

**REPUBLIC OF SOUTH AFRICA
COMPANIES ACT, 1973**

(Section 64)

**CERTIFICATE OF INCORPORATION OF A COMPANY WITHOUT
A SHARE CAPITAL**

Registration number

**REPUBLIC OF SOUTH AFRICA
COMPANIES ACT, 1973**

**MEMORANDUM OF ASSOCIATION OF A COMPANY NOT HAVING
A SHARE CAPITAL**

(Section 54[1]; Regulation 17[3])

Registration number of company

1. Name

- (a) The name of the company is: **South African Monitoring and Evaluation Association**
- (b) The name of the company in the other official language of the Republic is:
N/A
- (c) The shortened form of the name of the company is: **SAMEA**
- (d) The financial year of the company ends on the last day of **FEBRUARY** of each year.

2. Purpose describing the main business

- SAMEA will promote monitoring and evaluation as a profession and discipline essential to development, and practiced and used in a manner that adds significant value to effective, sustainable development in South Africa.
- SAMEA will support, guide and strengthen the development of monitoring and evaluation in South Africa as an important discipline, profession and instrument for empowerment and accountability.

3. Main object

The main object of the company is:

- To provide a platform for interaction and information sharing among all those interested in monitoring and evaluation.
- To promote high quality intellectual, ethical and professional standards in monitoring and evaluation.
- To increase the use of monitoring and evaluation theory and practice.
- To promote the development and adoption of monitoring and evaluation approaches and methods suitable to a South African and development context.
- To promote post-graduate education and continuing professional development in the field of monitoring and evaluation.
- To increase the profile of South African monitoring and evaluation at national and international level.
- To help build understanding of international developments and trends in monitoring and evaluation.
- To be a resource on monitoring and evaluation in South Africa.

4. Ancillary objects excluded

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

NONE

Any ancillary objects which are not in accordance with the main object must be excluded.

5. Powers

5.1 The specific power or part of any power of the Company, if any, which is excluded from the plenary power or powers set out in Schedule 2 to the Act is power “(S)”

5.2 The specific powers or part of any specific powers of the Company set out in Schedule 2 of the Act, which are qualified under Section 34 of the Act are:

5.2.1 Powers (a), (b) and (c)

Will be executed only in accordance with the main object of the association.

5.2.2 Power (f)

To be excluded

5.2.3 Power (g) to be modified to read as follows:

“To invest funds available only with registered financial institutions as defined in section 1 of the Financial Institutions (Investment of Funds) Act, 1984, and the securities listed on a licensed stock exchange as defined in the Stock Exchanges Control Act, 1985 (Act No.1 of 1985).”

5.2.4 Power (j)

To be excluded

5.2.5 Power (K) to be modified to read as follows:

“To form and to have an interest in any company or companies having the same or similar objects to the Company and payment of income tax in terms of section 10 (1)(f) for the purposes of acquiring the undertaking or all, or any of the assets or liabilities of that company or companies or for any other purposes 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 assets or liabilities of the Company”.

5.2.6 Powers (i) to be modified to read as follows:

“To amalgamate with other companies having the same or similar objects as the Company, which companies are exempt from the payment of income tax in terms of section 10(1)(f).”

5.2.7 Power (m) to be modified to read as follows:

“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.”

5.2.8 Power (n) to be modified to read as follows:

“To remunerate any person or persons in cash for services rendered in its formation or in the development of its activities”.

5.2.9 Power (o) to read as follows:

“To make donations provided that no donations may be made to members or directors”.

5.2.10 Power (r) to read as follows:

“To pay gratuities and pensions and establish schemes and incentive schemes in respect of its employees”.

6. Conditions

The special conditions which apply to the Company and the requirements if any additional to those prescribed in the Act for their alteration are as follows:

- 6.1 The income and property of the Company whensoever 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 however, to members of the company or its controlling or controlled company; provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer or servant of the Company or to any member thereof in return for any services actually rendered to the Company.
- 6.2 “Upon its winding up, de-registration, or dissolution, the assets if the Company remaining after the satisfaction of all its liabilities shall be transferred to institutions having the same or similar objectives, within the Republic of South Africa, which are themselves exempt from income tax in terms of section 10(1)(f), to be determined by the members of the Company at or before the time of its dissolution or, failing such determination, by the court.”
- 6.3 All donations to the association must be irrevocable and unconditional.
- 6.4 The institution may not have the power to carry on any business (this includes, inter alia, ordinary trading operations in the commercial sense, speculative transactions, dividend stripping activities as well as the letting of property on a systematic or regular basis).
- 6.5 Any amendments to the Memorandum or Articles of Association will be submitted to the Commissioner for Inland Revenue.

7. Pre-incorporation contracts (If any):

NONE

8. Guarantee

- 8.1. The liability of members is limited to the amount referred to in paragraph
- 8.2. Each member undertakes to contribute to the assets of the company in the event of it being wound-up while he is a member or within 1

(ONE) year thereafter, for payment 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 adjustment of the rights of the contributories among themselves an amount of R1,00 (One Rand), or the amount agreed on by the board provided that it does not exceed the abovementioned amount.

9. Association clause

We the several persons, whose full names, occupations, residential, business and postal addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and respectfully agree to become members of the Company.