

THE ORGANISATION UNDOING TAX ABUSE

("OUTA")

CONSTITUTION OF A VOLUNTARY
ORGANISATION

As revised on the 18 of February 2016

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1 BACKGROUND

The Organisation Undoing Tax Abuse (OUTA) was originally established on 12 March 2012 under the name The Opposition to Urban Tolling Alliance ("OUTA").

The original purpose of the organisation upon date of establishment was to represent the interests of its constituent Directorship and also the interests of bodies and groups in related industries as well as motorists and the public in general in objecting to and taking such lawful steps as may be required to suspend and/or interdict and/or otherwise prevent the implementation of the Gauteng Freeway Improvement Plan ("GFIP") and or to take such further or alternative steps as the Organisation deems necessary to protect and advance the interests of its Directorship.

The public has requested that OUTA expand its capacity to serve the promotion, protection and advancement of the Constitution of the Republic of South Africa in matters relating to policy, laws or conduct that offend the rights, values and principles enshrined in the Constitution.

2 NAME

The name of the Organisation is: The Organisation Undoing Tax Abuse; ("OUTA") and hereafter referred to as the "Organisation".

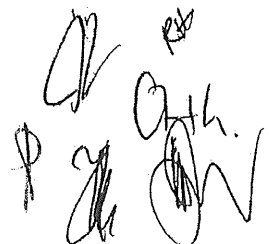
3 OBJECTIVES

The Organisation is a public, non-profit organisation established for the sole object of the advancement of Constitution of the Republic of South Africa and more specifically the interests of its donors, members and the public at large with regards to policy, laws or conduct that offend the rights, values and principles enshrined in the Constitution.

Donors and members are persons who contribute financially to the organisation.

4 LEGAL STATUS

The Organisation is a body corporate with its own legal identity, which is separate from its individual directors. The Organisation shall continue to exist notwithstanding a change in the composition of its Board of Directors. The Organisation may collect and distribute funds from its Directors; enter into contracts, and sue or be sued in its own name.

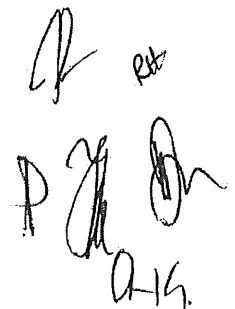


5. NON-PROFIT DISTRIBUTING CHARACTER

- 5.1 The income and property of the Organisation shall be used solely for the promotion of its stated objectives. The Board of Directors and the office-bearers shall have no rights to the property or other assets of the Organisation solely by virtue of their directorship or in the capacity as office-bearers. No portion of the income or property of the Organisation shall be paid or distributed directly or indirectly to any person (otherwise than in the ordinary course of such undertakings as are embarked upon in order to realise the objectives set out in paragraph 3 hereof), except as:
- 5.1.1 Reasonable compensation for services actually rendered to the Organisation;
 - 5.1.2 Reimbursement of actual costs or expenses reasonably incurred on behalf of the Organisation.
 - 5.1.3 Upon the dissolution of the Organisation, after all debts and commitments have been paid, any remaining funds or assets shall be transferred to another non-profit organisation and which has objectives the same or similar to the objectives of the Organisation; or in such alternative manner in which the Board of Directors (and Directors) consider appropriate;
- 5.2 Should the Organisation become an approved public benefit organisation then upon the dissolution of the Organisation and after all debts and commitments have been paid, any remaining assets shall not be paid to or distributed amongst Directors. They shall be donated to other non-profit organisation which the Board of Directors considers appropriate and which has similar objectives to the Organisation;
- 5.3 The Organisation intends to apply to the Commissioner of the South African Revenue Service for exemption from appropriate taxes and duties. In compliance with the provisions of the Income Tax Act.

6. POWERS

The Organisation, acting through its Board of Directors, or at General Meeting, shall have all the powers necessary to carry out its stated objectives. Such powers shall include, but not be limited to, the General Investment and Administrative Powers set out in the attached Schedule B.

