Memorandum of Incorporation
of
SOUTHERN AFRICAN MARKETING RESEARCH ASSOCIATION NPC
(Form CoR 15.1E – Long Standard Form for Non Profit Companies with Members)

which is referred to in the rest of this Memorandum of Incorporation as "the Company".

The Company is a Non Profit Company with members, with the objects set out in Annexure A hereto.

Adoption of Memorandum of Incorporation

This Memorandum of Incorporation was adopted by the members of the Company by special resolution of the Company dated 14 August 2012 and 28 January 2013 in accordance with section 16(1)(c) of the Companies Act, 2008 ("the Act").

Interpretation

In this Memorandum of Incorporation:

a) a reference to a section by number refers to the corresponding section of the Act;
b) words that are defined in the Act bear the same meaning in this Memorandum of Incorporation; and
c) words appearing to the right of an optional check line are void unless that line contains a mark to indicate that it has been chosen as the applicable option.

The schedules attached to this Memorandum of Incorporation form part thereof.

ARTICLE 1 – INCORPORATION AND NATURE OF THE COMPANY

1.1 Incorporation

1.1.1 The Company is incorporated as a Non Profit company, as defined in the Act.

1.1.2 The Company is incorporated in accordance with and governed by:

(a) the unalterable provisions of the Act; and

(b) the alterable provisions of the Act, subject to the limitations, extensions, variations or substitutions set out in this Memorandum of Incorporation; and

(c) the provisions of this Memorandum of Incorporation.

1.2 Objects and Powers of the Company

1.2.1 The Objects of the Company are as set out on in Annexure A and, except to the extent necessarily implied by the stated objects, the purposes and powers of the Company are not subject to any restriction, limitation or qualification, as contemplated in section 19 (1)(b)(ii).

1.2.2 The Company is not subject to any provisions contemplated in section 15(2)(b) or (c).

1.2.3 Upon dissolution of the Company, its net assets must be distributed in the manner determined in accordance with –

(a) Item 1(4)(b) of Schedule 1 of the Act; and

(b) the provisions, if any, set out in Part C of Schedule 1 of this Memorandum.

1.2.4 The Company may not have a share or other interest in any business, profession or occupation which is carried on by its members.

1.2.5 The Company must not pay to any employee, office bearer, member or other person any remuneration, as defined in the Fourth Schedule of the Income Tax Act of 1962, which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered.

1.2.6 The Company will comply with such reporting requirements as may be determined by the Companies and Intellectual Property Commissioner from time to time.

1.2.7 The Company is not knowingly and will not knowingly become a party to, and does not knowingly and will not knowingly permit itself to be used as part of an impermissible avoidance arrangement contemplated in Part IIA of Chapter III, or a transaction, operation or scheme contemplated in section 103(5) of the Income Tax Act of 1962.

1.3 Memorandum of Incorporation and Company Rules

1.3.1 This Memorandum of Incorporation of the Company may be altered or amended only in the manner set out in sections 16, 17 or 152(6)(b).

1.3.2 The authority of the Company's board of directors ("the Board") to make rules for the Company, as contemplated in section 15(3) to (5) is not limited or restricted in any manner by this Memorandum of Incorporation.

1.3.3 The Board must publish any rules made in terms of section 15(3) to (5) in accordance with the requirements set out in Part D of Schedule 1.

1.3.4 The Company must publish a notice of any alteration of the Memorandum of Incorporation made in terms of section 17(1) in accordance with the requirements set out in Part D of Schedule 1.

1.3.5 The Company's board of directors will submit any amendment of the Memorandum of Incorporation to the Companies and Intellectual Property Commissioner within 30 days of its amendment.

1.4 Application of Optional Provisions of the Act

1.4.1 The Company does elect, in terms of section 34(2), to comply voluntarily with the provisions of Chapter 3 of the Act, to the extent set out in Part C of Schedule 1.

1.5 Members of the Company

1.5.1 As contemplated in Item 4 (1) of Schedule 1 of the Act, the Company has members, who are in either of two classes, being voting and non-voting members, respectively.

