and for the adjustment of the rights of contributories among themselves, such amount as may be required, not exceeding one Rand (R1).

ARTICLES OF ASSOCIATION
WESTERN PROVINCE BLOOD TRANSFUSION SERVICE
(Incorporated Association not for Gain)
Registration No. 05/16692/08

INTERPRETATION

1. Unless the context indicates otherwise in these Article, and in any Rules, Regulation any Byelaws framed thereunder:

"Service" and "Association" shall mean the Western Province Blood Transfusion Service.

"he" shall also be interpreted as "she" where appropriate.

"Council" shall be that body established under Article 21 of these Articles.

"Panel" shall mean that group of Donor Members of the Association who for residential or administrative reasons are registered as member of that Panel.

"Panel Committee" shall mean a Committee appointed by the Panel from amongst its numbers.

"the Act" shall mean the Companies Act, No. 61 of 1973 as amended.
2. In the case of any dispute the decision of the Council on the interpretation of these Articles, or any resolution passed by it, shall be final and binding.

MEMBERSHIP

3. There shall be the following classes of member of the Association:
 - (a) **Donor Members:** being such persons who:
 - (i) have registered with, and make regular voluntary donations of blood to the Service, or
 - (ii) give of their time to the Service voluntarily in stimulating, organising or assisting in the collection of blood from voluntary blood donors.
 - (b) **Life Members:** being such persons as defined in Regulations made by the Council in recognition of their contribution to the cause of Blood Transfusion.
 - (c) **Patrons:** being such persons who, by reason of outstanding service rendered to the Association are so appointed by the Council.

The rights and privileges of membership shall not be transferable.

REGISTER OF MEMBERS

4.
 - (a) The company shall maintain at its registered office or at the place where the work of making it up is done, a register of members of the company as provided in section 105 of the Act. The register of members shall be open to inspection as provided in section 113 of the Act.
 - (b) The company may maintain a branch register or branch registers under section 110 of the Act and the provision of paragraph (a) shall *mutatis mutandis* apply to such register(s).

TERMINATION OF MEMBERSHIP

5. The Council may terminate the membership of any member without assigning any reason therefore, if it considers that the continued membership of such person may be detrimental to the interest of the Service.

GENERAL MEETINGS

6. The Annual General Meeting of the Association shall be held at such time and place as the Executive Committee shall determine, provided that such Annual General Meeting shall be held not more than six (6) months after the end of each financial year.
7. The Executive Committee may whenever it thinks fit, and shall upon a requisition of members made in accordance with the provisions of the companies Act, convene other General Meetings.
8. Any member intending to move a special resolution or any resolution affecting the policy of the Association other than one dealing solely with procedure of the meeting at an Annual General Meeting of the Association shall obtain the approval of that Donor Panel Committee or other body he represents on the Council; if so approved, notice of motion shall be given in the name of that Donor Panel Committee or other body he represents on the Council at least three (3) months prior to the date of such General Meeting; provided that if the Donor Panel Committee or other body he represents on the Council withholds its approval the member shall have the right to submit his notice of motion direct to the Executive Officer, such submission to be at least three months prior to the date of the General Meeting.
9. At least twenty-one (21) clear days notice shall be given for the convening of a General Meeting and any notice if given by post shall be deemed to have been served at the time when the notice was posted.
10. No business shall be transacted at any General Meeting unless a quorum of not less than twenty-five members are present at such meeting.
11. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon a requisition of members shall be dissolved; in any other case it shall stand adjourned to a day not earlier than seven days and not later than twenty-one clear days after the date of the original meeting. At such adjourned meeting the business of the meeting shall be transacted irrespective of the numbers of members present. Notice of such adjourned meeting shall be given as provided in Article 55 not later than three days after the adjournment.
12. The Chairman of the Executive Committee, or in his absence, the Vice-Chairman, shall act as Chairman of every General Meeting of the Association, and in the absence of both the Chairman and Vice-Chairman the meeting shall appoint its own Chairman.
13. The proceedings at any meeting of the Association or of the Council or any Committee thereof or of any sub-committee shall not be invalidated by any omission to give any notice, or by any defect in the election or qualification of its members.

