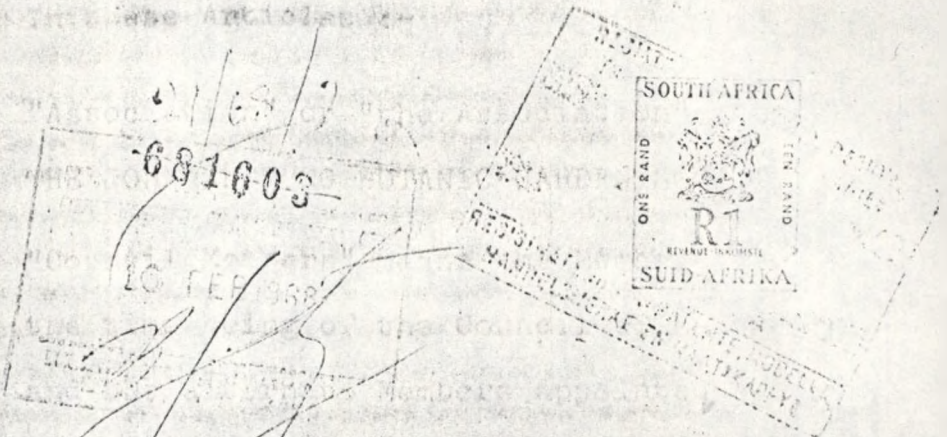


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ARTICLES OF ASSOCIATION

OF

THE JOHANNESBURG BOTANIC GARDEN SOCIETY

Registered in terms of Section 21 of the Companies Act No. 46 of 1926, as amended.

TABLE A.

1. The regulations of Table A contained in the First Schedule of the Companies Act No. 46 of 1926 (as amended) shall not apply to the Association except in so far as these may be repeated or contained in these Articles.

2./...

INTERPRETATION

2. In these Articles :-

- (a) "Association" or "the Association" means THE JOHANNESBURG BOTANIC GARDEN SOCIETY.
- (b) "Council Members" means the Members for the time being of the Council of Management and the alternate Members appointed by them. In the first instance the Council Members shall be the subscribers to the Memorandum of Association. In effect a Council Member shall occupy a position so far as possible similar and equivalent to the position of a Director of an ordinary limited company, public or private.
- (c) "Council" means the Council of Management referred to in Clause 39 hereof.
- (d) "General Meeting" includes both Annual General Meeting and extraordinary General Meeting.

MEMBERS.

- 3. (a) The members of the Association shall be those persons of European descent and those corporations, companies, associations, societies, firms, or bodies of persons, whose written applications to the Council for membership of the Association shall have been accepted by the Council and who shall have paid the subscription and entrance fee (if any) fixed from time to time by the Association in General Meeting.

- (b) The Association in General Meeting may from time to time create different classes of membership and alter the rights and obligations, including the amount of the subscription and entrance fee of each class of member; and the Council may also cancel the membership of any member without being obliged to assign any reason therefor.

BORROWING POWERS.

4. The Council may from time to time at its discretion borrow or raise or secure the repayment of any sum or sums of money for the purposes of the Association in such manner and upon such terms and conditions in all respects as it may think fit and in particular by the execution of mortgage bonds and the issue of debentures or debenture stock charged upon all or any part of the property and rights of the Association both present and future.

GENERAL MEETINGS.

5. An annual general meeting shall be held once in every year at such time and place as may be prescribed by the Council.
6. All other general meetings shall be called extraordinary general meetings.
7. The Council may, whenever it think fit, convene an extraordinary general meeting, and an extraordinary general meeting shall also be convened on a requisition made in terms of Section 61 of the Companies Act No. 46 of 1926, or in default may be convened by the

petitionists as provided by and subject to the provisions of that section. If at any time there shall not be within the Republic sufficient Council members capable of acting to form a quorum, any Council Member or any two Members may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.

PROCEEDINGS AT GENERAL MEETINGS.

Twenty-eight days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and, in the case of special business the general nature of that business, shall be given to members in the manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Association in general meeting; but with the consent of all the members a meeting may be convened by such shorter notice and in such manner as the members may think fit. The omission or non-receipt of notice of a meeting by any member, shall not invalidate the proceedings at any meeting.

