

## Memorandum of Incorporation of Wikimedia ZA

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 following objects:

### The main object of the Company is:

To support a vibrant multilingual and multicultural content community that generates and disseminates content that is used and understood by local and global community. In doing so, the project will provide a channel for communication between the Wikimedia community, other free culture and open software communities, and institutions and repositories that are the guardians of local content, with goal to further awareness and understanding of the Wikimedia projects; and ultimately to ensure access to knowledge for all South Africans.

Other Objectives include:

- To develop and support the South African Wikimedia Communities
- To protect, preserve and promote local cultures, other African Wikimedia communities
- To support and facilitate the sharing of knowledge in all South African languages, thus contributing to the development of local language on Wikimedia;
- To spread awareness of the Wikimedia projects as a significant resource within universities, archives, museums and other relevant communities, and to also actively engage with them; and
- Act as the conduit between editors, writers and specialists within the community to support the growth and sustainability of high quality local content.

### Chapter Mission Statement:

*"Imagine a world in which every single human being can freely share in the sum of all knowledge. That's our commitment."* - Wikimedia Foundation

In a word: **"Free-knowledge"**

Wikimedia South Africa is a not-for-profit membership organisation that exists to actively participate in knowledge dissemination and the promotion of access for all to free knowledge. Both as in free of cost and as in free speech. The organisation also exists to promote the contribution of free knowledge by anyone to the body of free knowledge held on the internet. This includes, but is not limited to, access to the free online encyclopedia Wikipedia as well as to sister projects such as Wikimedia Commons, Wikidata and many others.

The chapter's activities include supporting volunteer chapter members in activities to grow and contribute to these free knowledge projects as well as encouraging members of the public to make likewise contributions and so grow the volunteer contributing community. This involves running events that support the growth of the community of volunteers that participate in the free knowledge movement and that grow the body of free knowledge that is freely accessible to the public.

Activities are either done by the volunteer community that forms the base of our membership or are done by appointed administrative representative(s) on behalf of the organisation. The chapter members elect a board of trustees on an annual basis to direct the day-to-day activities of the organisation. These trustees are elected from the community of volunteer chapter members and perform their tasks on behalf of the organisation as unpaid volunteers in service of the free knowledge mission. The scope of Wikimedia South Africa's activities is primarily focused on activities in South Africa, secondarily focused on supporting free knowledge movement in the rest of Africa, and thirdly focused on supporting the free knowledge movement in the rest of the world.

Wikimedia South Africa is a non-partisan non-political organisation that operates within the prescripts of the [South African bill of rights](#)

## Article of Association

### 1. Interpretation

In these Articles, unless the context otherwise requires:

- 1.1. "the Companies Act" means Act 61 of 1973, as amended or any Act which replaces it;
- 1.2. "member" means the persons referred to in Article 4;
- 1.3. "profits" includes revenue, realised capital profits and unrealised capital profits insofar as the law ordinarily allows it to be distributed as dividends;

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- 1.4. "register" means the register of members kept in terms of the Statutes;
- 1.5. "the Republic" means the Republic of South Africa;
- 1.6. "the Statutes" means the Companies Act and any and every other statute or subordinate legislation from time to time in force concerning companies and necessarily affecting the company;
- 1.7. references to members represented by proxy shall include members represented by an agent appointed under a general or special power of attorney and references to members present or acting in person shall include corporations represented or acting in the manner prescribed in the Statutes;
- 1.8. expressions defined in the Companies Act, or any statutory modification thereof, in force at the date on which these Articles become binding on the company shall have the meanings so defined;
- 1.9. words in the singular number shall include the plural and words in the plural number shall include the singular, words importing the masculine gender shall include females, and words importing persons shall include bodies corporate.

## 2. Preliminary

- 2.1 If the provisions of these Articles are in any way inconsistent with the provisions of the Statutes, the provisions of the Statutes shall prevail, and these Articles shall be read in all respects subject to the Statutes.
- 2.2 Notwithstanding the omission of these Articles of any provision to that effect, the company may do anything which the Companies Act empowers a company to do if so authorised by its Articles of Association.
- 2.3 Whenever there is more than one reasonable interpretation of the Articles, the interpretation which is most consistent with the tenor of the Company's Act shall prevail.

## 3. Nature of the company

The company is a company limited by guarantee and shall be deemed to be a public company for the purpose of the Act and the provisions of the Act applying to public companies will apply to this company unless it appears differently from the context. The company is incorporated in terms of section 21, as an association not for gain.