14. Only members of the Association shall be permitted to speak and/or vote at meetings, provided that the Executive Committee may allow such persons as they in their sole discretion may deem expedient to attend and to address any meeting.
15. The business of the Annual General Meeting shall be:
 - (a) The presentation of reports on the progress and financial position of the Association by the Chairman.
 - (b) Such other business as is required to be transacted at such meeting.
 - (c) The reception of such addresses and other communications and the discussion of such matters pertaining to the aims and objects of the Association as the Executive Committee shall have arranged to be received or discussed at such meeting.
16. The minutes of any meeting of the Association and of meetings of any Branch or of the Council shall be available for the inspection of members in such manner as the Executive Committee shall determine.
17. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a division is (before or on the declaration of the result of the show of hands) demanded and unless a division 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 shall be entered in the minute book of the proceedings of the Association, and shall be conclusive evidence of the fact and the number and proportion of the votes recorded, in favour of or against such resolution.
18. If a division is duly demanded it shall be taken in such a manner as the Chairman directs, and the results of the division shall be deemed to be the resolution of the meeting at which the division was demanded.
19. One a show of hands, or on a division, every member present in person shall have one vote.

POWERS OF THE COUNCIL

20. The Council shall have the power to
 - (i) determine the policy of the Association, in conjunction with the Executive Committee, and to ensure that such policy is in the best interests of the Association and the public
 - (ii) appoint the majority of the members of the Executive Committee
 - (iii) make, alter and repeal regulations for the admission of all classes of members and for the termination of membership except on medical grounds
 - (iv) receive and approve the annual report of the Executive Committee and make such recommendations as it may think fit, which recommendations the Executive Committee is obliged to follow
 - (v) define geographical areas within which the activities of the Service may be delegated and also the measure of such delegation and to revise such definition and measure of delegation from time to time
 - (vi) amalgamate, or affiliate with or render assistance whether pecuniary or otherwise, to any companies, institutions, societies or associations having objects altogether or in part similar to those of this Association, but limited as to profit as is this Association

- (vii) purchase or otherwise acquire and take over all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which this Association is authorised to amalgamate or become affiliated with
- (viii) transfer all or any part of the property, assets, liabilities and engagements of this Association to any one or more of the companies, institutions, societies or associations with which this Association is authorised to amalgamate or become affiliated with.

CONSTITUTION OF THE COUNCIL

21. The Council shall consist of:
- (a) **Donor Representatives** who shall be such Donor Members of the Association as are elected by Donor Panel Committees or, in default of such election, the Donor Representative shall be the local organizer of such Panel. Donors shall be represented by one member in respect of the first 1000 (or part thereof) donations of blood obtained from a Panel during the previous administrative year and by an additional one member in respect of each additional 2 000 donations (or major portion of that number) in that year; provided, however, that no Panel shall be entitled to more than seven Donor Representatives.
 - (b) **Appointed Representatives:**
Being representatives of such other organizations, institutions, or bodies as the Council shall determine from time to time, and whose appointment shall be for a period of twelve months but who may be eligible for reappointment.
22. A member of Council shall vacate his seat on the Council if he:
- (a) becomes prohibited from membership by virtue of any provision of the Companies Act; or
 - (b) without the consent of the Council holds any office of profit under the Service; or
 - (c) resign his membership by notice in writing to the Council;
 - (d) is absent for more than three consecutive meetings of the Council; or
 - (e) is directly interested in any contract or proposed contract with the Service and fails to declare his interest and nature thereof on the manner required by the Companies Act. Any vacancy occurring on the Council caused by resignation or otherwise may be filled by the Council by co-option. The members of the Council shall hold office until the first meeting of the incoming Council following the Annual General Meeting.

23. The Council shall following every third Annual General Meeting elect a Chairman and a Vice-Chairman from amongst its members so that the Chairman and Vice-Chairman shall hold office for three years.