9. The business of an annual general meeting shall be to receive and consider the statement of income and expenditure and the balance sheet, the reports of the Council and of the Auditors, to elect Council Members, Auditors and other officers in the place of those retiring by rotation, or otherwise, to fix the remuneration of the Auditors, and to transact any other business which under these presents ought to be transacted at an

brought under consideration by the report of the Council laid before such meeting. All other business transacted at any ordinary meeting and all business transacted at an extraordinary meeting shall be deemed special.

10. Five members personally present and entitled to vote shall be a quorum for a general meeting, and no business shall be transacted at any general meeting unless the quorum requisite be present at the commencement of the business. A corporation, company, association, society, firm or body of persons being a member of the Association and present by a representative duly appointed in pursuance of Section 63 of the Companies Act No. 46 of 1926, shall be deemed to be a member personally present for the purpose of this Article.

11. If within ten minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon a requisition made in terms of Section 61 of Act 46 of 1926, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and place, or if such place be not available at such other place as the Council may appoint but should such day be a public holiday then it shall be adjourned to the first business day next following such public holiday at the same time; and if at such adjourned meeting a quorum is not present those members who are present shall be a quorum, and may transact the business for which the meeting was called.

12. The Chairman of the Council shall be entitled to take the chair at every general meeting, or if there be

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such Chairman, or if at any meeting he shall not be present within ten minutes after the time appointed for holding such meeting, the members personally present shall choose another Council Member as Chairman; and if no Council Member be present, or if all the Council members present decline to take the Chair, then the members present shall choose one of their number to be Chairman of the meeting.

The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned, notice of the adjourned meeting shall be given in terms of Section 212 (2) of the Companies Act, 1926. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

14. The election of Council Members shall be by voting by ballot as provided in Article 16 below. Every other question submitted to a general meeting shall be decided by a show of hands, and in the case of an equality of votes the Chairman of the meeting shall have a second or casting vote in addition to the vote to which he is entitled as a member. A declaration by the Chairman that a resolution has been carried or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book of proceedings of the Association shall be conclusive

vidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

15. Only those members who shall have paid all subscriptions and other moneys then due by them to the Association shall be entitled to attend and vote at meetings and to ballot for Council Members.

16. (a) The notice of the second annual general meeting and of each annual general meeting thereafter shall state the number of Council Members to be elected at that meeting and shall invite nominations of candidates up to that number to be submitted for such election.

(b) Thereafter any four members by a notice in writing signed by all of them and delivered to the Secretary not later than twenty-one days before the day specified for holding the meeting may nominate candidates up to the number stated pursuant to the provisions of paragraph (a) of this clause.

(c) Thereafter the secretary shall not later than fourteen days before the day specified for holding the meeting post to each member at his registered address a voting paper containing -

- (i) in alphabetical order the names of all the candidates duly nominated as aforesaid;
- (ii) a request that members affix their signatures against the names of those candidates up to the said number in whose favour they record their votes;
- (iii) a request that the voting papers with signatures so affixed be returned to reach the secretary not later than the hour specified for holding the meeting.

- (d) Any member personally present at the meeting whose voting paper shall not previously have been returned to the secretary as aforesaid may in the manner hereinbefore stated record his vote at the meeting at any time before the Chairman shall have appointed the scrutineers as hereinafter stated.
- (e) Before proceeding to the election of Council Members the Chairman shall appoint two members present and failing them the secretary as scrutineer/s to receive and examine all the voting papers and to certify the result of the election of Council Members. Such election shall take place at such stage of the meeting as the Chairman shall decide. In the event of a tie between two or more candidates the question as to which candidate shall be declared to be elected shall be decided by lot to be drawn in such manner and at such time and place as the Chairman may direct.
- (f) If no, or insufficient, candidates shall be duly nominated or elected at a meeting in manner hereinbefore stated then the remaining Council Members in office shall appoint so many Council Members as

shall/...

shall be necessary to make or complete the number of Council Members who should have been elected at the said meeting.

COUNCIL AND COUNCIL MEMBERS.

17. Until otherwise from time to time determined by the Council the number of Council Members shall be not less than four nor more than eight.

18. The first Council Members of the Association shall be appointed by the subscribers to the Memorandum of Association, and subject to the provisions of Article 23 below, they shall all hold office until the Second Annual General Meeting of the Association, and any vacancies in their number occurring prior to that meeting shall be filled by the remainder of them in the manner provided in Article 20 below.