## 4. Members

- 4.1. The first members of the company shall be [names of members, minimum 7, no maximum numbers].
- 4.2. Any person who makes a written application to become a member of the company and whose application is accepted by the directors shall be and become a member of the company.
- 4.3. A member shall ipso facto cease to be a member of the company:
  - 4.3.1. if his/her estate is finally sequestered;
  - 4.3.2. if, being a body corporate, an order for the final winding-up or judicial management of the member is granted or a special resolution for the winding-up of the member is duly passed and registered in terms of the Act;
  - 4.3.3. if the member is placed under curatorship;
  - 4.3.4. if the member is removed as a member by a majority of the members or directors of the company;
  - 4.3.5. if the member fails to pay the annual subscription fee within 90 (ninety) days of the due date specified below in 4.5;
  - 4.3.6. If a member is removed by a majority of directors as set out in clause 4.3.4, the member concerned may request in writing a review and confirmation of this decision by a majority of members present at the next Annual General Meeting following the removal. The review and confirmation request shall be deposited at the registered office of the company not less than 1 (one) week before the time of the holding of the meeting and shall be accompanied by a brief statement which sets out the member's reasons for challenging the directors' decision. The statement, together with the directors' reply stating the reasons for their decision, shall be distributed to all members present at the meeting before the meeting commences. The review and confirmation process must take place before any other decision is taken by members at the Annual General Meeting. If the director's decision is repealed at the Annual General Meeting, the membership of the member concerned is deemed to never have ceased and the member may take part in the Annual General Meeting. If the director's decision is confirmed, the former member may be asked to immediately leave the premises where the Annual General Meeting takes place for the remainder of the Annual General Meeting. A member removed by a majority of directors shall be notified of the next Annual General Meeting following his/her removal by at least 21 (twenty-one) clear days' notice."
- 4.4. The membership of the company shall consist of:
  - 4.4.1. Founding members: the first members of the company shall be founding members, who agree to pay such annual subscription as shall be determined by the board of directors;
  - 4.4.2. General members: persons, corporations, companies, institutions or other bodies who, having agreed to be bound by the terms of the Memorandum and Articles of Association of the company and having been admitted to membership, agree to pay such annual subscription as shall be determined by the board of directors;
  - 4.4.3. Honorary members: persons who, in recognition of exceptional and distinguished services rendered to the company and/or in furtherance of the company's objectives, are elected honorary, subscription-free members by the board of directors and who agree to be bound by the terms of the Memorandum and Articles of Association of the company;
  - 4.4.4. Sponsor members: persons, corporations, companies, institutions or other bodies who, having agreed to be bound by the terms of the Memorandum and Articles of Association of the company and having been admitted to membership pay such annual subscription as shall be determined by the board of directors; and
  - 4.4.5. Affiliated members: professional or educational or other institutions and/or associations and/or societies which, having agreed to be bound by the terms of the Memorandum and Articles of Association and having been admitted to membership, pay an annual subscription to be fixed by the board of directors in each particular case.
- 4.5. All membership subscriptions shall become due and payable in advance on the first day of March in each year. Failure to renew subscription within 90 (ninety) days from due date shall terminate membership.

## 5. Meetings of members

5.1 The company, at such times as are prescribed in the Statutes, shall hold general meetings of members to be known and described in the notices calling such meetings as annual general meetings.

5.2 The directors may, whenever they think fit, convene a general meeting. A general meeting may also be convened on a requisition made by members in terms of the Statutes, or in default, may be convened by the signatories to the requisition as provided by and subject to the provisions of the Statutes.

5.3 Every meeting of members shall, unless otherwise resolved by the directors, be held in the city or town in which the company's registered office is for the time being situated.

5.4 Subject to the provisions of the Statutes relating to meetings of which special notice is required to be given:

5.4.1 Notice period: Any meeting of the company shall be called by at least 21 (twenty-one) (to be decided by team) clear days' notice, provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed by a majority in number of the members having a right to attend and vote at the meeting who hold not less than ninety-five per cent of the total voting rights of all the members.

5.4.2 Required information for notice: The notice shall specify the place, the day and the hour of meeting and, in the case of special business, the general nature of the business.