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7. STRUCTURE OF THE ORGANISATION AND ADDRESS

7.1 The Board of Directors

7.1.1 Powers

7.1.1.1 The affairs of the Organisation shall be controlled and managed by the Board of Directors subject to the terms of this constitution and to the resolutions of Directors in General Meeting, the Board of Directors may exercise all the powers of the Organisation.

7.1.1.2 In the General Meeting, the Organisation may review, approve or amend any decision taken by the Board of Directors but no such resolution of the Organisation shall invalidate any prior action taken by the Board of Directors in accordance with the provisions of this Constitution.

7.1.2 Election

7.1.2.1 The Board of Directors were elected by the founding Directors at the General Meeting at which the first Constitution was adopted.

7.1.2.2 At the first Annual General Meeting (AGM) and at every subsequent AGM the board of directors shall determine the composition of the Board of Directors by ballot.

7.1.2.3 Board of Directors shall be Directors of the Organisation.

7.2 Composition

7.2.1 The Board of Directors shall comprise at least four [4] but not more than [9] Directors, of which no more than two directors may be non-voting (non-executive) directors. The Board of Directors shall comprise:

7.2.1.1 the Chairperson;

7.2.1.2 the Vice-Chairperson;

7.2.1.3 a Secretary;

7.2.1.4 at least one [1] other person.

7.2.1.5 The Board of Directors may co-opt additional non-voting Directors as it may consider appropriate from time to time. The co-opted Directors shall serve for such period as the Board of Directors considers appropriate.

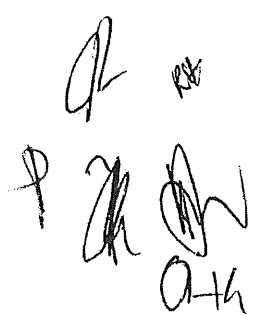
7.3 Board of Directors/Director Vacating Office

7.3.1 The office of a Board of Directors Director shall be vacated if a Director:

7.3.1.1 resigns; or

7.3.1.2 becomes unfit and/or incapable of acting as such; or

7.3.1.3 would be disqualified, in terms of the Companies Act or equivalent legislation in force from time to time, from acting as a Director of a Company; or

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7.3.1.4 is removed by the Board of Directors, by resolution adopted by at least 2/3 of its Directors in office from time to time. The Board of Directors shall not be obliged to furnish reasons for its decision/s regarding removal except to the Director removed and to the Directors of the Organisation in General Meeting.

7.3.2 Should a position on the Board of Directors fall vacant, the Board of Directors, by resolution adopted by at least two-thirds (2/3) of its Directors, may co-opt any Director/s to fill the vacancy/ies. The office of any person so co-opted as Director of the Board of Directors shall lapse at the next General Meeting.

7.4 Procedure at Board of Directors Meetings

7.4.1 The Board of Directors shall conduct its meetings and regulate its proceedings as it finds convenient, provided that:

7.4.1.1 The Chairman, or in his or her absence, the secretary, shall chair all meetings of the Board of Directors which he or she attends. In the absence of the Chairperson and the secretary, the remaining Directors of the Board of Directors shall elect a chairperson from those attending.

7.4.1.2 The Board of Directors shall meet quarterly and at any time the written request of any two (2) Directors of the Board of Directors

7.4.1.3 The quorum necessary for the transaction of any business of the Board of Directors shall be two-thirds (2/3) of the Directors serving at the time.

7.4.1.4 Each Director shall have one (1) vote.

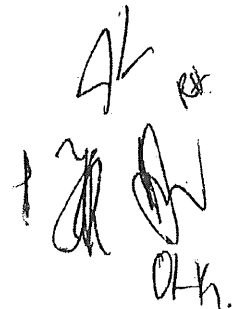
7.4.1.5 Questions arising shall be decided by a majority of votes. Should there be an equality of votes the Chairperson shall have a casting vote.

7.4.1.6 Minutes shall be kept of the proceedings of the Board of Directors, and a record of attendance at each meeting. The minutes shall be signed by the Director chairing the meeting, and shall be available at all times for inspection to any Director of the Board of Directors

7.4.1.7 A resolution signed by all Directors of the Board of Directors shall be valid as if passed at a duly convened meeting of the Board of Directors

7.4.2 The Board of Directors may delegate any of its powers to any of its Directors, or to a special purpose committee. The Director, committee, employee or agent to whom such delegation is made shall conform to any regulations and procedures that may be stipulated by the Board of Directors from time to time.

