



Form CM3

REPUBLIC OF SOUTH AFRICA
COMPANIES ACT, 1973
(Section 64)

CERTIFICATE OF INCORPORATION
of a company not having a share capital

Registration Number of Company



COMPANIES AND INTELLECTUAL
PROPERTY REGISTRATION OFFICE

RECREATION AVIATION
ADMINISTRATION SOUTH AFRICA

2008/017887/08

This is to certify that

RECREATION AVIATION ADMINISTRATION 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 this 24 day of July Two Thousand and Eight.


REGISTRAR OF COMPANIES

Seal of Companies Registration Office

* Delete if not applicable


Republic of South Africa
Companies Act, 1973
(Section 64)

MEMORANDUM OF ASSOCIATION

of a company not having a share capital

(Section 54(1); regulation 7(3))

Registration No of the Company

 COMPANIES AND INTELLECTUAL
PROPERTY REGISTRATION OFFICE
RECREATION AVIATION
ADMINISTRATION SOUTH AFRICA
2008/017887/08

REGISTRAR OF COMPANIES AND OF CLOSE CORPORATIONS
2008-07-21
BACK OFFICE

Paste revenue receipt here or affix revenue stamps here or press revenue franking machine
impression here

1. NAME

The name of the company is:

**Recreation Aviation Administration South Africa (Association incorporated under
Section 21).**

The name of the company in the other official language of the Republic is:

NONE

The shortened form of the name of the company is:

NONE

2. PURPOSE DESCRIBING MAIN BUSINESS:

To act as a Non-Profit Designated Body in terms of the Civil Aviation Regulations, 1997, for the benefit of sport and recreational aviation in South Africa.

3. MAIN OBJECTS

To act for the South African Civil Aviation Authority with regard to the regulations affecting sport and recreational aviation and to liaise with the non-profit bodies representing sport aviation.

To receive grants from the South African Civil Aviation Authority and the Department of Transport to enable it to carry out its functions.

To act on behalf of the South African Civil Aviation Authority and the Aero Club of South Africa in carrying out the functions as designated to it by the South African Civil Aviation Authority in terms of the Civil Aviation Regulations, 1997, specifically with regard to the functions that affect sport and recreational flying.

To operate, manage and promote an administration office in order to properly carry out any function designated or delegated by the South African Civil Aviation Authority.

To carry out any other functions for the benefit of sport and recreational aviation in South Africa.

4. ANCILLARY OBJECTS EXCLUDED

None of the specific ancillary objects referred to in Section 33(1) of the Act are excluded from the unlimited ancillary objects of the Company.

5. POWERS

5.1 The specific power or part of any powers of the Company, which is excluded from the plenary powers or the powers, set out in Schedule 2 to the Act is/are:

The power referred to in (s) is excluded:

The company shall not be entitled to distribute *in specie* or in kind any of its assets among its members.

5.2 The specific powers or part of any specific powers of the Company set out in Schedule 2 to the Act and the plenary powers of the Company, which are qualified under Section 34 of the Act are the following powers, which are to be modified to read as follows:

5.2.1 Power (k) - to form and to have an interest in any company or companies, institution or institutions, having the same or similar objects as the Company for the purpose of acquiring the undertaking or all or any of the assets or liabilities of that company or companies, institution or institutions, or for any other purpose which may seem, directly or indirectly, calculated to benefit the Company, and to transfer to any such company or companies, institution or institutions, the undertaking or all or any assets or liabilities of the Company;

5.2.2 Power (l) - to amalgamate with other companies or institutions having same or similar objects as the Company;

- 5.2.3 Power (m) - to take part in the management, supervision and control of business or operations of any other company, institution or business having the same similar objects as the Company and to enter into partnerships having the same or similar objects as the Company;
- 5.2.4 Power (n) - to remunerate any person or persons in cash for services rendered in its formation or in the development of its business;
- 5.2.5 Power (r) - to deleting the words" profit sharing plans and Directors..."
- 5.2.6 Power (o) - to make donations to any other company or institution having the same or similar objects.

6. CONDITIONS

Any specific conditions which apply to the company and the requirements, if any, additional to those prescribed in the Act for their alteration.

6.1 Area:

- a) The company shall collect contributions in the Republic of South Africa.
- b) The company shall render its services in the Republic of South Africa.

6.2 Amendments:

- a) Amendments to the Memorandum and Articles of Association shall be made according to the procedure and in accordance with the provisions of the Companies Act, 1973.
- b) Any amendments to the Memorandum or Articles of Association shall be submitted to the Commissioner of Inland Revenue and the Director of Fund Raising, where appropriate.

6.3 All donations to the company shall be irrevocable.

6.4 The company shall not carry on any business activities, including, *inter alia*, ordinary trading operations in the commercial sense, speculative transactions, and dividend stripping activities.

6.5 No member and/or Directors shall use the company to gain personal benefit in any contract concluded with third parties.

6.6 The income and property of the company whenever derived shall be applied solely towards the promotion of its main objects and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever, 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 servant of the company or to any member thereof in return of any services actually rendered to the company.

6.7 Upon its winding-up, de-registration or dissolution, the assets of the company remaining after the satisfaction of all its liabilities, shall be given or transferred to some other charitable, ecclesiastical or educational association or institution or associations or institutions, within the Republic of South Africa, having objects similar to its main objects and which is/are authorized in terms of the Fund Raising Act, 1978, and which themselves are exempt from income tax and donations tax, to 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 CONTRACT

NONE.

8. GUARANTEE

- a) The liability of members is limited to the amount referred to in paragraph b).
- 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 year after he has ceased to be a member, for payment of the debts and liabilities of the company contracted before he ceased to be a member, the amount of two rand (R2, 00).

9. FINANCIAL YEAR

The financial year of the company will end on the last day of March of each year.