1.5.2 The terms and conditions of membership in the company are as set out in Part E of Schedule 1 to this Memorandum.

ARTICLE 2 – RIGHTS OF MEMBERS

2.1 Members' Authority to Act

2.1.1 If, at any time, every member of the Company is also a director of the Company, as contemplated in section 57(4), the authority of the members to act without notice or compliance with any other internal formalities, as set out in that section is not limited or restricted by this Memorandum of Incorporation.

2.1.2 No single person may directly or indirectly control the decision-making powers relating to the Company.

2.1.3 No member may directly or indirectly have any personal or private interest in the Company.

2.2 Members' Right to Information

2.2.1 In addition to the rights to access information set out in section 26(1), a member of the Company has the further rights to information, if any, set out in Part B of Schedule 2 of this Memorandum of Incorporation.

2.3 Representation by Concurrent Proxies

2.3.1 The right of a member of the Company to appoint persons concurrently as proxies, as set out in section 58(3)(a) is limited, restricted or varied to the extent set out in Part C of Schedule 2.

2.4 Authority of Proxy to Delegate

2.4.1 The authority of a member's proxy to delegate the proxy's powers to another person, as set out in section 58(3)(b) is limited or restricted to the extent set out in Part B of Schedule 3.

2.5 Requirement to Deliver Proxy Instrument to the Company

2.5.1 The requirement that a member must deliver to the Company a copy of the instrument appointing a proxy before that proxy may exercise the member's rights at a members' meeting, as set out in section 58(3)(c) is varied to the extent set out in Part C of Schedule 2.

2.6 Deliberative Authority of Proxy

2.6.1 The authority of a member's proxy to decide without direction from the member whether to exercise, or abstain from exercising any voting right of the member, as set out in section 58(7) is limited or restricted to the extent set out in Part C of Schedule 2.

2.7 Record Date for Exercise of Members' Rights

2.7.1 If, at any time, the Board fails to determine a record date, as contemplated in section 59, the record date for the relevant matter is as determined in accordance with section 59(3).

ARTICLE 3 – MEMBERS MEETINGS

3.1 Requirement to Hold Meetings

The Company is required to hold members meetings, in addition to those specifically required by the Act, as set out in Part A of Schedule 3.

3.2 Members' Right to Requisition a Meeting

The right of members to requisition a meeting, as set out in section 61(3), may be exercised by the holders of at least 10% of the voting rights entitled to be exercised in relation to the matter to be considered at the meeting, as provided for in that section.

3.3 Location of Members' Meetings

The authority of the Board to determine the location of any members meeting, and the authority of the Company to hold any such meeting in the Republic or in any foreign country, as set out in section 61(9) is not limited or restricted by this Memorandum of Incorporation.

3.4 Notice of Members' Meetings

The minimum number of days for the Company to deliver a notice of a members meeting to the members, as required by section 62 is as provided for in section 62(1).

3.5 Electronic Participation in Members' Meetings

The authority of the Company to conduct a meeting entirely by electronic communication or to provide for participation in a meeting by electronic communication, as set out in section 63 is not limited or restricted by this Memorandum of Incorporation.

3.6 Quorum for Members' Meetings

3.6.1 The quorum requirement for a members meeting to begin, or for a matter to be considered are as set out in section 64(1) subject to a minimum of 20 voting members in substitution for the 25% required by that section.

3.6.2 The time periods allowed in section 64(4) and (5) apply to the Company without variation.

3.6.3 The authority of a meeting to continue to consider a matter, as set out in section 64(9) is not limited or restricted by this Memorandum of Incorporation.

3.7 Adjournment of Members' Meetings

The maximum period allowable for an adjournment of a members meeting is as set out in section 64(13), without variation.

3.8 Members' Resolutions

3.8.1 For an ordinary resolution to be adopted at a members meeting, it must be supported by the holders of at least 50% of the voting rights exercised on the resolution, as provided in section 65(7).

3.8.2 For a special resolution to be adopted at a members meeting, it must be supported by the holders of at least 75% of the voting rights exercised on the resolution, as provided in section 65(9).

3.8.3 A special resolution adopted at a members meeting is not required for a matter to be determined by the Company, except those matters set out in section 65(11), or elsewhere in the Act.