5.4.3 Distribution of notice: Notice shall be given by email or in such other manner, if any, as may be prescribed by the company at a meeting of members, to such persons as are, under these Articles, entitled to receive such notices from the company: The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

5.5 Affiliated members shall be entitled to send no more than 10 (ten) (to be decided by team), persons to meetings: Provided that this shall not affect the number of votes which an affiliated member shall be entitled to under section 7 of these Articles.

## 6. Proceedings at meetings of members

6.1 All business that is transacted at a general meeting, and all that is transacted at the annual general meeting, with the exception of the consideration of the audited financial statements, the election of auditors and the fixing of the remuneration of the auditors shall be deemed to be special business.

6.2 Business may be transacted at any meeting of members only while a quorum is present.

6.3 Save as herein otherwise provided, the quorum at a meeting of members shall be at least 3 members or 20% of the members (whichever number is greater) entitled to vote, personally present, or if a member is a body corporate, represented.

6.4 If within 30 (thirty) minutes from the time appointed for a meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or if this is inconvenient to a day not less than 7 (seven) but not more than 21 (twenty-one) days after the date of the meeting at a place determined, and if at such adjourned meeting a quorum is not present within 30 (thirty) minutes from the time appointed for the meeting then, subject to the Statutes, the members or member present shall be a quorum.

6.5 The chairperson, if any, of the board of directors shall preside as chairperson at every meeting of members of the company. If there is no such chairperson, or if at any meeting he or she is not present within 15 (fifteen) minutes after the time appointed for holding the meeting or is unwilling to act as chairperson, the members present shall choose some director, or if no director is present, or if all the directors present decline to take the chair, they shall choose some member present to be chairperson of the meeting.

6.6 The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting to the same day in the next week, at the same time and place, or if this is inconvenient to a day not less than 7 (seven) but not more than 21 (twenty-one) days after the date of the meeting at a place determined, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned as a result of a direction given in terms of any applicable provision in the Statutes, notice of the adjourned meeting shall be given in the manner prescribed by such provision but, save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

6.7 At any meeting of members a resolution put to the vote of the meeting shall be decided on a call of for or against, verbally or in/ by text. A declaration by the chairperson that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, such resolution.

6.8 In the case of equality of votes, the chairperson of the meeting shall be entitled to cast a second or casting vote.


6.9 Subject to the provisions in the Statutes, an ordinary resolution in writing signed by the majority of persons from the time being entitled to receive notice of and to attend and vote at a meeting of members or being duly authorised representatives on their behalf, shall be as valid and effectual as if it had been passed at a meeting of the company duly convened and held.

6.10 No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is or may be given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.

## 7. Votes of members

7.1 Each member of the company present in person or by proxy or by remote digital participation or, if a member is a body corporate, duly represented at any meeting of the company, shall have one vote.

7.2 Every member entitled to attend and vote at a meeting of the company shall be entitled to appoint another person (whether a member or not) as her or his proxy to attend, speak and vote in his or her stead at any meeting of the company. Alternatively members can elect to take part using conference telephone facilities or other similar electronic means.

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7.3 The form appointing a proxy shall be in writing under the hand of the appointer or of his or her agent duly authorised in writing or, if the appointer is a corporate body, under the hand of an officer or agent authorised by that body. The holder of a general or special power of attorney given by a member shall be entitled to vote if duly authorised under that power to attend and take part in the meetings and proceedings of the company or companies generally, whether or not he himself/ she herself is a member of the company.

7.4 The form appointing the proxy and the power of attorney or other authority, if any, under which it is signed, shall be deposited at the registered office of the company not less than 24 (twenty-four) hours (or such lesser period as the directors may unanimously determine in relation to any particular meeting) before the time for the holding of the meeting (including an adjourned meeting) at which the person named in the form proposes to vote, and in default the form of proxy shall not be treated as valid. No form appointing a proxy shall be valid after the expiration of six months from the date when it was signed, except at an adjourned meeting unless specifically stated otherwise in the proxy itself.

7.5 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or mental disorder of the principal or revocation of the proxy or the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the company at the offices before the commencement of the meeting or adjourned meeting at which the proxy is used.

7.6 The formal request to take part electronically shall be delivered via email or other electronic means.

## 8. Directors

8.1 Unless otherwise determined by a meeting of members, the number of directors shall not be less than 3 (three) who are not connected to each other in the sense that they are not spouses or are not related to each other or to each other's spouses within the third degree of consanguinity.

8.2 The first directors of the company shall [insert names].

8.3 The company may from time to time at any meeting of members increase or reduce the number of directors subject to the limitations set out in Section 8.1.