19. The qualification of a Council Member shall be membership of the Association.

20. The Council may at any time and from time to time appoint any other qualified person as a Council Member either to fill a casual vacancy or as an addition to the Council but so that the total number of the Council Members shall not at any time exceed the maximum number fixed. Any person appointed to fill a casual vacancy shall retain office so long only as the vacating Council Member would have retained office if no vacancy had occurred.

21. The continuing Council Member may act, notwithstanding any casual vacancy in their body, so long as there remain four Council Members duly qualified to act.

22. The Council Members shall receive no fees or remuneration whatsoever but may, if they so resolve, be paid their travelling and other expenses properly and necessarily expended by them in and about the business of the Association.

23. The office of Council Member shall be vacated if the Council Member -

- (a) ceases to be a Council Member by virtue of Section 68 or 68 bis (2) of the Companies Act, 1926; or
- (b) retires under Article 25 of these presents; or
- (c) becomes insolvent; or
- (d) is found lunatic or becomes of unsound mind; or
- (e) resigns his office by notice in writing to the Association; or
- (f) is directly or indirectly interested in any contract with the Association or participates in the profits of any contract with the Association;
- (g) is absent from four consecutive meetings of the Council without special leave of absence from the Council, provided such four meetings are not held within a period of thirty days. The provisions of this sub-clause shall not apply to a Council Member who shall have been represented at one or more of such meetings by an alternate, and provided that the Council shall have power to grant any Council Member not resident in the Republic of South Africa leave of absence for any or an indefinite period;

provided, however, that a Council Member shall not vacate his office by reason of his being a member of any corporation which has entered into contracts with or done any work for the Association if he shall have declared the nature of his interest in the manner required by Section 70 quin of the Companies Act, 1926, but the Council Member shall not vote in respect of any such contract or work or any matter arising thereout, and if he does so vote his vote shall not be counted.

The Association shall keep at the office a register containing the names, addresses and occupations of the Council Members, and shall send to the Registrar of Companies a copy of such register, and shall from time to time notify to him any change that takes place in such Council Members.

RETIREMENT OF COUNCIL MEMBERS.

- At the Second Annual General Meeting and at each Annual General meeting held thereafter two of the Council Members shall retire from office. The two Council Members so to retire shall, subject to any provision to the contrary in these presents, be the Council Members who have been longest in office. As between two or more Council Members who have been in office an equal length of time, the Council Members to retire shall, in default of an agreement between them, be determined by lot. The length of time a Council Member has been in office shall be computed from his last election or appointment. A retiring Council Member shall hold office until the conclusion of the meeting at which he retires.

The retiring Council Member shall be eligible for re-election.

The Association at the Second Annual General Meeting and at each Annual General Meeting held thereafter shall in manner provided in Article 25 above fill up the offices of Council Member vacated by the retirement of the Member as aforesaid or otherwise.

ALTERNATE MEMBERS.

28. Each Council Member shall have the power to nominate one of the members of the Association approved for that purpose by a majority of the other Council Members to act as Alternate Member in his place, and at his discretion to remove such Alternate Member, and on any such appointment being made the Alternate Member shall be subject in all respects to the terms and conditions existing with reference to the other Council Members, and each Alternate Member, whilst acting in the place of an absent Council Member whom he represents, shall exercise and discharge all the duties of such Council Member. The appointment of an Alternate Member shall be cancelled and the Alternate Member shall cease to hold office whenever the Council Member who appointed him shall cease to be a Council Member or shall give notice in writing to the Secretary that the Alternate Member representing him shall have ceased to do so.

PROCEEDINGS OF THE COUNCIL.

29. The Council Members may meet for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and may determine the quorum necessary for the transaction of business. Until otherwise determined four Council Members shall form a quorum. A Council Member who is not within the Republic of South Africa shall not be entitled to notice of any such meeting, but notice shall be given to all duly appointed

Alternate/...

Alternate Members who may at the time be within the Republic of South Africa.

30. Questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

31. The Council may elect a Chairman of their meetings and determine the period for which he is to hold office, and may also elect a Deputy Chairman, to preside over their meetings in the absence of the Chairman. If at any meeting neither the Chairman nor the Deputy Chairman of the Council is present at the time appointed for holding the same, the Council Members present shall choose someone of their number to be a Chairman of such meeting.