ARTICLE 4 – DIRECTORS AND OFFICERS

4.1 Composition of the Board of Directors

4.1.1 The Board of Directors of the Company comprises of at least 3 directors, who are not connected persons in relation to each other, but not more than 10 directors, and no alternate directors each of whom –

(a) is to be elected or appointed in the manner set out in Part A of Schedule 4; and

(b) serves for a period as set out in Part A of Schedule 4.

4.1.2 In addition to the elected directors there are up to 5 appointed, and 1 ex officio directors of the Company, as contemplated in section 66(4), to be designated in the manner set out in Part B of Schedule 4.

4.1.3 In addition to satisfying the qualification and eligibility requirements set out in section 69, to become or remain a director or a prescribed officer of the Company, a person must satisfy the additional eligibility requirements and qualifications set out in Part C of Schedule 4.

4.1.4 Each elected director of the Company serves for a period as set out in Part A of Schedule 4.

4.2 Authority of the Board of Directors

4.2.1 The authority of the Board to manage and direct the business and affairs of the Company, as set out in section 66(1) is not limited or restricted by this Memorandum of Incorporation.

4.3 Board of Directors' Meetings

4.3.1 The authority of the Board to consider a matter other than at a meeting, as set out in section 74 is not limited or restricted by this Memorandum of Incorporation.

4.3.2 The right of the Company’s directors to requisition a meeting of the Board, as set out in section 73(1), may be exercised by at least 1 of the directors, despite the provisions of that section.

4.3.3 The authority of the Board to conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication, as set out in section 73(3) is not limited or restricted by this Memorandum of Incorporation.

4.3.4 The authority of the Board to determine the manner and form of providing notice of its meetings, as set out in section 73(4) is not limited or restricted by this Memorandum of Incorporation.

4.3.5 The authority of the Board to proceed with a meeting despite a failure or defect in giving notice of the meeting, as set out in section 73(5) is not limited or restricted by this Memorandum of Incorporation.

4.3.6 The quorum requirement for a directors' meeting to begin, the voting rights at such a meeting, and the requirements for approval of a resolution at such a meeting, are as set out in section 73(5) subject to the variations set out in Part F of Schedule 4.

4.4 Indemnification of Directors

4.4.1 The authority of the Company to advance expenses to a director, or indemnify a director, in respect of the defence of legal proceedings, as set out in section 78(4) is not limited, restricted or extended by this Memorandum of Incorporation.

4.4.2 The authority of the Company to indemnify a director in respect of liability, as set out in section 78(5) is not limited or restricted by this Memorandum of Incorporation.

4.4.3 The authority of the Company to purchase insurance to protect the Company, or a director, as set out in section 78(7) is not limited, restricted or extended by this Memorandum of Incorporation.

4.5 Officers and Committees

4.5.1 The Board of Directors may appoint any officers it considers necessary to better achieve the objects of the Company.

4.5.2 The authority of the Board to appoint committees of directors, and to delegate to any such committee any of the authority of the Board, as set out in section 72(1), and to include in any such committee persons who are not directors, as set out in section 72(2)(a) is not limited or restricted by this Memorandum of Incorporation.

4.5.3 The authority of a committee appointed by the Board, as set out in section 72(2)(b) and (c) is not limited or restricted by this Memorandum of Incorporation.

ARTICLE 5 – GENERAL PROVISIONS

Insert any further provisions desired in this or additional Articles.

None

SCHEDULE 1 – INCORPORATION AND NATURE OF THE COMPANY

PART A

Insert any provisions limiting the purposes or powers of the Company, as contemplated in section 19(1)(b) of the Act.

None

PART B

Insert any 'Ring fencing' provisions as contemplated in section 15(2) of the Act

None

PART C

Article 1.2.3: Upon its dissolution, the net assets of the Company must be distributed in a manner decided by the SAMRA Board at the time of dissolution, provided that such transfer of assets is to:

a) Another entity approved by the Commissioner in terms of Section 30B of the Income Tax Act of 1962, or
b) A public benefit organisation approved in terms of section 30 of the Income Tax Act of 1962, or
c) An institution, board or body, which is exempt from tax under section 10(1)(cA)(i) of the Income Tax Act of 1962, or
d) The government of the Republic in the national, provincial or local sphere.

Article 1.4.1: An auditor shall be appointed by the Board, and approved at the annual general meeting, to carry out an annual audit.