7.4.3 The Board of Directors may appoint a Chief Executive and other officers and employees as it may consider necessary from time to time upon such terms and conditions as it may consider appropriate.

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7.5 General Meetings

7.5.1 Annual General Meeting

7.5.2 An Annual General Meeting (AGM) of the Organisation shall be held within a period of fifteen (15) months of the adoption of this Constitution. Subsequent AGMs shall be held within three (3) months of the end of each financial year.

7.5.3 Annual General Meetings shall be convened by the Chairperson on not less than twenty-one (21) days prior written notice to all Directors entitled to attend the meeting. This notice shall state the date, time and place of the meeting and in broad terms the business to be transacted at the meeting.

7.5.4 The business of an Annual General Meeting shall include:

7.5.4.1 the presentation and adoption of the Annual Report of the Chairperson;

7.5.4.2 the consideration of the Annual Financial Statements;

7.5.4.3 the election of Directors to serve on the Board of Directors for the following year;

7.5.4.4 the appointment of Auditors;

7.5.4.5 other matters as may be considered appropriate.

7.6 Other General Meetings

7.6.1 Other General Meetings of the Organisation shall be convened at any time by the Chairperson or at the written request of:

7.6.1.1 the Board of Directors;

7.6.2 Any General Meeting other than the Annual General Meeting shall be convened on not less than fourteen (14) days written notice to all Directors. The notice shall state the date, time and place of the meeting and in broad terms the business to be transacted at the meeting; provided that: should the Chairperson, having been requested to give such notice, fail to give it within seven (7) days of the request, the persons requesting the meeting shall be entitled themselves to give notice of and to convene the meeting.

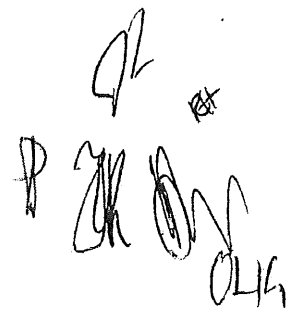
7.7 Quorum

7.7.1 A quorum constituting a General Meeting of the Organisation shall be the greater of:

7.7.1.1 3 Directors; or

7.7.1.2 one half (1/2) of the Directors.

7.7.2 Should any General Meeting have been properly convened but no quorum be present, the meeting shall stand adjourned to another date, which shall be within seven (7) days thereafter. The notice reflecting such adjournment shall be given to the persons and in the manner provided for in this Constitution. At such reconvened General Meeting, the Directors then present or represented shall be deemed to constitute a quorum.



7.8 Resolutions and Voting

- 7.8.1 At all General Meetings, a resolution if it is put to the vote shall be decided by means of a show of hands or by ballot. A vote by ballot shall be held only if demanded by the Chairperson or not less than one half (1/2) of the persons voting in person or by proxy. The result of the vote shall be the resolution of the meeting.
- 7.8.2 Each Director present or represented at such meeting shall be entitled to one (1) vote.
- 7.8.3 Questions arising shall be decided by a majority of votes. Should there be an equality of votes the Chairperson shall have a casting or second vote.

7.9 Minutes

Minutes shall be kept of the proceedings of all General Meetings, and a record of attendance at each meeting. The minutes shall be signed by the chairperson of the meeting, and shall be available for inspection copying by any Director on two (2) days' notice to the Secretary.

7.9.1 Powers

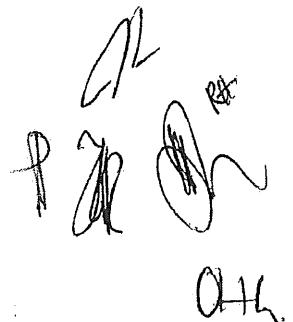
Subject to the provisions of Clause 7.1.1.2 above, a duly convened General Meeting of the Organisation, at which a quorum is present, is competent to carry out all the objectives and to exercise all the powers of the Organisation as set out in this Constitution.

