

# EXTRACT OF THE MINUTES OF THE SPECIAL GENERAL MEETING OF MEMBERS

of the

## THE SOUTH AFRICAN PAEDIATRIC ASSOCIATION (the "Association")

I, the undersigned, \_\_\_\_\_, Secretary of the Association hereby certify that the five special resolutions and one ordinary resolution as set out below were passed by the members of the Association at a Special General Meeting that was held and participated in virtually at 16h00 on 20 April 2023.

1. **Special Resolution: Resolution Number 1:**

**RESOLVED THAT:** a non-profit company be registered and incorporated with the CIPC to succeed the Association which company shall be called the **SOUTH AFRICAN PAEDIATRIC ASSOCIATION (RF) NPC.**

2. **Special Resolution: Resolution Number 2:**

**RESOLVED THAT:** The Association be dissolved subject to the creation, registration and/or incorporation of a non-profit company with the CIPC and pursuant to the transfer of all rights, responsibilities, assets and liabilities of the Association to the said Company.

3. **Special Resolution: Resolution Number 3:**

**RESOLVED THAT:** The Memorandum of Incorporation attached hereto as Annexure A was adopted and will be registered with the CIPC.

4. **Special Resolution: Resolution Number 4:**

**RESOLVED THAT:** The rights, responsibilities, assets and liabilities be transferred from the Association to the Company and the first directors of the Company be authorised to negotiate the cession and/or transfer thereof to the Company.

5. **Special Resolution: Resolution Number 5:**

**RESOLVED THAT:** All members of the Association automatically qualify and shall be registered as members of the Company upon its incorporation and registration without any formal process being required by the members.

6. **Ordinary Resolution: Resolution Number 6:**

**RESOLVED THAT:** The Association and the first directors / incorporators nominate, constitute and appoint Dayne Clark of Fyfer Incorporated with power of substitution to be the lawful Agent in their name, place and stead, to lodge and to sign any and all documentation that may be required by the CIPC to effect the registration of the Company and to register the Memorandum of Incorporation and to do all things necessary at the CIPC and generally for effecting the purposes aforesaid, to do or cause to be done whatsoever shall be requisite regarding the above Company until the registration and incorporation of the above Company has been effected.

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2023

\_\_\_\_\_  
\_\_\_\_\_  
(name)  
**SECRETARY OF THE ASSOCIATION**