PART D

Insert:

(a) any provisions relating to the amendment of the Memorandum of Incorporation, as contemplated in section 16(1)(c) of the Act; and

None

(b) any provisions relating to the Board's authority to make rules for the Company, as contemplated in section 15(3) to (5) of the Act.

Delivery of Notification of Rules and Alterations to Memorandum of Incorporation
Articles 1.3.3 and 1.3.4

The Board must notify each member that it has made rules in terms of sections 15(3) to (5) of the Act or altered the Memorandum of Incorporation in terms of section 17 and send each member a copy of any notice, rules and alterations by electronic mail or telefax to that member's email address or facsimile number as reflected in the Company's records.

Each member is deemed to have received any notice, rules or alterations sent to it in terms of this Part D:

- if it was sent by electronic mail to the email address of the addressee, on the first business day following the date on which it was transmitted from the information system under the control of the sender; or
- if it was telefaxed to the selected facsimile number, on the first business day following the date of transmission.

If a member actually receives any notice, rules or alterations, it will be deemed to have been sent to them as prescribed in this Part.

PART E

Insert provisions setting out the terms and conditions of membership.

1. <u>Membership Classes</u>

1.1 The Company has two (2) classes of Members, being:

1.1.1 Voting members who are:

1.1.1.1 Organisation Members who:

1.1.1.1.1 are commercial or non-profit organisations, including companies or other entities such as business units or departments in commercial or non-profit organisations and that are juristic persons involved in offering, buying, making use of or contributing to the delivery of marketing research, social research and/or opinion polling research and/or research-based consulting products and services; and

1.1.1.1.2 have workers, all of whom are Associate Members (as described below) of the Company, who perform functions related to one or more research-related roles (as defined in the SAMRA Company Rules);

1.1.1.1.3 A natural person who works for an Organisation Member on a full-time basis can only be an Associate Member of the organisation whereas a contract/part-time employee of an organisation can choose to have Independent Membership, instead of Associate Membership. Individuals can only have one SAMRA membership, for example, either an Independent Membership or Associate Membership.

1.1.1.1.4 Where a natural person who works for an Organisation Member chooses to have Independent Membership, instead of Associate Membership, the member's vote will count as an Independent Member, and not towards the Organisation Member's vote.

1.1.1.2 Independent Members who:

1.1.1.2.1 are natural persons who work in one or more research-related roles (as defined in the Company Rules) and that offer, buy, make use of or contribute to the delivery of marketing research, social research and/or opinion polling research and/or research-based consulting products and services; and

1.1.1.2.2 who are not working for Organisation Members;

1.1.2 Non-voting Members, being:

1.1.2.1 Associate Members who:

1.1.2.1.1 are individuals who work for Organisation Members on a voluntary, permanent full time or part time, temporary or independent contract basis in one or more research-related roles (as defined in the SAMRA Company Rules) and are involved in offering, buying, making use of or contributing to the delivery of marketing research, social research and/or opinion polling research and/or research-based consulting products and services.

1.2 For clarity:

Organisation Members and Independent Members are voting members. Associate members are non-voting members.

2. Membership Requirements

2.1 The requirements for memberships are set out in the company's rules which are made by the Board in terms of Article 1.3.1 of this Memorandum of Incorporation read with the Act and which may be amended from time to time ("Company Rules"). The Company Rules are available on its website or from the office upon request.

3. Membership Application And Admission

3.1 Persons or entities wishing to apply for membership of the Company must make application to the Board in the manner prescribed by the Company Rules.
3.2 The decision to admit an applicant for membership or to reject the application will be made by the Board having regard to the Company Rules.
3.3 No person or entity will be admitted to membership unless he/it has paid all the relevant membership fees.

4. Membership Fees

4.1 Members must pay the membership fees (including subscription and/or application and/or other fees) prescribed in the Company Rules from time to time.

5. Termination Of Membership

5.1 A Member's membership comes to an end as soon as that Member's membership is terminated in terms of paragraph 5.2 (of this Part E of Schedule 1 to this Memorandum of Incorporation) or as soon as that Member resigns.