7.10 Notices

- 7.10.1 Notice of all meetings provided for in this Constitution, shall be delivered personally, or sent by e mail, to the last such address notified by each person concerned to the Organisation, or in any other manner as the Board of Directors may decide from time to time.
- 7.10.2 The accidental omission to address notice/s to any person shall not invalidate the proceedings of any meeting.

7.11 Address

- 7.11.1 The address of the Organisation will be 10th Floor, O Keefe & Swartz Building, 318 Oak Avenue, Ferndale.

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8. FINANCIAL MATTERS

8.1 Bank Account

The Board of Directors shall –

- 8.1.1 open a bank account in the name of the Organisation with a Registered South African Bank. The Board of Directors shall ensure that all monies received by the Organisation are deposited in the abovementioned bank account as soon as possible after receipt; and
- 8.1.2 appoint Alchemy Financial Services Inc. ("AFSI") as its auditors and shall further be entitled hereunder to instruct AFSI to provide such additional services as may be required for the proper and effective administration of the Organisation's financial affairs.

8.2 Signatures

All cheques, promissory notes and other documents requiring signature on behalf of the Organisation shall be signed by two (2) of the Board of Directors.

8.3 Financial Year End

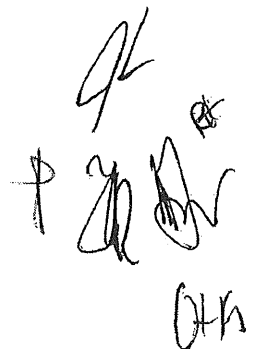
The Organisation's financial year-end shall be the last day of February unless otherwise agreed.

8.4 Financial Records

The Board of Directors shall ensure that the Organisation keeps proper records and books of account, which fairly reflect the affairs of the Organisation.

8.5 Annual Narrative Report and Financial Statements

- 8.5.1 The Board of Directors shall ensure that the Organisation prepares an annual narrative report describing the Organisation's activities and an Annual Financial Statement for each financial year. The Annual Financial Statements shall conform with generally accepted accounting principles and shall include a statement of income and expenditure and a balance sheet of assets and liabilities.
 - 8.5.2 Within two (2) months after drawing up the Annual Financial Statements, the Board of Directors shall ensure that its books of accounts and financial statements are audited and certified in the customary manner by AFSI or such alternative leading accounting firm as may be appointed by it.
- 8.6 A copy of the Annual Financial Statements and annual narrative report shall be made available to all Directors as soon as possible after the close of the financial year.



9. **AMENDMENTS TO THE CONSTITUTION AND DISSOLUTION**

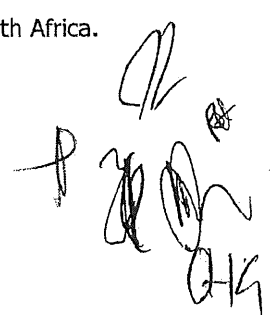
The terms of this Constitution may be amended, the name of the Organisation may be changed and the Organisation may be dissolved by resolution of sixty six per cent (66%) of the Directors present at a General Meeting: provided that proper notice of the meeting is given not less than twenty-eight (28) days prior to the date of the Meeting and such notice states the nature of the resolution to be proposed.

10. **INDEMNITY AND POWER TO INDEMNIFY**

- 10.1 Subject to the provisions of any relevant statute, Directors of the Board of Directors and other office bearers shall be indemnified by the Organisation for all acts done by them in good faith on its behalf. It shall be the duty of the Organisation to pay all costs and expenses, which any such person incurs or becomes liable for as a result of any contract entered into, or act done by him or her, in his or her, said capacity, in the discharge, in good faith, of his or her duties on behalf of the Organisation.
- 10.2 Subject to the provisions of any relevant statute, no Director of the Board of Directors and or other office bearer of the Organisation shall be liable for the acts, receipts, neglects or defaults of any other Director or office bearer, or for any loss, damage or expense suffered by the Organisation, which occurs in the execution of the duties of his or her office, unless it arises as a result of his or her dishonesty, or failure to exercise the degree of care, diligence and skill required by law.
- 10.3 In the event that the Organisation should embark upon litigation as herein contemplated it shall be entitled to join with other parties in the launching of such proceedings and to indemnify co-applicants or additional plaintiffs from and against the legal costs of such legal proceedings.

