

**Companies and Intellectual Property Commission
Republic of South Africa**

**Form CoR 15.1D
Long Standard Form
Non Profit Companies
without members**

- This form is issued in terms of section 13 of the Companies Act, 2008, and Regulation 15 of the Companies Regulations, 2011.
- This form may be used only to incorporate a Non Profit company without members.
- A Non Profit company may be incorporated by three or more persons.
- The Incorporators must complete this form by–
 - (a) filling in the Name of the Company, unless it is to be completed by the Commission in terms of Regulation 14 (1) (b) [(i) or] (iii);
 - (b) inserting a statement of the objects of the company in the space provided [inserting the number of directors and alternate directors in the spaces provided];
 - (c) inserting the number of directors and alternate directors in the spaces provided; and
 - (d) each signing and dating the form on a line of the Table.
- There are 5 pages in this form. If filing by paper, all 5 pages must be filed. Use additional sheets if required to provide information.
- This Form must be filed with Form C o R 14.1 , Notice of Incorporation, and required annexures and fees.

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

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**Memorandum of Incorporation
of**

(Insert Name of Company) _____

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

The Company is a Non Profit company without members, with the following objects:

The Company has at least _____ directors and _____ alternate director(s), to be appointed in the following manner:

Adoption of Memorandum of Incorporation

This Memorandum of Incorporation was adopted by the incorporators of the Company, in accordance with section 13 (1), as evidenced by the following signatures made by each of them, or on their behalf (only required in the case of new company registrations):

Name of incorporator	Identity or Registration #	Signature	Date

In this Memorandum of Incorporation –

- (a) a reference to a section by number refers to the corresponding section of the Companies Act, 2008;
- (b) words that are defined in the Companies Act, 2008 bear the same meaning in this Memorandum as in that Act; and
- (c) words appearing to the right of an optional check line are void unless that line contains a mark to indicate that it has been chosen as the applicable option.

The Schedules attached to this Memorandum are part of the Memorandum of Incorporation.

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; and
 - (c) the provisions of this Memorandum of Incorporation.

1.2 Objects and Powers of the Company

- (1) 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).
_____ are subject to any restriction, limitation or qualification, contemplated in section 19 (1)(b)(ii), as set out in Part A of Schedule 1.
- (2) The Company–
_____ is not subject to any provision contemplated in section 15 (2) (b) or (c).
_____ is subject to the provision contemplated in section 15 (2)(b) or (c), as set out in Part B of Schedule 1.
- (3) Upon dissolution of the Company, its net assets must be distributed in the manner determined in accordance with–
 - (a) Item 1(4)(b) of Schedule 1 of the Companies Act, 2008; and
 - (b) the provisions, if any, set out in Part D of Schedule 1 of this Memorandum.

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).
_____ may be altered or amended in the manner set out in section 16, 17 or 152 (6) (b), subject to the provisions contemplated in section 16 (2), and set out in Part C of Schedule 1.
- (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.
_____ is limited or restricted to the extent set out in Part C of Schedule 1.
- (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.
_____ in accordance with the requirements set out in Part C of Schedule 1.
- (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.
_____ in accordance with the requirements set out in Part C of Schedule 1.

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.

_____ elects, in terms of section 34 (2), to comply voluntarily with the provisions of Chapter 3 of the Companies Act, 2008.

1.5 Company not to have members

As contemplated in Item 4 (1) of Schedule 1 of the Act, the Company has no members.

Article 2 - Directors and Officers

2.1 Composition of the Board of Directors

(1) The Board of Directors of the Company comprises the number of directors, and alternate directors shown on the cover sheet, each of whom–

(a) is to be appointed in the manner set out on the cover sheet; and

(b) serves for -

_____ an indefinite term, until substituted by the person or entity that appointed the director

_____ a term of _____ years.

_____ a term determined in the manner set out on the cover sheet.

(2) In addition to the appointed directors–

_____ there are no *ex officio* directors of the company, as contemplated in section 66 (4).

_____ there are _____ *ex officio* directors of the company, as contemplated in section 66 (4), to be designated in the manner specified in Part A of Schedule 2.

(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.

_____ must satisfy the additional eligibility requirements and qualifications set out in Part B of Schedule 2.

2.2 Authority of the Board of Directors

The authority of the Company's Board of Directors to manage and direct the business and affairs of the Company, as set out in section 66 (1) –

_____ is not limited or restricted by this Memorandum of Incorporation.

_____ is limited or restricted to the extent set out in Part C of Schedule 2.

2.2 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.

_____ is limited or restricted to the extent set out in Part D of Schedule 2.

(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, if the board has 12 or more members, or by 2 (two) directors, in any other case, as provided in that section.

_____ at least _____% of the directors, or by at least _____ directors, despite the provisions of 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.

_____ is limited or restricted to the extent set out in Part E of Schedule 2.

- (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.
- _____ is limited or restricted to the extent set out in Part E of Schedule 2.
- (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.
- _____ is limited or restricted to the extent set out in Part E of Schedule 2.
- (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).
- _____ as set out in section 73 (5), subject to the variations set out in Part E of Schedule 2.

2.3 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.
- _____ is limited, restricted or extended to the extent set out in Part F of Schedule 2.
- (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.
- _____ is limited, restricted or extended to the extent set out in Part F of Schedule 2.
- (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.
- _____ is limited, restricted or extended to the extent set out in Part F of Schedule 2.

2.4 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 72 (2)(a)—
- _____ is not limited or restricted by this Memorandum of Incorporation.
- _____ is limited, restricted or extended to the extent set out in Part G of Schedule 2.
- (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.
- _____ is limited, restricted or extended to the extent set out in Part G of Schedule 2.

Article 3 - General Provisions

Insert any further provisions desired in this or additional Articles.

Schedule 1 - Incorporation and nature of the Company

Part A

Insert any provisions limiting the purposes or powers of the Company, as contemplated in section 19 (1)(b) of the Act.

Part B

Insert any 'Ring fencing' provisions as contemplated in section 15 (2) of the Act.

Part C

Insert—

- (a) *any provisions relating to the amendment of the Memorandum of Incorporation, as contemplated in section 16 (2) of the Act;*
- (b) *any provisions relating to the Board's authority to make rules for the Company, as contemplated in section 15 (3) to (5) of the Act; and*
- (c) *any provisions relating to the publication of the notice of alteration as contemplated in section 17 (1) of the Act.*

Part D

Insert provisions establishing, or providing for the establishment of, a scheme of distribution of the net assets of the Company upon its dissolution, as required by Item 1 (4) of Schedule 2 of the Companies Act, 2008.

Schedule 2 - Directors of the Company

Part A

Insert any provisions establishing the rights of any person to appoint a director, or establishing the right of any person to be an ex officio director of the Company.

Part B

Insert any provision imposing additional eligibility or qualification requirements for directors and prescribed officers of the Company.

Part C

Insert any provision limiting or restricting the authority of the Board to manage and direct the business and affairs of the Company, as contemplated in section 66 (1) of the Act.

Part D

Insert any provision limiting or restricting the authority of the Board to consider a matter other than at a meeting, as contemplated in section 74 of the Act.

Part E

Insert any provision limiting, restricting or varying the authority of the Board with respect to the conduct of its meetings, as contemplated in section 73 of the Act.

Part F

Insert any provision limiting, restricting or extending the authority of the Company to advance expenses to a director, indemnify a director, or purchase insurance to protect the Company or a director, as contemplated in section 78 of the Act.

Part G

Insert any provision limiting, restricting or varying the authority of the Board with respect to the establishment of committees, or limiting or restricting the authority of a committee, as contemplated in section 72 of the Act.