

ARTICLES OF ASSOCIATION

South African Monitoring and Evaluation Association (SAMEA)

(Association incorporated under section 21)

1. The Articles of Table “A” contained in Schedule 1 of the Companies Act 1973 shall not apply to the company.

INTERPRETATION

2. In the interpretation of the Articles of Association and unless contrary to or excluded by the subject or the context.
 - 2.1 words signifying the singular number shall include the plural and vice versa;
 - 2.2 words signifying the masculine shall include the feminine;
 - 2.3 any words defined in the Companies Act No.61 of 1973 and not defined in (f) shall bear the same meaning in the Articles of Association;
 - 2.4 the headings of the marginal notes of Articles are for reference purposes only and shall not be taken into account in construing these presents;
 - 2.5 each term, power or authority therein shall be given the widest possible interpretation;
 - 2.6 the following words and expressions shall have the following meanings:

WORDS AND EXPRESSIONS	MEANINGS
“Alternate Director”	A person duly appointed as an Alternate Director of the Company in terms of Article 21.
“Company”	This company
“The Company”	Save as a reference to the Company includes any association of persons or body corporates as the case may be.
“The Directors”	The Board of Directors of SAMEA
“The Association”	SAMEA
“Members”	Subscribers to the organisation who have their annual fees and are entitled to participate in full in the affairs of the association.
“General Meeting”	The Annual General Meeting or an Extraordinary General Meeting of the Company, as the case may be.
“Annual General Meeting”	The Annual General Meeting of the Company called and constituted or any adjustment thereof.
“Extraordinary General Meeting”	An Extraordinary General Meeting of the Company duly called and constituted or any adjournment thereof.
“The Memorandum”	The Memorandum of Association of the Company as amended from time to time.
“The Office”	The registered office for the time being of the Company.

“Person”	Includes a body corporate, a company or association of persons as the case may be.
“Secretary”	The Secretary of the Company for the time being or any authorised person acting in his place and includes any person authorised by the directors to carry out any of the duties of the secretary.
“Sign”	Includes the reproduction of a signature, printing with a India-rubber stamp or other kind of stamp, or any other mechanical means.
“The Act”	The companies Act, 61 of 1973 (as amended).
“The Company in General Meeting”	The Company acting by an ordinary resolution passed at the General Meeting.
“Writing”	Includes printing, type-writing, lithography or any other mechanical process or partly one and partly the other process.

MEMBERSHIP

3. The Company shall maintain as its registered office 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.
4. Membership of the Association will be through subscription and will be open to all individuals committed to furthering the interests of the Association. Two categories of membership will apply:
 - 4.1 Individual members who will be individuals interested in participating in or benefiting from the work of the Association, including but not limited to practitioners, users of monitoring and evaluation services, and monitoring and evaluation educators.
 - 4.2 Student Members, who are enrolled at recognized higher education institutions.
5. All benefits accruing to members, including but not limited to the right to participate in the affairs and decision-making processes of the association, shall only apply to fully paid-up members.
6. Student members shall have equal rights in all respect to participate in the affairs of the association, including but not limited to the right to hold offices within the association and the right to vote on matters of concern.
7. Membership shall be terminated three months after membership fees are due, in the event of such dues not being paid.
8. Fees will be determined annually by the Board of Directors and a reduced fee will apply in the case of student members.

GENERAL MEETINGS

9. The Company shall hold its first annual meeting within 18 (eighteen) months after the date of its incorporation and shall thereafter in each year hold an annual general meeting; provided that not more than 15 (fifteen) months shall lapse and than an annual general meeting shall be held within 9 (nine) months after the expiration of the financial year of the Company.

10. Other general meetings of the Company may be held at any time.
11. Annual general meetings and other general meetings shall be held at such time and place as the directors shall appoint or at such time and place as is determined if the meetings are convened under Section 179(4), 181, 182 or 183 of the Act.

NOTICE OF GENERAL MEETINGS

12. An annual general meeting and a meeting called for the passing of special resolution shall be called by not less than twenty-one days' notice in writing, and any other general meeting may be called by not less than fourteen clear days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the company in general meeting, to such persons as are, under these articles, entitled to receive such notices from the company: Provide that a meeting of the company shall, notwithstanding the fact that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority holding not less than 95% (ninety five percent) of the total voting rights of all the members.
13. The accidental omission to give notice of any meeting to any particular member or members shall not invalidate any resolution passed at such a meeting.