5.2 The Board may terminate a Member's membership of the Company if:

5.2.1 the Member's subscription fees, or any other sum due to the Company is 6 (six) months in arrear;

5.2.2 in the discretion of the Board, having regard to the guidelines for termination of membership included in Company Rules and having given the affected Member an opportunity to answer

any charges against the Member, the Member is guilty of conduct inimical to the interest and/or objects of the Company;

5.2.3 in the discretion of the Board, having regard to the guidelines for termination of membership included in the Company Rules and having given the affected Member an opportunity to answer any charges against the member, it is inimical to the interest of the Company that the member should continue as a member of the Company.

5.3 The Board will furnish their reason for the termination of a Member's membership in terms of paragraph 5.2 (of this Part E of Schedule 1 to this Memorandum of Incorporation) to that Member in writing and that Member will have the right to appeal that decision in accordance with the process prescribed in the Company Rules.

5.4 A Member whose membership has been terminated remains liable for all sums that may, at the date of termination of such membership, be due from the Member to the Company and shall not be entitled to any refund of monies already paid nor have any claim on the Company or its officers, its property or its funds.

6. <u>Members Rights</u>

6.1 An Organisation Member is a voting member, entitled to a number of votes equal to the number of its Associate members.

6.2 An Independent Member is entitled to 1 vote.

6.3 Voting members are entitled to any other benefits set out in the Company Rules.

6.4 Associate Members are non-voting members and are entitled to those benefits set out in the Company Rules.

7. <u>Members Obligation</u>

7.1 Members must pay the prescribed membership fees and comply with all other membership obligations as recorded in the Company Rules.

SCHEDULE 2 – RIGHTS OF MEMBERS

PART A

Insert any provisions limiting or restricting the right of members to act without meeting formal requirements, as contemplated in section 57(4) of the Act.

None

PART B

Insert any provisions creating addition information rights of members, as contemplated in section 26.

None

PART C

Insert any provisions relating to the powers of members to appoint proxies, the appointment of proxies, and the powers of any such proxy, as contemplated in section 58 of the Act.

1. <u>Delivery of Proxy Instrument</u>

Article 2.5: The instrument appointing a proxy must be delivered to the Company at least 48 hours before the time at which the meeting for which the proxy has been appointed is scheduled.

2. <u>Deliberative Authority of Proxy</u>

Article 2.3: A member may appoint only one proxy to represent them.

Article 2.4: A proxy may not delegate authority to act to another person.

Article 2.6: A proxy must vote in accordance with the instructions given to him by the member whom he represents.

PART D

Insert any provisions respecting the fixing of a record date, as contemplated in section 59 of the Act.

None

SCHEDULE 3 – MEMBERS' MEETINGS

PART A

Insert any provisions imposing a requirement to hold a members' meeting.

1. <u>Annual General Meeting</u>

Article 3.1: The Company must hold an annual general meeting every year, provided that not more than 15 months will elapse between the date of one annual general meeting and that of the next and that an annual general meeting will not be held later than the last day of August each year.

PART B

Insert any provision limiting or restricting the authority of the Board to determine the location of members' meetings, or the authority of the Company to meet outside the Republic.

None

PART C

Insert any provision limiting or restricting the authority of the Board with respect to the use of electronic communication for members' meetings, as contemplated in section 63 of the Act.

None

PART D

Insert any provision respecting the quorum requirements for members' meetings, or varying the provisions of section 64 of the Act.

None

PART E

Insert any provision varying section 64(13) of the Act with respect to the maximum period for adjournment of a members meeting.

None

PART F

Insert:

(a) any provision establishing different requirements for adoption of an ordinary resolution for different matters;

None

(b) any provision establishing different requirements for adoption of an special resolution for different matters; or

None

(c) any provision imposing the requirement of a special resolution to approve any matter, as contemplated in section 65(11) of the Act.

None

PART G

Insert any provisions setting out the matters for which a special resolution of the members is required.

None

SCHEDULE 4 – DIRECTORS OF THE COMPANY

PART A

Insert any provisions setting out the process for the election of directors by voting members.

1. Election and Appointment

Article 4.1.1:

1.1 The Board must comprise of at least those directors listed in the Company Rules.

1.2 At least 50% of the Board must be elected at the annual general meeting of the Company. The remainder of the Board must be appointed by those directors elected to the Board at the annual general meeting.

