

FRIDAY



A09 *A4Y5B74J* #11
08/01/2016
COMPANIES HOUSE



South Africa office
Private Bag 3
Wits 2050
South Africa

UK office
Africa Check
15th Floor
200 Aldersgate
London EC1A 4HD
United Kingdom

Company number: 8119885

Written resolution of Africa Check CIC (“the Company”)

Circulation Date: 10 December 2015

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following resolution is passed as a special resolution

That Article 28 of the Articles of Association be deleted and replaced with

“28. Appointment of Directors and retirement of Directors by rotation

28 1 Those persons notified to the Registrar of Companies as the first directors of the Company shall be the first Directors

Appointment of Directors

28 2 Directors are appointed as follows

28 2 1 Any person who is proposed by the Chair, is willing to act as a Director, and who would not be disqualified from acting under the provisions of Article 29, may be appointed to be a Director by a decision of the Directors, and

28 2 2 One Director may be nominated by The Journalism Department of the University of the Witwatersrand, provided that once nominated the person must be appointed by a decision of the Directors and the Directors may at any time decide to discontinue the practice of having one Director appointed in this way

Automatic retirement

28 3 With the exception of any Director appointed in accordance with Article 28 2 2, each Director shall retire at the second Annual Retirement Meeting following his or her appointment. The retirement shall take effect at the conclusion of the meeting, unless the individual is reappointed.

28 4 The Annual Retirement Meeting shall be the meeting of the Directors at which the accounts of the Company are adopted

Maximum term

28.5 Retiring Directors may be reappointed but a Director who has served for two consecutive terms of office must take a break from office and may not be reappointed until the earlier of

28.5.1 the anniversary of the commencement of his or her break from office, and

28.5.2 the Annual Retirement Meeting following the Annual Retirement Meeting at which his or her break from office commenced

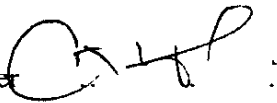
28.6 If the retirement of a Director under Article 28.3 causes the number of Directors to fall below that set out in Article 27 then the retiring Director shall remain in office until a new appointment is made.”

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The undersigned, a person entitled to vote on the following resolution on at the circulation date written above, hereby irrevocably agrees to the resolution.

Signature of member



Name of member

ANTHONY HARRISON

Date

10/12/2015

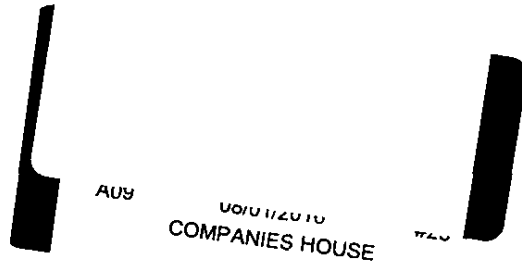
- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version

By Hand: delivering the signed copy to

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London EC1A 4HD

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28 5 1 the anniversary of the commencement of his or her break from office; and

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28 6 If the retirement of a Director under Article 28 3 causes the number of Directors to fall below that set out in Article 27 then the retiring Director shall remain in office until a new appointment is made ”

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Signature of member

Name of member

Eric CHINJE

Date

16 . 12 . 2015

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The undersigned, a person entitled to vote on the following resolution on at the circulation date written above, hereby irrevocably agrees to the resolution.

Signature of member 
Name of member ROBERT HOLLOWAY
Date DECEMBER 14 2015

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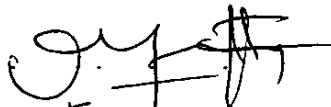
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Signature of member



Name of member

ROGER FRIMPPONG

Date:

14.12.2015

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The undersigned, a person entitled to vote on the following resolution on at the circulation date written above, hereby irrevocably agrees to the resolution.

Signature of member Nicola Tallett

Name of member.... NICOLA TALLETT

Date: 15/Dec/2015

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