PROCEEDING AT GENERAL MEETINGS

14. The annual general meeting shall deal with and dispose of all matters prescribed by the Act, including the consideration of the annual financial statement the election of directors and the appointment of an auditor, and may deal with any other business laid before it. All business laid before any other general meeting shall be considered special business.
15. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, 5 (five) members presented in person shall be a quorum.
16. If within half an hour after the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of its members, shall be dissolved. In any case it shall stand adjourned to a day not earlier than 7 (seven) days and not later than 21 (twenty one) days after the date of the meeting and if at such adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting the members present in person or proxy shall be a quorum.
17. Where a meeting has been adjourned as aforesaid, the Company shall, upon a date not later than 3 (three) days after the adjournment, publish to its membership by email, fax or letter:
 - 17.1 the date, time and place to which the meeting has been adjourned;
 - 17.2 the matter before the meeting when it was adjourned, and
 - 17.3 the ground for the adjournment.
18. The chairperson, if any, of the Board of Directors shall preside as chairperson at any general meeting of the Company.
19. If there is no such chairperson, or if at any meeting he is not present within thirty minutes after the time appointed for the holding of the meeting or is not able to act as chairperson, the members present shall elect one of those present to be chairperson.

20. The chairperson, with the consent of any meeting at which a quorum is present (and shall, if so directed by this meeting) adjourn the meeting from time to time and from place to place, but business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place. When a meeting is adjourned, the provisions of Article 10 and 11 shall mutatis mutandis apply for such an adjournment.
21. In the case of an equality of votes the chairperson of the meeting shall be entitled to a second or casting vote.

VOTES OF MEMBERS

22. On a show of hands every member present in person and if a person and if a member is a body corporate, its representatives shall have 1(one) vote.

PROXIES

23. The instruments appointing a proxy shall be in writing under the hand of the appointer or of his agent duly authorised in writing or, if the appointed is a body corporate, under the hand of an officer or agent authorised by the body corporate. A proxy need not be a member of the Company. The holder of a general or special power of attorney, whether he is himself a member or not, given by a shareholder shall be entitled to attend meeting.
24. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or notarially certified copy of such power or authority shall be deposited at the registered office of the Company no less than 48 (forty eight) hours before the time for holding the meeting at which the person named in the instrument proposes to vote, and in default of complying herewith the instrument of proxy shall not be valid after the expiration of 6 (six) months from the date when it was signed, unless so specifically stated in the proxy itself, and no proxy shall be used at an adjourned meeting which could have been used at the original meeting.
25. The instrument appointing a proxy shall be in the following form or as near therefore as circumstances permit:

I, _____
of _____
being a member of _____
hereby appoint _____
of _____
or failing him _____
of _____

as my proxy to vote for me and on my behalf at the annual general meeting (as the case may be) of the Company to be held on the _____ day of _____ and at any adjournment thereof as follows:

In favour	Against	Abstain
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Resolution to _____

Resolution to _____

Resolution to _____

(Indicate instruction to proxy by way of a cross in space provided above)

Unless otherwise instructed, my proxy may vote as he thinks fit.

Signed this _____ day of _____ 20_____

SIGNATURE

(Note: A member entitled to attend and vote entitled to appoint a proxy to attend, speak and on a poll vote in his stead, and such proxy need not also be a member of the company).

DIRECTORS

26. Unless and until otherwise determined by the Company in general meeting, this number of directors shall not be less than 5 (five) and not more than 10 (ten).
- 26.1 The first directors shall be appointed in writing by a majority of the subscribers to the Memorandum of Association but until directors are so appointed and whether or not the directors have been named by a majority of the subscribers to the Memorandum, every subscriber to the Memorandum shall be deemed for all purposes to be a director of the Company.
- 26.2 The number of directors and the number of directors eligible for re-election in any one year may be increased or decreased by resolution of the majority of members eligible to vote on matters before the annual general meeting.
- 26.3 The directors shall not be remunerated for services provided to the Company in their capacity as directors.
- 26.4 Members of the Governing Board may serve for a maximum term of three years, however the members of the board may be nominated for re-election after standing down for a period of at least one year after any three year term of office.
- 26.5 In any given year a minimum of three Board Members will be replaced by members duly elected by the membership of the association for a period of three years and a minimum of one year.
- 26.4 Until such time as Board Members become ineligible for reappointment through exceeding their three year term of office, and in any given year when there are not three retiring Board members, the Board shall annually nominate three of its members for replacement by consensual agreement or if necessary by vote.
- 26.5 SAMEA members will be able to nominate candidates to the Board of Directors and vote for candidates by electronic communication.

