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**REPUBLIC OF SOUTH AFRICA
COMPANIES ACT, 1973**

(Section 64)

**CERTIFICATE OF INCORPORATION OF A COMPANY WITHOUT
A SHARE CAPITAL**

Registration number

It is hereby certified that **THE .ZA DOMAIN NAME AUTHORITY (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 incorporated under Section 21 of the Act.

Signed and sealed at **PRETORIA** on this the _____ day of **AUGUST** two thousand and three (2003).

Registrar of Companies

Seal of the Registrar of Companies

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

Form CM4

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 number of company

1. NAME:

- (a) The name of the company is: **THE .ZA DOMAIN NAME
AUTHORITY (ASSOCIATION INCORPORATED UNDER
SECTION 21)**
- (b) The name of the company in the other official language of the Republic is:
None
- (c) The shortened form of the name of the company is: **.ZA DNA**

2. PURPOSE DESCRIBING THE MAIN BUSINESS:

The main business which the company is to carry on is:

"To administer and manage the .ZA DOMAIN NAME SPACE".

3. MAIN OBJECT:

The main object of the company is:

"The company must

- 3.1 administer and manage the .za domain name space;
- 3.2 comply with international best practice in the administration of the .za domain name space;
- 3.3 license and regulate registries;
- 3.4 license and regulate registrars for the respective registries; and
- 3.5 publish guidelines on :
 - 3.5.1 the general administration and management of the .za domain name space;
 - 3.5.2 the requirements and procedures for domain name registration; and
- 3.6 the maintenance of and public access to a repository with due regard to the policy directives which the Minister may make from time to time by notice in the Gazette.
- 3.7 enhance public awareness.

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 company -

Not applicable.

5. POWERS:

- 5.1. The specific powers or part of any power of the company, if any, which are excluded from the plenary powers set out in Schedule 2 to the Act:
- 5.2. The specific powers or part of any specific powers of the company set out in Schedule 2 to the Act, if any, which are qualified under Sec 34 of the Act:

5.2.1. Power (k) to be modified to read as follows:

"To form and to have an interest in any company or companies having the same or similar objects to the company for the purpose of acquiring the undertaking of all or any of the assets or liabilities of that company or companies 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 the undertaking or all or any assets or liabilities of the company".

5.2.2. Power (l) to be modified to read as follows:

"To amalgamate with other companies having the same or similar objects to the company".

5.2.3. Power (m) to be modified to read as follows:

"To take part in any management, supervision and control of business or operations of any other company or business having the same or 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 be modified to read as follows:

"To remunerate any person or persons in cash for services rendered in its formation or in the development of its business:

excluding directors or officers of the association".

5.2.5. Power (o) to be modified to read as follows:

"To make donations to organisations having the same or similar objects to that of the company and to other organisations, charitable and educational institutions, provided that the association shall not have the power to make donations to its members or directors".

5.2.6. Power (r) to be modified to read as follows:

"To pay gratuities and pensions and establish pension schemes in respect of its bona fide employees".

5.3. Any amendments to the Memorandum and Articles of Association shall be effected according to the Companies Act, 1973 (Act 61 of 1973), as approved at the Annual General Meeting, subject to the prior written approval of the Commissioner for Inland Revenue and with the consent of the Minister of Communications.

6. CONDITIONS:

6.1. The income and property of the company whencesoever 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 howsoever, to the members of the

company or to its controlling or controlled company: 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.

- 6.2. 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 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):

Not applicable.

8. GUARANTEE:

- 8.1. The liability of members is limited to the amount referred to in paragraph 8.2.

- 8.2. Each member undertakes to contribute to the assets of the company in the event of it being wound-up while he is a member or within one year afterwards, for payment of the debts and liabilities of the company contracted before he ceases 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 of R1,00 (One Rand), or the amount agreed on by the board provided that it does not exceed the abovementioned amount.

The financial year of the company ends on the last day of **MARCH** of each year.