MEETINGS OF THE COUNCIL

24. The Council may meet for the dispatch of business on such occasions and at such times and places as it may think fit, and may adjourn or otherwise regulate its meetings in its discretion provided that it shall meet at least one a year and provided further that a meeting of the Council shall be called by notice in writing under the signature of either the Chairman, the Vice-Chairman or the Council Secretary.
25. Seven members of the Council shall form a quorum.
26. No decision shall be taken by the Council on any matter arising after the circulation of agenda without full consultation with such parties as may be concerned.
27. Each member of the Council elected or appointed in terms of Article 21 shall be entitles to one (1) vote. In the event of an equality of votes, the Chairman shall have a second or casting vote.
28. In the absence of the Chairman from any meeting the Vice-Chairman shall preside, and in the absence of both the Chairman and the Vice-Chairman a member of the Council shall be elected as Chairman for the meeting.
29. The reasonable out-of-pocket expenses of members of the Council and its sub-committees in attending meetings, and of such other members as the Council may determine, shall be defrayed out of the funds of the Association. The Council may determine what shall constitute reasonable out-of-pocket expenses.
30. A Donor member of Council who is unable to attend a meeting of Council may nominate another Donor member to attend in his place but, unless that other Donor member qualifies in terms of Article 21(a) of the Articles of Association, he shall not be entitles to vote.
31. A member of Council who wishes to bring forward any matter for discussion by Council shall do so in writing giving reasonable notice of his intention so that the item may be placed on the agenda for the meeting. Nevertheless the Council may exercise its discretion in dealing with such matters, where no such notice has been given, as provided in Article 26 of the Articles of Association.
32. A resolution of Council shall be decided on a show of hands unless a division is demanded and unless a division is so demanded, a declaration by the Chairman that a resolution has, on a show of hands been carried or lost, shall be entered in

the minute book and shall be conclusive evidence in favour of or against the resolution. If a division is duly demanded it shall be taken in such manner as the Chairman shall direct and the result of the division shall be deemed to be the resolution of the meeting at which the division was demanded.

COMPOSITION OF THE EXECUTIVE COMMITTEE

33. The Executive Committee shall comprise a maximum of fourteen (14) members, a maximum of ten (10) of whom shall be designated "appointed" and shall be elected by Council in terms of below mentioned election procedure, and a maximum of four of whom shall be designated "employed" and shall include the persons holding, for the time being, the offices of Medical Director, Administrative Director and Deputy Medical Director of the Association or their successors in titles. The fourth employed Executive Committee member shall be nominated annually by the aforesaid persons and shall be chosen from the management staff of the Association.

The said ten Executive Committee members shall comprise

- the Chairman of the Council
- the Vice-Chairman of the Council
- and a maximum of eight other members of the Council representing the country regional areas and the Cape Town regional area on a basis in approximate proportion to the volume of blood donated by these areas in the past administrative year.

ELECTION OF EXECUTIVE COMMITTEE

34. Not less than twenty one (21) clear working days before the annual meeting of the Council nominations in writing in the prescribed form which shall contain details of the nominee, including *curriculum vitae* and the names and signatures of the proposer and seconder as well as the consent of the nominee, shall be received at the registered office of the Association in respect of persons nominated for positions on the Executive Committee. Only persons who are existing members of Council or have been proposed for election thereto and whose nominations have been circulated to Council members prior to the annual meeting of the Council are eligible for nomination to the Executive Committee.

35. At the annual meeting of the Council, each of these nominations shall be read to the meeting by the Council Secretary. The proposer or his representative may speak to his nomination. In the event that there are more nominations than vacancies, an election by secret ballot shall be conducted by the Council secretary after which the Chairman of the meeting shall announce the names of the duly elected members. Only a duly elected or appointed Council member shall qualify for election to the office as member of the Executive Committee.
36. An Executive Committee member shall no longer be eligible for holding office after he attains the age of 65 years so that an Executive Committee member who obtains the age of 65 years whilst in office shall be obliged to resign at the next following annual meeting of Council.
37. The appointed Executive Committee members shall retire annually by rotation but a retiring member shall be eligible for re-election. At the first Council meeting following the adoption of these Articles three of the appointed Executive Committee members (chosen by lot) shall retire from office. In the following year a further three (again chosen by lot, but excluding those previously so chosen) shall retire. Again in the following year the remaining four appointed Executive Committee members shall retire. This cycle of rotation will then be repeated so that the appointed members in office for the longest period of time shall retire.
38. The remuneration of the appointed members of the Executive Committee shall be determined by Council and that of the employed members by the Executive Committee.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

39. A meeting of the Executive Committee shall not be properly convened unless it is convened by either the Chairman, the Vice-Chairman or the Council Secretary. Such notice shall be in writing and shall be given at least five clear working days before the meeting.
40. The Chairman of the Association or in his absence the Vice-Chairman shall act as Chairman of the Executive Committee and in their absence the meeting shall appoint its own Chairman, provided that none of the employed members shall be entitled to be appointed Chairman.
41. The Executive Committee shall meet for the dispatch of business on such occasions and at such times and places as it may think fit and may adjourn or regulate its meetings at its discretion provided that it shall not meet less than four times in any

one year, and provided further in the event of an equality of votes the Chairman shall have a second or casting vote.

