

Agenda item 9 Special Resolution 3 – Memorandum of Incorporation (MOI):

Considering and approval of the new Memorandum of Incorporation.

Waterkloof Village is a non-profit Company (NPC) incorporated as such in terms of the Companies Act [the Act] and although, subject to its 225 sections and 179 regulations [section 10 of the Act], it deals with non-profit companies almost as an afterthought.

Every company must have a Memorandum of Incorporation [MOI] which is

- subject to the provisions of the Act
- and must principally be consistent with its provisions.
- but permit it to include matters that are not addressed in the Act.

Any MOI constitutes a binding contract between the Homeowners Association (HOA) and its Members. Our current MOI, however, is in many respects not adequately tailored to the specific needs and operational realities of our Village.

The purpose of the attached draft is to streamline the MOI by removing redundant provisions, especially those merely restating legal requirements already provided for in the Companies Act. This not only reduces unnecessary length but also improves clarity and readability.

Our intention throughout the drafting process has been to ensure that each clause is relevant and directly applicable to the practical operations of the Village. We have also sought to avoid complex legal jargon where it does not serve a functional purpose.

It may seem irrelevant, but it is perhaps telling that our current MOI of 62 pages, seems out of line with other homeowners' associations, such as

- SanLameer [27 pages]
- Centurion [26 pages]
- Standard form Companies Act [approximately 15 pages]