8.4 Unless otherwise decided by a meeting of members any casual vacancy occurring in the board of directors may be filled by the directors.

## 9. Remuneration of directors

9.1 The remuneration of the directors shall from time to time be determined by the directors, but subject always to the company's Memorandum of Association and the Statutes. The directors may also be paid all travelling, hotel and other expenses properly incurred by them in or about the performance of their duties as directors including those of attending and travelling to and from meetings of the directors or any committee of the directors or for attending any meeting of members of the company.

9.2 Subject to the Memorandum of Association and the Statutes the directors may pay any director who serves on any committee or who devotes special attention to the business of the company, or otherwise performs services which in the opinion of the directors are outside the scope of the ordinary duties of a director, such extra remuneration as they may determine.

## 10. Alternate directors

10.1 Any director shall have the power to nominate another person approved by the board to act as alternate director in his place during his absence or inability to act as such director, and on such appointment being made, the alternate director shall, in all respects, be subject to the terms and conditions existing with reference to the other directors of the company. A person may only be appointed as an alternate to one director.

10.2 The alternate directors, whilst acting in the place of the directors who appointed them, shall exercise and discharge all the duties and functions of the directors they represent. The appointment of an alternate director shall cease on the happening of any event which, if he were a director, would cause him to cease to hold office in terms of these Articles or if the director who appointed him ceases to be a director, or gives notice to the secretary of the company that the alternate director representing him shall have ceased to do so. An alternate director shall look to the director who appointed him for his remuneration, if any.

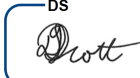
## 12. General powers and duties of directors


12.1 The business of the company shall be managed by the directors who may pay all expenses incurred in getting up and registering the company, and may exercise all such powers of the company as are required by the Statutes or by these Articles, at any meeting of members (and including, without derogating from the generality of the foregoing or from the rights of the members, the power to resolve that the company be wound up), subject nevertheless to the provisions of these Articles and of the Statutes and to such regulations being not inconsistent with these Articles or Statutes, as may be prescribed by the company at any such meeting; but no regulation made by the company at such meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.


12.2 The directors may from time to time appoint one or more administrative officials for such period and subject to the Memorandum of Association and the Statutes at such remuneration by way of salary or commission, and generally on such terms as they may think fit.

12.3 The directors may from time to time entrust to and confer upon a managing director or manager for the time being such powers vested in them as they may think fit, and may confer such powers for such time and to be exercised for such objects and upon such terms and with such restrictions as they may think expedient; and they may confer such powers either collaterally or to the exclusion of, and in substitution for, all or any of the powers of the directors, and may from time to time revoke or vary all or any of such powers. A managing director appointed pursuant to the provisions hereof shall, after powers have been conferred upon her or him by the directors in terms hereof, be deemed to derive such powers directly from this Article.

## 13. Disqualification and privileges of directors

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13.1 A director shall cease to hold office as such if:

13.1.1 (s)he ceases to be a director by virtue of any of the provisions of the Articles or becomes prohibited from being a director by reason of any order made under the Articles; or

13.1.2 (s)he resigns office by notice in writing to the company; or

13.1.3 a notice removing her/him from office is signed by members having a right to attend and vote at a meeting of members who hold not less than 51 (fifty-one) per cent of the total voting rights of all the members who are at that time entitled so to attend and vote and is delivered to the company or lodged at its registered office; or

13.1.4 (s)he is otherwise removed in accordance with any provisions of these Articles.

13.2 A director may hold any other office or place of profit in the company, other than that of auditor, in conjunction with her/his directorship, and may be appointed thereto upon such terms as to remuneration, tenure of office and otherwise as may be arranged by the directors. A director may, notwithstanding her/his interest, be counted in the quorum present at any meeting at which she/he is so employed or appointed to hold any such office of profit with the company and she/he may vote on such employment or appointment as though she/he had not interest therein.

14. Proceedings of directors

14.1 A director may, and the secretary of the requisition of the director shall, at any time, summon a meeting of the directors.

14.2 The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.

14.3 Questions arising at any meeting of the directors shall be decided by a majority of votes.

14.4 The chairperson shall not have a second or casting vote.

14.5 The directors may determine what period of notice shall be given of meetings of directors and may determine the means of giving such notice which may include telephone, email or other electronic means. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from the Republic, but notice of any such meeting shall be given to her/his alternate, if (s)he has appointed one, provided that such alternate is in the Republic.