11. **DISPUTES**

- 11.1 In the event of a disagreement between the Directors of the Board of Directors and/or the Organisation regarding the interpretation of this constitution then a minimum of one third of the directors of the Organisation shall be entitled to declare a dispute. Such declaration shall be in writing, state the issue in dispute, and be addressed to the Board of Directors
- 11.2 The Board of Directors shall consider such declaration within one (1) week of receiving it. Should the Board of Directors not be able to resolve the dispute to the satisfaction of the person(s) declaring it, the dispute shall be referred to informal mediation and in the absence of agreement regarding a mediator or should mediation not resolve the dispute, the dispute shall be referred to arbitration.
- 11.3 The arbitration shall be finally settled under the rules of Arbitration of the Arbitration Foundation of South Africa. The seat of Arbitration shall be Johannesburg, South Africa.

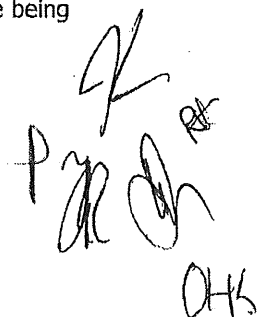


SCHEDULE B

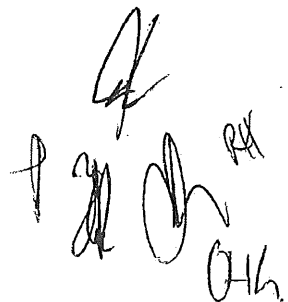
POWERS OF THE BOARD OF DIRECTORS

The Board of Directors shall conduct and manage all of the affairs of OUTA and shall be entitled execute all matters and things not specifically required to be done at a general meeting, including ensuring that OUTA operates efficiently and in terms of its objects and attainment thereof as set out in the constitution. Without limiting the rights of management, the Board of Directors shall have the following special powers:

1. to convene a meeting;
2. to hold and have the custody and control of the funds and other property of OUTA.
3. open and operate banking accounts either itself or by authorising the secretary to do same in the name of OUTA for the purpose of transacting its business.
4. to take legal action, on behalf of the Organisation, in any court of competent jurisdiction.
5. to accept or refuse applications for Directorship;
6. Impose, collect and/or receive subscriptions, levies, donations, or other monies and invest or apply such monies to the advancement of the interests of OUTA;
7. to cooperate or affiliate with anybody having similar interests or objects likely to further the interests of OUTA and its Directors;
8. employ and remunerate staff or professional advisors and generally incur such liabilities and expenses as are necessary to conduct the affairs of OUTA;
9. the Board of Directors may, at its discretion, reimburse any person as deemed necessary from time to time, reasonable travelling expenses and accommodation or other expenses necessarily incurred. Such expenses that may be required shall at all times be authorised by at least 2 Directors of the Board of Directors and preferably prior to the expense being incurred;

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10. generally be responsible for the administration of the affairs of OUTA within the framework of this constitution as may be required to be done in pursuance of the interests of good management of OUTA and for the promotion of its objects.



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Schedule C

Directors and signatures

Signed in Johannesburg on this 18th day of February 2016

Board of Directors

The Board of Directors currently consists of the persons listed below;

Chairperson:	Wayne Llewellyn Duvenage
Vice Chairperson:	Christiaan Eduard Le Roux
Secretary:	Leopold Jean Joseph Pauwen
Director	Ivan Herselman
Director	Robert Norman Hutchinson
Director	Oya Hazel Gumede

The image shows handwritten signatures for each of the six individuals listed in the table. The signatures are written in black ink and are positioned to the right of the names. The signature for Wayne Llewellyn Duvenage is the largest and most prominent, followed by Christiaan Eduard Le Roux, Leopold Jean Joseph Pauwen, Ivan Herselman, Robert Norman Hutchinson, and Oya Hazel Gumede.