1.3 At least 30 days before the date of the annual general meeting at which the directors are to be elected, the Company shall give the voting members written notice calling on them to nominate candidates for appointment to the Board.

1.4 Each voting member may nominate an unlimited number of candidates, provided that such nominations are submitted to the Board at least 10 business days before the annual general meeting and that each candidate signifies his or her acceptance of the nomination in writing on the nomination form delivered to the Company. Any nomination which is not accepted by the candidate in this manner shall be disregarded.

1.5 Retiring directors may be re-elected to office for one additional term.

1.6 The election of the Board shall be by means of a secret ballot held at the Company's annual general meeting or general meeting, as the case may be.

1.7 Unless the voting members determine otherwise at a general meeting, any vacancy occurring on the Board may be filled by the Board.

2. Rotation

Article 4.1.4: All elected and appointed directors on the Board shall retire from office no later than the third annual general meeting after their election and newly elected members of the Board shall assume their office as directors at that meeting.
As per Article 4.1.1. Retiring directors may be re-elected to office for one additional term.

PART B

Insert any provisions establishing the rights of any person to appoint a director, or establishing the right of any person to be an ex officio director of the Company.

Article 4.1.1 and 4.1.2:

1. Appointed and Ex Officio Directors

1.1 The Board must comprise of at least those directors listed in the Company Rules.

1.2 At least 50% of the Board must be elected at the annual general meeting of the Company, in accordance with the procedure set out in Part A of Schedule 4 of this Memorandum of Incorporation.

1.3 The directors elected to the Board at the annual general meeting must fill the vacancies remaining on the Board after the annual general meeting, by appointing directors to those vacancies as soon as possible after the general meeting.

1.4 The Board may appoint a Chief Executive Officer who will be an ex officio director on the Board.

PART C

Insert any provision imposing additional eligibility or qualification requirements for directors and prescribed officers of the Company.

Article 4.1.3:

1. <u>Additional Directors' Requirements</u>

1.1 A director of the Company ceases to be a director if:

1.1.1 his estate is finally sequestrated;

1.1.2 he files a petition for the surrender of his estate as insolvent;

1.1.3 he is placed under curatorship by any court of competent jurisdiction;

1.1.4 a written notice to that effect signed by at least 40% (forty per centum) of the members is delivered at the office with effect from the date stated in that written notice;

1.1.5 he delivers a notice of his resignation at the office with effect from:

- the date on which that notice is delivered; or
- any later date stated in that notice to which the directors agree;

1.1.6 he fails to attend 3 (three) consecutive meetings without prior apology and without good cause;

1.1.7 he dies; or

1.1.8 he is convicted of a criminal offence.

PART D

Insert any provision limiting or restricting the authority of the Board to manage and direct the business and affairs of the Company, as contemplated in section 66 (1) of the Act.

None

PART E

Insert any provision limiting or restricting the authority of the Board to consider a matter other than at a meeting, as contemplated in section 74 of the Act.

None

PART F

Insert any provision limiting, restricting or varying the authority of the Board with respect to the conduct of its meetings, as contemplated in section 73 of the Act.

None

PART G

Insert any provision limiting, restricting or extending the authority of the Company to advance expenses to a director, indemnify a director, or purchase insurance to protect the Company or a director, as contemplated in section 78 of the Act.

None

PART H

Insert any provision limiting or restricting the authority of the Board with respect to the establishment of committees, as contemplated in section 72 of the Act.

None

ANNEXURE A

OBJECTIVES OF THE COMPANY

Substantially the whole of the activities of the Company must be directed to the furtherance of its sole or principal object and not for the specific benefit of an individual member or minority group. The aim of the Company, in trying to achieve professionalism in research practice and promoting the effective use of marketing research, social research and opinion polling research by decision makers, shall be:

1. to promote and protect marketing research, social research and opinion polling research based on sample surveys and other recognised research techniques;

2. to promote and protect the interests of those who use or purchase the services or products of the services of members of the profession;

3. to protect the interest of SAMRA members;

4. to protect the interest of those respondents who supply information in marketing research, social research and opinion polling research studies;

5. to foster scientific study and research in the fields of marketing, social and communication decision-making;

6. to foster research into and to improve the methods and techniques of marketing research, social research and opinion polling research;