14.6 A quorum shall consist of five directors. For the purpose hereof, a director who has authorised another director to vote for him at a meeting in terms of Article 14.10 shall, if the director so authorised is present at the meeting, be deemed to be present himself and each director whose alternate is present at a meeting (even if the latter is alternate to more than one director) shall be deemed to be so present.

14.7 The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these Articles as a quorum, the continuing directors or director may act only for the purpose of summoning a general meeting of the company. If there are no directors able and willing to act, and no specific provision is made in these Articles for the appointment of directors, then any two members may summon a general meeting for the purpose of appointing directors.

14.8 Subject to the Statutes:

14.8.1 any resolution in writing, signed in any legally recognised manner by all the directors for the time being present in the Republic and being not less than are sufficient to form a quorum shall be as valid and effectual as if it had been passed at a meeting of the directors duly called and constituted: Provided that where a director is not present in the Republic, but has an alternate who is, the resolution must be signed by that alternate. The resolution may consist of several documents, each signed by one or more directors or their alternates in terms of this Article;

14.8.2 any resolution referred to in Article 14.9.1 shall be deemed (unless the contrary is stated therein) to have been passed on the date upon which it was signed by the last director or alternate required to sign it and where it states a date as being the date of its signature by any director or alternate that document shall be prima facie evidence that it was signed by that director or alternate on that date.

14.9 A director unable to attend a directors' meeting may authorise any other director to vote for him at that meeting, and in that event the director so authorised shall have a vote for each director by whom he is so authorised in addition to his own vote. If both the director so authorised and an alternate of the director who granted the authority are present at the meeting, the alternate shall not be entitled to vote on behalf of the absent director. Authority in terms of this Article must be in writing and must be handed to the person presiding at the meeting at which it is to be used.

14.10 The directors may elect a chairperson of their meetings and determine the period for which he is to hold office; but if no such chairperson is elected, or if at any meeting the chairperson is not present within fifteen minutes after the time appointed for holding it, the directors present may choose one of their number to be chairperson of the meeting.

15. Validity of acts of directors and committees

As regards all persons dealing in good faith with the company, all acts done by any meeting of the directors or of a committee of directors or of any executives, or by any person acting as a director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any such directors or persons acting as aforesaid, or that they or any of them were disqualified or had ceased to hold office or were not entitled to vote, be as valid as if every such person had been duly appointed or was qualified or had continued to be a director or was entitled to vote, as the case may be.


16. Notices

16.1 A notice by the company to any member shall be regarded as validly given:

16.1.1 if it is delivered personally to the member;

16.1.2 is sent prepaid through the post or is transmitted by telegram to him at his registered address; or

16.1.3 is sent by an electronic method to an electronic address provided by the member to the company.

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16.2 Any notice or document sent in terms of Article 16.1 to any member shall be deemed to have been duly served on the registered member, notwithstanding that such member be then deceased, or has otherwise become incapable, whether or not the company has notice of the death or incapability, until some other person be duly registered in the stead of the person to whom delivery is made.

16.3 Any notice, if given by post, shall be deemed to have been served 3 (three) days after the letter or envelope containing such notice is posted, and in proving the giving of the notice sent by post it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office.

16.4 When a given number of days' notice or notice extending over any period is required to be given, the day of service shall not be counted in such number of days or period.

16.5 The company shall not be bound to enter any person in the register of members until that person gives the company a physical or postal address for entry on the register and such person may further provide an electronic address to which notice may be given at the instance of the company.

17. Indemnity

Every director, manager and officer of the company will be indemnified out of the funds of the company against all liability incurred by her or him as such director, manager or officer, in defending any proceedings, whether civil or criminal, in which judgement is given in her or his favour, or in which she or he is acquitted, or in any connection with any application under the Companies Act section 248 or any amendment thereof in which relief is granted to her or him by the court.

18. Winding-up

If the company shall be wound up the liquidator shall comply with the provisions of clauses 5(1) and 6(2) of the company's Memorandum of Association.

19. Books of account and financial statements

19.1 The company shall keep its books and accounts in accordance with the Companies Act and, where its income is tax exempt, in accordance with the provisions of the Income Tax Act 58 of 1962 or its successor.

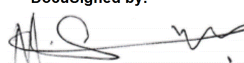
19.2 A copy of the financial statements that has to be made available to a person in accordance with section 302 of the Companies Act 61 of 1973 may also be made available electronically to all persons who have agreed thereto in writing.

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