42. Four members of the Executive Committee shall constitute a quorum, provided that at least three of these members shall be appointed members and at least one of these members shall be an employed member.
43. The Executive Committee shall have the right at any meeting to decline to take a decision on any matter not included in the agenda for that meeting.
44. It shall be the responsibility of the members of the Executive Committee to disclose any interest they may have in any contract, or proposed contract as provided in Section 234 of the Companies Act.
45. The minutes of the proceedings of the Executive Committee shall be kept in accordance with the provisions of Section 242 of the Companies Act.

CONTROL AND ADMINISTRATION

46. The control, administration and management of the Association shall vest in the Executive Committee as hereinbefore appointed and whose members shall be the directors of the Association for all purposes of the Companies Act.

POWERS OF THE EXECUTIVE COMMITTEE

47. The Executive Committee shall manage the business of the company and exercise all the powers and functions of the Association as are not by the Act required to be exercised by the company in general meeting or are not by Article 20 to be exercised by the Council

MEDICAL AND OTHER DIRECTORS

48. The Executive Committee shall engage a Medical Director and other such employed directors as it deems fit from time to time.

ACCOUNTS

49. The financial year of the Association shall be from the first day of January to the thirty-first day of December.
50. The Executive Committee shall cause such books of account as are prescribed by the Companies Act to be kept. The books of account shall be kept at the

registered office of the Association or at such other place or places as the Executive Committee think fit, and shall always be open to inspection by the members of the Executive Committee.

51. The Executive Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association, or any of them, shall be open to inspection by members who are members of the Council and no member who is not a member of the Council shall have any right to inspect any account or book or document of the Association except as conferred by Statute or authorized by the Executive Committee or the Association in General Meeting.
52. The Executive Committee shall from time to time cause to be prepared and laid before the Association in General Meeting duly audited Income Statements, Balance Sheets, and Cash Flow Statements.
The Executive Committee shall annually elect an Audit Committee comprising not less than two members who may be any persons other than employed Executive Committee members. The function of the Audit Committee shall be to review the annual financial statements of the Service before finalization thereof and generally to review the financial affairs of the Service. The Audit Committee shall also perform specific functions as may from time to time be agreed with the Executive Committee. The Audit Committee shall operate in an advisory capacity only and shall meet at least twice annually.
53. An Auditor, who shall be a person registered under the Public Accounts and the Auditors Act, 1991, shall be appointed annually by the Association in General Meeting.

NOTICES

54. Notice may be given by the Association to any member either by advertisement or personally or by sending it through the post in a prepaid letter addressed to such member at the address supplied by him to the Association. Any notice which may be given by advertisement shall be inserted in such newspapers as the Executive Committee may from time to time determine.
55. A notice if given by post shall be sufficient to prove that the letter containing the notice was properly addressed and put into the Post Office.
56. The signature to any notice given by the Association may be written or printed or partly written and partly printed.

57. When a given number of days' notice or notice extending any other period, is required to be given the date of the service and the date of the meeting shall not be counted in such number of days or period.

WESTERN PROVINCE BLOOD TRANSFUSION SERVICE

(Incorporated association not for gain)

05/166692/08

Resolved as a special resolution that the existing Memorandum and Articles of Association, together with any regulations, bye-laws and resolutions made thereunder, be and are hereby cancelled and replaced by the Memorandum and Articles of Association tabled at this meeting and signed by the chairman of the meeting for the purposes of identification.

Reasons for the special resolution

To substitute the existing Memorandum and Articles of Association and existing regulations with a document which reflects the current manner of operation of the company and embodies changes required for the efficient and streamlined administration of the company.

Effects of the special resolution

The company will have adopted new Memorandum and Articles of Association to the exclusion of any previously adopted regulations and Articles of Association

By order of the Association

Mr MW Kahn

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ADMINISTRATIVE DIRECTOR