32. A meeting of the Council at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Council generally.

33. A resolution in writing signed by all the Council Members shall be as valid and effectual as if it had been passed at a meeting of the Council duly called and constituted.

34. The Council may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on

35. The meetings and proceedings of any such committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Council, so far as the same are applicable thereto and are not superseded by any regulations made by the Council under the last preceding Article.

36. All acts done at any meeting of the Council Members or of a committee of Council Members, or by any person acting as a Council Member shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of the Council Members or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a Council Member.

MINUTES.

37. The Council shall cause minutes to be duly entered in books provided for the purpose:

Of all appointments of officers made by the Council;

Of the names of the Council Members present at each meeting of the Council Members and of any committee of the Council;

Of all orders made by the Council and committees of the Council; and of all resolutions and proceedings of general meeting; and of meetings of the Council and committees, and of resolution made in accordance with the provisions of Article 33 hereof.

Any such minutes of any meetings of the Council or of any committee or of the Association or of a resolution in pursuance of Article 33 hereof, and any extract therefrom, if purporting to be signed by the Chairman of such meeting or by some person present

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thereat and appointed by the Council to sign the same in his place, or by the Chairman of the next succeeding meeting or by any two Council Members shall be receivable as evidence of the matters stated in such minutes or extracts.

REGISTER OF MEMBERS.

38. The Council shall cause to be kept in one or more books a register of the members of the Association and there shall be entered therein :-

- (a) The names and addresses of the members;
- (b) If there shall be different classes of members, then the class to which each member belongs;
- (c) The date at which the name of any person was entered in the register as a member.
- (d) The date at which any person ceased to be a member.

Such register shall be kept at the office of the Association and shall be open for inspection by the members during business hours.

POWERS OF THE COUNCIL.

39. The management of the business of the Association and the control of the Association shall be vested in the Council, and the Council in addition to the powers and authorities by these presents expressly conferred upon them may, subject to the second proviso hereinafter mentioned exercise all such powers and do all such acts and things as may be exercised or done by the Association, and are not hereby or by the Statutes expressly directed or required to be exercised or done by the Association in general meeting, but subject nevertheless to any regulations from time to time made by the Association in general

meeting; provided that no such regulation shall invalidate any prior act of the Council which would have been valid if such regulation had not been made, and provided further that although the Council shall have power to enter into a provisional contract for the sale or alienation of all or the major portion of the property and assets of the Association and the rights belonging thereto or connected therewith, such provisional contract shall only become binding on the Association in the event of the same being ratified and confirmed by a resolution passed by a majority of the votes of the members present in person at an extraordinary general meeting convened for that purpose.

All the provisions of these presents as to general meetings shall apply mutatis mutandis to meetings convened under this article. Without derogating from the generality of the aforesaid powers of the Council, it shall in particular have the power from time to time :-

(a)/...

- (a) to appoint, suspend, remove and dismiss secretaries, managers, technical advisers, legal advisers, clerks, agents, and servants, fix and pay their remuneration and determine their duties;
- (b) To make and from time to time alter and annul regulations and bye-laws for or in relation to the objects of the Association or the government or management of its affairs;
- (c) To provide for the management and transaction of the affairs of the Association in any specified locality whether in any province of the Republic of South Africa or in any foreign country in such manner as the Council may think fit;
- (d) To constitute, appoint, regulate, control, suspend, remove and dismiss groups and circles, and study circles for such purposes and in such areas and of such numbers as the Council may think fit;
- (e) To collect funds through donations, grants, exhibitions, competitions, lectures, and in such other lawful manner whatsoever as the Council may think fit;
- (f) To institute and defend legal proceedings and to refer any claim or demand by or against the Association to arbitration, and to perform or refuse to perform the award.

RESERVE/...

RESERVE FUND.

41. The Council may set aside such sum as it think proper as a reserve fund or an addition thereto. The Council may employ the reserve fund for any of the purposes or objects of the Association or may invest the same upon such investments as it may select without being liable for any depreciation of or loss in consequence of such investments, whether the same be usual or authorised investments for trust funds or not.