QUALIFICATIONS OF DIRECTORS

27. It shall be necessary for a director to be a member of the Company in order to qualify him to act as such.

POWERS AND DUTIES OF DIRECTORS

28. The business of the Company shall be managed by the directors who may pay all expenses incurred in promoting and incorporating the Company, and may exercise all such powers of the Company as are not by the Act, or by these Articles, required to be

exercised by the Company in general meeting, subject to these articles, the provisions of the Act, and to such regulations, not inconsistent with the aforesaid Articles or provisions, as may be prescribed by this Company in general meeting shall invalidate any prior act of the directors which would have been valid if such regulation has not been made.

29. The directors on behalf of the Company are entitled to: subject to the limitations set out in the Memorandum of Association:
- 29.1 Purchase or acquire in any way land, shares, debentures and every other kind of description of movable and immovable property.
 - 29.2 Manage, insure, sell, lease, mortgage, dispose of, give in exchange, work, develop, build on, improve to account or in any other way deal with its undertaking or all or any part of its property and assets; provided the powers outlined in 27.1 and 27.2 are exercised in a manner as to preclude any donor from deriving any monetary advantage from monies paid into or out of the special fund.
 - 29.3 Apply for, purchase or by any other means, acquire, protect, prolong and renew any patents, patent rights, licenses, trade marks, concessions or other rights and to deal with and alienate them as provide in paragraph (b);
 - 29.4 Borrow money;
 - 29.5 Secure the payment o moneys borrowed in any manner including the mortgaging and pledging of property and, without detracting from the generality thereof, in particular by the issue of any kind of debenture or debenture stock, with or without security.
 - 29.6 Invest the net income (including donations) only with registered financial institutions as defined in section 1 of the Financial Institutions (Investment if Funds) Act, 194, and in securities listed on a licensed stock exchange as defined in the Sock Exchange Control Act, 1985 (Act No.1 of 1985) and at least 75% of the Net Income (including Donations) of the Company made within a period of 12 months of the end of the financial year wherein the income of the Company accrued, be expended in purchase of the Main Object of the Company. Where funds are to be saved and allocated to specific capital projects, the Consent of the Receiver of Revenue must be obtained in writing.
 - 29.7 Open and operate banking accounts and overdraw such accounts.
 - 29.8 Make, draw, issue, execute, accept, endorse and discount promissory notes, bills of exchange and any other kind of negotiable or transferable instrument.
 - 29.9 Remunerate any person or persons for services rendered in its formation or in the development and/or administration of its business; provided such remuneration is commensurate with services actually rendered.
 - 29.10 Make donations only in accordance with the main object of the Academy, provided no donations may be made to its members, Directors, Donors and their family members;
 - 29.11 Undertake and execute any trust;
 - 29.12 Act as principals, agents, contractors or trustees;
 - 29.13 The financial control must be vested in at least three persons, elected annually by the Board of Directors of SOUTH AFRICAN MONITORING AND EVALUATION ASSOCIATION (Association incorporated under section 21).

BORROWING POWERS

30. The directors may exercise all the powers of the Company to borrow money and to mortgage or bind its undertaking and property or any part thereof.

CHAIRPERSON OF BOARD OF DIRECTORS

31. The directors will appoint one or more of their body to the office of chairperson and revoke such appointment subject to the terms of any agreement entered into in any particular case.
32. The chairperson will occupy the position for a minimum of one year and will be eligible for re-election for a maximum of two years.
33. The directors may from time to time entrust or confer upon a executive director or manager, for the time being, such of the powers and authorities vested in the as they may think fit, and may confer such powers and authorities either collaterally or to the exclusion of, or in substitutions for, all or any of the powers and authorities of the directors and may from time to time revoke or vary any of such powers and authorities.
34. The directors shall be paid all their travelling and other expenses properly and necessarily expanded by them in and about the business of the Company and if any director shall be required to perform extra services or shall be otherwise specially occupied about the Company's business, he shall be entitled to receive expenses to be fixed by the directors.

MINUTES OF MEETINGS

35. The directors shall, in terms of Section 204 of the Act, cause minutes to be kept;
 - 35.1 Of all appointments of officers;
 - 35.2 Of names of directors presents at every meeting of the Company and of the directors; and
 - 35.3 Of all proceedings at all meetings of the Company and of the directors;
36. Such minutes shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.