7. to contribute to the improvement of the teaching of marketing research, social research and opinion polling research;

8. to encourage and uphold sound, honest practices, to keep marketing research, social research and opinion polling research practices on a high ethical plane and to assist in the maintenance of high standards in the profession;

9. to improve the awareness, image and salience of marketing research, social research and opinion polling research, amongst the general public, and all those engaged in the fields of marketing, social and communication decision-making;

10. to pursue the aims and objectives described above by all or any of the following means:

    10.1 by establishing standards of accomplishments as the necessary qualification for membership of the Company;

    10.2 by providing or organising or assisting in the provision of qualifying and other examinations for persons engaged or wishing to become engaged in the profession and by providing teachers and examiners for this purpose;

    10.3 by providing for awards and prizes for marketing research, social research and opinion polling research and other contributions of a high standard in the fields of marketing and marketing research, social research and opinion polling research;

    10.4 by providing for awards, prizes and scholarships for candidates at examinations;

    10.5 by providing for the publication and distribution of text books, pamphlets, journals or other material relating to marketing and marketing research, social research and opinion polling research, and by

providing or assisting in any other way for the collection and dissemination of information on marketing and marketing research, social research and opinion polling research;

10.6 by procuring and encouraging the publication of articles, books, reviews and other contributions relating to marketing and marketing research, social research and opinion polling research;

10.7 by providing or organising or assisting in the provision and organisation of meetings, discussions, lectures, courses, seminars, conventions and conferences concerned with marketing research, social research and opinion polling research; and

10.8 by liaising with other bodies or organisations in the fields of marketing, marketing research, social research and opinion polling research or related fields;

11. to conduct or sponsor (either alone or in conjunction with any other person or body) investigations, inquiries or research into any matters affecting the profession;

12. to collaborate or affiliate with any other organisation, society or association having objects altogether or in part similar to the objects of the Company;

13. to support or oppose legislation or other measures affecting the profession and take all such steps as may seem expedient for altering and improving any existing laws, customs or usages affecting the profession;

14. to represent the profession in its relations with Governments, associations and other official and unofficial bodies in all matters affecting the profession or the interests of those engaged therein;

15. to retain, employ and remunerate scientific, professionals, skilled or technical advisers or workers in connection with any of the objects of the Company;

16. to make and enforce in such manner as may be convenient, a Code of Conduct, by-laws, rules and regulations as to the conduct of members of the Company and for the regulation of transactions between members of the Company and others; and

17. to institute or carry out all or any other of the following ancillary objects insofar as these may be necessary for the attainment of the objects of the Company;

17.1 to purchase, to hire, to erect, or otherwise to acquire any movable or immovable property which may be deemed necessary or convenient of the housing of the Company's offices, or for any of its aims and objects, and to sell or transfer such property;

17.2 to sell, manage, let or hire, mortgage, deal with or otherwise dispose of all or any part of the Company's property or assets;

17.3 to have an account with banking institution as defined in the Bank Act No 23 of 1965, as amended, and /or with a building society, registered under the Building Societies Act No 82 of 1965, as amended;

17.4 to borrow or to raise money either upon credit, or secured by any means, including mortgage of the Company's property or by overdraft from its bankers;

17.5 to invest monies of the Company not immediately required for any of its objects in such a manner as may from time to time be determined, provided that the interest, increment or profit from such investments shall be applied to the furtherance of all the herein provided objects or any of them;

17.6 to not directly or indirectly distribute any of its funds or assets to any person other than in the course of furthering its objectives;

17.7 to utilise substantially the whole of its funds for the sole or principal object for which it has been established;

17.8 to derive substantially the whole of the entity's funding from its annual or other long-term members or from an appropriation by the government of the Republic in the national, provincial or local sphere;

17.9 to accept any gift, endowment or bequest made to or for the Company, and to carry out any trust allotted to any such gift, endowment or bequest;

17.10 to determine an entrance fee, to levy annual subscriptions on members of the Company and to raise funds for the purpose of carrying out the principles and objects of the Company; and

17.11 to do all such other lawful things as are in the opinion of the Board necessary, proper or advisable for the advancement generally of the interest of the Company or the profession, or which are incidental or conducive to the attainment of all the above aims and objects or any of them.