

MINUTES OF A MEETING OF THE MEMBERS OF AFRIKA BURNS CREATIVE PROJECTS (NPC) REGISTRATION NUMBER: 2007/020812/08 ("THE COMPANY") PASSED AT AN ANNUAL GENERAL MEETING HELD ON 26 OCTOBER 2013, AT THE AFRIKABURN HQ, THE BIJOU, 178 LOWER MAIN RD, OBSERVATORY, CAPE TOWN

IT WAS RESOLVED THAT:

1. The Memorandum of Incorporation of the Company be hereby amended to read as follows:

1.1 Insertion of new Article 1.1 (6) to the Memorandum of Incorporation as follows:

"The name of the Company is:

AFRIKA BURNS CREATIVE PROJECTS NPC"

1.2 Insertion of new Article 5.1(8) to the Memorandum of Incorporation as follows:

"The Company's income and property are not distributable to its members or office-bearers, except as reasonable compensation for services rendered."

1.3 Insertion of new Article 5.1(9) to the Memorandum of Incorporation as follows:

"No director may be a connected person (as contemplated in the Income Tax Act 58 of 1962 ("ITA"), as amended) in relation to another director."

1.4 Insertion of new Article 5.1(10) to the Memorandum of Incorporation as follows:

"The Company may not directly or indirectly distribute any of its funds to any person otherwise than in the course of undertaking any public benefit activity as defined in the ITA and is required to utilise its funds solely for the object for which it has been established."

1.5 Insertion of new Article 5.1(11) to the Memorandum of Incorporation as follows:

"The Company must submit a copy of each amendment of this Memorandum of Incorporation to the Commissioner of the South African Revenue Services"

1.6 Insertion of new Article 6 to the Memorandum of Incorporation as follows:

" 6 Minutes of Meetings

The Directors shall, as required by the Act, cause minutes to be kept-

6.1.2 of all appointments of officers;

6.1.3 of the names of Directors present at each meeting of the Company and of the Directors; and

6.1.4 of all proceedings at all meetings of the Company and of the Directors or prescribed officers.

All such minutes shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson at the next succeeding meeting."

1.7 Insertion of new Article 7 to the Memorandum of Incorporation as follows:

" 7. FINANCIAL YEAR END

The end of the financial year of the Company is the last day of July."

1.8 By amending Schedule 3 – Members Meetings Part A (c) 1 of the Memorandum of Incorporation by way of deleting reference to "60.1% (sixty point one percent)" and replacing same with the following:

"76% (seventy six percent)"

Schedule 3 Part A (c)1 will now read as follows:

"The members hereby warrant, agree and undertake that no action shall be taken by the Company through its directors on any of the following matters without the consent of the members holding together at least 76% (seventy six percent) voting rights:"

- 1.9 **By amending Schedule 4 – Directors of the Company Part A 1 of the Memorandum of Incorporation by way of deleting reference to "60.1% (sixty point one percent)" and replacing same with the following:**

"76% (seventy six percent)"

Schedule 4 Part A 1 will now read as follows:

"The members hereby warrant, agree and undertake that no action shall be taken by the Company through its directors on any of the following matters without the consent of the members holding together at least 76% (seventy six percent) voting rights:"

2. Any director of the company be and is hereby authorised, on behalf of the Company, to do or cause all such things to be done, to sign all documentation as may be necessary, to give effect to and implement the resolution above. Any actions which have thus far been taken in relation to giving effect to the above resolution are hereby retrospectively approved and ratified in their entirety.
3. Andre van Rensburg of Fairbridges Attorneys be and is hereby mandated to lodge the Notice of Amendment of Memorandum of Incorporation (CoR15.2) and all other necessary documentation in order for the changes to be effected on the records of the Companies & Intellectual Property Commission (CIPC).

Certified True Extract of the Meeting

Chairman