DISQUALIFICATION OF DIRECTORS

37. The office of the director shall be vacated if the director;
 - 37.1 Ceases to be a director or becomes prohibited from being a director by virtue of any provision of the Act; or
 - 37.2 Resigns his office by notice in writing t the company and the Registrar; or
 - 37.3 For more than 6 (six) months is inactive in the affairs of the company without communication with the directors; or
 - 37.4 Is directly or indirectly interested in any contract of proposed contract with the Company and fails to declare his interest and the nature thereof in the manner required by the Act; or
 - 37.5 Is removed from office by an ordinary resolution of the Company.

REMOVAL OF DIRECTORS

38. Notwithstanding the provisions of any contract for the time being existing, the Company may by resolution remove any director from office and may (subject to the provisions of Article 21) by resolution appoint another person in his stead. The provisions of Section 220 and 216(3) of the Act shall be complied with in connection with the removal of a director.

PROCEEDINGS OF DIRECTORS

39. The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they deem fit. The quorum of directors necessary for the transaction of business may be fixed from time to time by the directors.
40. A director may at any time and the secretary upon the requisition of a director shall convene a meeting of the directors.
41. Questions arising at any meeting of directors shall be decided by a majority of votes and in case of an equality of votes the chairperson shall have a second or casting vote.
42. The directors may elect a chairperson and deputy chairperson and determine the period for which each is to hold office. The chairperson, or in his absence the deputy chairperson, shall be entitled to preside over all meetings of directors. If no chairperson or deputy chairperson is elected, or if at any meeting neither is within fifteen minutes of the time appointed for holding the same, present or willing to act as chairperson thereof, the directors present shall choose one of their number to be chairperson of such meeting.
43. Subject to the provisions of the Act a resolution in writing signed by all the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.
44. The continuing directors may act notwithstanding any vacancy on their body but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of directors, the continuing directors may act for the purpose of increasing the number of directors to that number or of convening a general meeting of the company, but not for other purpose.
45. The directors may delegate any of their powers to a committee consisting of such number of members of their body as they think fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any rules that may be imposed on it by the directors.
46. All acts done by a meeting of the directors or committee of directors or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such directors or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and were qualified to be a director.

ACCOUNTS

47. The directors shall from time to time, in accordance with Section 286 and 288 of the Act, cause to be prepared and laid before the Company in general meeting such annual financial statements as are referred to in those Sections.

AUDITORS

48. The duly appointed auditors of the Company shall subject to the provisions of the Act, hold office until another appointment or other appointments to the office shall be made at an annual general meeting of the Company, and the provisions of Section 270 and 271 of the Act shall apply to and be complied with in connection with any appointment proposed

to be made, or not made of an auditor or auditors of the Company. The remuneration of the auditor or auditors shall be fixed by the Company at each annual general meeting.

59. The appointment, powers, rights, remuneration and duties of the auditors shall be regulated by the provisions of the Act.

NOTICES

50. A notice may be given by the Company to any members wither by advertisement or personally, or by sending it by post in a prepaid letter addressed to such member at his registered address (if he has no registered address in the Republic) at the address (if any) within the Republic supplied to him to the Company for giving of notices to him.
51. Notice of every general meeting shall be given in any manner authorised;
- 51.1 to every member of the company except, in the case of notices to be given personally or sent by post, those members who (having no registered address within the Republic) have not supplied to the Company an address within the Republic for the giving of notices to them; and
- 51.2 to the auditor for the time being of the Company.
52. No other person shall be entitled to receive notice of general meeting.
53. Any notice by post shall be deemed to have been served at the time when the letter containing the same was posted, and in proving the giving of the notice by post it shall be sufficient to prove that the letter containing the notice was properly addressed and posted.

INDEMNITIES

54. Every director, and officer of the Company, and any person employed by the Company as auditor, shall be indemnified out of the funds of the company against all liability incurred by him as such director, officer or auditor, in defending any proceedings, whether civil or criminal, in which judgement is given in his favour, or in which he is acquitted, or in respect of any proceedings which are abandoned or in connection with any application under Section 248 of the Act in which relief is granted to him by the court.
55. No director, officer or employee of the Company shall be liable for acts, receipts, neglects or defaults of any other director or officer of employee, or for joining in any receipt or other act for conformity, or for the loss or expense happening to the Company through the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any persons with whom any moneys, securities or effects shall be deposited, or for any loss or damage occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office, or in relation thereto, unless the same happen through his own negligence, default, breach of duty or breach of trust.

DIVIDENDS

56. No dividends shall be paid to the members of the Company.