42. The reserve fund shall at the discretion of the Council be applicable for making provision for exceptional losses, expenses or contingencies or the extension or development of the Association's purposes or objects or writing down the value of any of the assets of the Association or for repairing, improving and maintaining any buildings, plant, machinery or works of the Association or to cover the loss in wear and tear or other depreciation in value of any property of the Association or for any of the objects of the Association as defined by the Association's Memorandum of Association.

ACCOUNTS.

43. The Council shall cause true accounts as prescribed by Section 90 of the Companies Act No. 46 of 1926 to be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the assets, credits and liabilities of the Association. The books of account shall be kept at the office of the Association or at such other place or places as the Council think fit.

44. The Council 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 for inspection by members, and no member (not being a Council Member) shall have any right of inspecting any account or book or document of the Association except as conferred by the Statutes or authorised by the Council or by a resolution of the Association in general meeting. The books of account shall always be open for inspection by the Council.

45. At the annual general meeting in every year the Council shall in accordance with Section 90 bis of the Companies Act No. 46 of 1926, lay before the Association a statement of the income and expenditure and a balance sheet containing a summary of the property and liabilities of the Association made up to a date not earlier than six months before such meeting.

46. Every such statement and balance sheet shall be accompanied by a report of the Council as to the state and condition of the Association and the amount, if any, which they have carried or propose to carry to the reserve fund according to the provisions in that behalf hereinbefore contained, and the report, statement and balance sheet shall be signed by two Council Members and countersigned by the Secretary or some other person appointed by the Council.

47./...

47. A printed copy of the report, accompanied by the balance sheet (including every document required by law to be annexed thereto) and statement of income and expenditure and by the auditors report or containing a reference thereto in terms of the Statutes, shall at least twenty-eight days previous to the annual general meeting be delivered or sent by post to the registered address of every member.

AUDIT.

48. An Auditor or Auditors shall be appointed and their duties regulated in accordance with Sections 98 and 99 of the Companies Act No. 46 of 1926 and any statutory modification thereof.
49. The first Auditor or Auditors shall be appointed by the Council.

NOTICES.

50. A 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, envelope or wrapper addressed to such member at his registered address. Any notice which may be given by advertisement shall be inserted in such newspapers as the Council may from time to time determine. Any notice given by advertisement shall be deemed to have been given on the first day when the newspaper containing such advertisement shall be published.

51. The address of a member as furnished by him or on his behalf to the Association at the time when he became a member shall be deemed his registered address within the meaning of the last preceding clause, until superseded by another address notified to the Association in writing by or on behalf of such member.

52. Any notice sent by post shall be deemed to have been served and given on the day on which the letter, envelope or wrapper containing the same is posted, and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and put in the Post Office.

53. Where given a number of days' notice or notice extending over any other period is required to be given, the day of service shall not, unless it is otherwise provided, be counted in such number of days or other period.

54. The signature to any notice to be given by the Association may be written or printed.

REPRESENTATION.

55. The Association may sue or be sued in any court of law by its corporate name. Powers of Attorney, Bonds, deeds, contracts and other documents which may have to be executed shall, subject to any statutory requirements and to the provisions of these Articles, be signed on behalf of the Association by the person or persons authorised so to do from time to time by resolution of the Council.

INTERPRETATION/...

INTERPRETATION

56. In case of doubt as to the meaning or interpretation of any part of these presents, the interpretation of the Council shall be final and binding upon all members.

57. . EACH of the Subscribers to this Memorandum and Articles of Association does hereby nominate and appoint ISAAC MENDELOW, Solicitor of Johannesburg, and/or GORDON WEGGER of Pretoria, as his Attorneys and Agents to apply on his behalf for the registration of this Company, further to initial and make all such alterations, amendments and corrections thereto as they may consider necessary, and further to initial each page and any correction in such Articles and Memorandum of Association.

SIGNATURES /

SIGNATURES OF
SUBSCRIBERS.

FULL NAMES AND
ADDRESSES OF
SUBSCRIBERS.

OCCUPATIONS
OF
SUBSCRIBERS.

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Medical Practitioner

DATED AT JOHANNESBURG, this 8th day of May 1967

WITNESS to the above signatures :

SIGNATURE : *Annadelle W. W. W.*

FULL NAME : ANNADELLE W. W. W.

OCCUPATION : BOTANIST

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