

FUNDRAISING!  
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0880058/0004

Form CM 3

REPUBLIC OF SOUTH AFRICA

COMPANIES ACT, 1973

CERTIFICATE OF INCORPORATION

OF

A COMPANY NOT HAVING A SHARE CAPITAL

Registration No. of Company

97 06134 / 08

Gesertifiseer as ware afskryf van  
die oorspronklike/  
Certified a true copy of the original

ABSA BANK TrustBank

This is to certify that

YOUTH FOR UNDERSTANDING SOUTH AFRICA  
(ASSOCIATION INCORPORATED UNDER SECTION 21)

was this day incorporated under the Companies Act, 1973, (Act 61 of 1973) and that the Company is a Company limited by guarantee and is incorporated under Section 21 of the Act.

Signed and sealed at PRETORIA on this the 23 day of April  
One Thousand Nine Hundred and Ninety-Seven (1997).

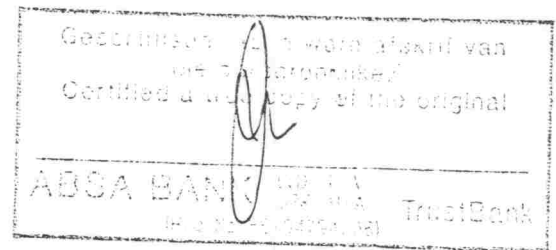
Seal of Companies Registration Office.

Registrar of Companies

This certificate is not valid unless sealed by the seal of the Companies Registration Office.

# MEMORANDUM OF ASSOCIATION

AND

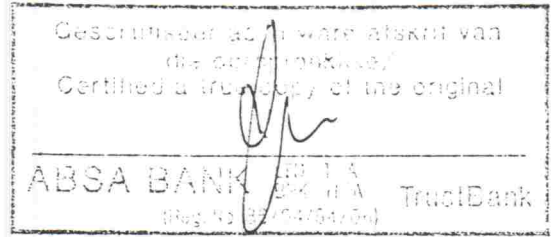


# ARTICLES OF ASSOCIATION

YOUTH FOR UNDERSTANDING SOUTH AFRICA  
(ASSOCIATION INCORPORATED UNDER SECTION 21)



I, **JOHAN GUSTAV DE JAGER**



of PRETORIA in the Transvaal Province, Republic of South Africa, a notary public, do hereby certify and attest that the document hereto annexed, being

"A" MEMORANDUM OF ASSOCIATION (PAGES 1 - 9 )

"B" ARTICLES OF ASSOCIATION (PAGES 1 - 22 )

of the company

**YOUTH FOR UNDERSTANDING SOUTH AFRICA  
(ASSOCIATION INCORPORATED UNDER SECTION 21)**

are true and faithful copies of the said original.

THUS DONE AND SIGNED at PRETORIA on this 12th day of FEBRUARY 1997.

NOTARIUS



...n ware afskrif van  
...ronklike/  
Certified ... copy of the original

ALBANK TO T/A  
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"A"

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 NO. OF COMPANY

97.06134

1. NAME:

a) The name of the Company is

**YOUTH FOR UNDERSTANDING SOUTH AFRICA  
(ASSOCIATION INCORPORATED UNDER SECTION 21)**

b) there is no name in the other official language or any shortened form of same.

2. PURPOSE DESCRIBING THE MAIN BUSINESS

The main business of the Company is to encourage visits to the Republic of South Africa by foreign students and to promote an understanding of South African society amongst such students, to similarly provide opportunities for South African students to visit other countries and to raise funds for this purpose.

3. MAIN OBJECT

The main object of the Company is the encouraging of visits to the Republic of South Africa by foreign students and promoting an understanding of South African society amongst such students, similarly providing opportunities for South African students to visit other countries and the raising of funds for this purpose.

REGISTRATEUR VAN MAATSKAPPIE EN VAN BESLOTE KORPORASIES  
1997-03-25  
REGISTRAR OF COMPANIES AND OF CLOSE CORPORATIONS

REGISTRATEUR VAN MAATSKAPPIE EN VAN BESLOTE KORPORASIES  
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FORM CM4  
REGISTRAR OF COMPANIES AND OF CLOSE CORPORATIONS

REGISTRATEUR VAN MAATSKAPPIE EN VAN BESLOTE KORPORASIES  
1997-02-20  
REGISTRAR OF COMPANIES AND OF CLOSE CORPORATIONS

REGISTRATEUR VAN MAATSKAPPIE EN VAN BESLOTE KORPORASIES  
1997-04-22  
REGISTRAR OF COMPANIES AND OF CLOSE CORPORATIONS

REGISTRATEUR VAN MAATSKAPPIE EN VAN BESLOTE KORPORASIES  
1997-02-27  
REGISTRAR OF COMPANIES AND OF CLOSE CORPORATIONS

R. S. J. - 14  
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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 Association:

N I L

except for those objects which are not in accordance with the main object of the Association.

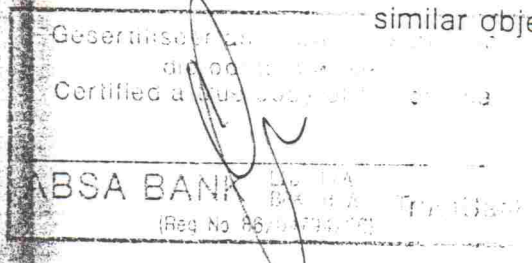
5. POWERS

(a) The specific powers or part of any powers of the Association, if any, which are excluded from the plenary powers or the powers set out in Schedule 2 of the Act: (f), (j), (p), (q), (s) and (u).

(b) The specific powers or part of any specific powers of the Association set out in Schedule 2 to the Act, if any, which are qualified under Section 34 of the Act. Funds available for investment may only be invested with registered financial institutions as defined in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984, and in securities listed on a licensed stock exchange as defined in the Stock Exchanges Control Act, 1985 (Act No. 1 of 1985).

(k) To form and have an interest in any Company or Companies having the same or similar objects as the Association for the purpose of acquiring the undertaking or all or any of the assets or liabilities of the Company or for any other purpose which may seem, directly or indirectly, calculated to benefit the Association, and to transfer to any such Company or Companies the undertaking or all or any of the assets or liabilities of the Association;

(l) To amalgamate with other Companies having the same or similar objects as the Association;



Handwritten signatures and a circular stamp with the date 31/10/1985.

b) 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 the members of the Company or to its holding company or subsidiary; Provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer or employee of the Company or to any member thereof in return for any services actually rendered to the Company;

(bb) (i) All donations to the institution must be irrevocable and unconditional;

(ii) the activities of the institution will be confined to the Republic of South Africa or in any country the territory of which forms part of the Republic of South Africa;

(iii) the institution will not have the power to carry on any business including, *inter alia*, ordinary trading operations in the commercial sense, speculative transactions, dividend stripping activities as well as letting of property on a systematic basis or regular basis;

(iv) Any amendments to the Memorandum or Articles of Association are first to be submitted to the Commissioner for Inland Revenue.

Upon its winding-up, deregistration or dissolution, the assets of the Company remaining after the satisfaction of all its liabilities shall be given or transferred to some other association or institution or associations or institutions having objects similar to its main object to

3 copies of the original  
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14/08

Handwritten signatures and circular stamps, including one with the text "10 PARIS 10/10/15" and another with "GAUTIERO".

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be determined by the members of the Company at or before the time of its dissolution or, failing such determination, by the Court.

7. PRE-INCORPORATION CONTRACTS (IF ANY)

NIL

8. END OF FINANCIAL YEAR

The date of the end of the Company's financial year shall be on the last day of February each year.

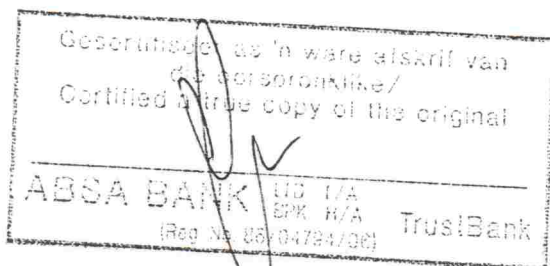
9. GUARANTEE

(a) The liability of the members is limited to the amount referred to in (b) below;

(b) Each member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one (1) year thereafter, for payment of the debts and liabilities of the Company contracted before he ceased 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 not exceeding TWO RAND (R2,00).

10. 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 we respectively agree to become members of the Company.

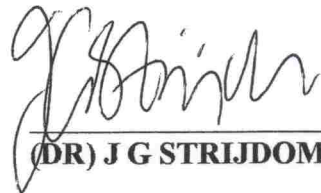


**MANDATE**

**YOUTH FOR UNDERSTANDING SOUTH AFRICA  
(ASSOCIATION INCORPORATED UNDER SECTION 21)  
(Registration No. 1997/006134/08)**

I, the undersigned, JOHANNES GERHARDUS STRIJDOM (i.d. 6811185158080), in my capacity as executive director of the Company, confirm that our auditors, DEKKER AND ASSOCIATES (represented by NICOLAAS MARTHINUS DEKKER, i.d. 4906235083080) has the authority to submit documents to CIPRO on behalf of the Company.

SIGNED AT CAPE TOWN THIS 5<sup>th</sup> DAY OF MARCH 2011.

  
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(DR) J G STRIJDOM