

Memorandum of Incorporation as Non Profit Company

AVMI AGM

Newlands, Southern Sun Hotel, Cape Town, 1st December 2016

**COMPANIES AND INTELLECTUAL PROPERTY COMMISSION
REPUBLIC OF SOUTH AFRICA**

Form CoR 14.3 - Registration Certificate

Issue date: 03/09/2015
Print date: 03/09/2015
Customer code: NMGLIV
Tracking number: 111208760

Concerning:

AFRICAN VACCINE MANUFACTURING INITIATIVE NPC 2015/31777/08

The above company has been registered in terms of section 14 of the Companies Act, 2008.

In accordance with the Notice of Incorporation, the registration of the company takes effect on 03/09/2015.

In conjunction with this certificate, the Commission has not issued another notice contemplated in section 12 (3).

The CoR 9.4 attached for the full name of company, has not been reserved.


Acting Commissioner: CIPC
CSA CSA

About this Notice

This Notice is issued in terms of section 14 of the Companies Act, 2008, and Regulation 14 of the Companies Regulations, 2011. If the Commission has altered the name of the company, in terms of section 14 (2) (b), the company may file an amended Notice of Incorporation to change the name. If the Commission has issued a Notice of a Potentially Contested Name in conjunction with the Certificate, the company must serve that Notice on each person identified in the Notice, and any such person has the right to challenge the use of the name, by the company.



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Kaapstad,

THE PRESIDENCY

No. 421 9 April 2009

It is hereby notified that the President has assented to the following Act, which is hereby published for general information:—

No. 71 of 2008: Companies Act, 2008.

DIE PRESIDENSIE

No. 421 9 April 2009

Hierby word bekend gemaak dat die President sy goedkeuring geheg het aan die onderstaande Wet wat hierby ter algemene inligting gepubliseer word:—

No. 71 van 2008: Maatskappywet, 2008.



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AVMI AS JURISTIC PERSON :

(3,4,5&8)



Non Profit Company

- Prohibited distributing any of its funds or assets to any person
- Funds and assets to be solely utilise for the purpose AVMI is established for

Objective Overview

- Represent the interests of persons, bodies corporate and authorities, in various formations, who share a common interest in the establishment of viable capacities for the manufacture of vaccines, and/or other biological products
- Provision of related and enabling services
- Promoting access to safe, quality and efficacious vaccines and other biological products to the peoples of Africa.

Vision: ***“An Africa with sustainable vaccine and biologicals manufacturing capacity to meet the need of its people.”***

Mission statement: ***“To promote the establishment of sustainable manufacturing capacity for vaccines and/or biologicals in Africa.”***

Strategies :

(4)

High level Advocacy

Mobilise the African continent through high level advocacy, to manufacture preventive and therapeutic vaccines and/or other biological products against diseases of public health importance.

Facilitate partnerships

To promote partnerships between African manufacturers of vaccines and biologicals and other interested stakeholders who have a vision of Africa producing its own vaccines

Resource Mobilization

To attract and secure skills and financial resources for establishing vaccine manufacturing capacity in Africa

Skills / Capacity Development

To promote adequate scientific and technical capacity building of Africa's vaccine manufacturers in all aspects of production and distribution of vaccines and/or other biological products

Membership & Voting Rights:

(6,7,11 & 15):



Any Person, institution or association

- supports the goals and purposes of the AVMI

The Board will have sole discretion on accepting or rejecting a request of membership.

each application will be considered with the interest of the organisation

Members will be distinguished between Voting and Non-Voting members

Contributions to AVMI membership will be determined by the Board from time to time.

AVMI will keep members register containing personal information

Official Members meeting: (15)



The board, or any voting member, may call a members meeting at any time following due process

Members meeting can be through any means that enables members to converse concurrently without an intermediary

Clause 15 provides procedures and respective quorum for specific resolution

Annual General Meeting to be convened within 15 months from the previous AGM

- The Directors' report;
- Audited Financial Statements
- Committees Reports

Directors:

(17 - 19)



The Board shall consist of not less than five (5) Qualifying persons including the Executive Director

Consideration

- Regional representation
- Gender representation to be considered
- Skills
- Finance (at least one person)
- Legal (at least one person)

Directors can re-elected to serve for a period of not more than 3 years

Directors do not get paid for their directorship

- enjoys benefits such as travelling and accommodation

Clause 18 provide procedures and conditions to cease being a director

Directors obligations & Duties (21,22, 24 26):

- Section 66(1) of the Companies Act provides the extend which directors can exercise their powers
- The Executive Director shall be the head of the secretariat and shall be accountable to the Board.
- The Executive Director shall appoint persons to the secretariat office to cover the operation and the secretariat
- The quorum of a board meeting is at least 50%
 - Each director hold a single vote
- board may appoint any number of board committees and delegate to such committees any authority of the board.
- A secretary with a legal knowledge to be appointed

Amendments to MOI & Making of rule (9 & 10):



MOI can be amended in accordance to section 16 (1)(c)(ii) of the Act.

The Board is empowered to amend self-evident errors
(including, but without limitation *ejusdem generis*, spelling, punctuation,
reference, grammar or similar defects)

The Board shall publish a copy of any such correction it effected

A copy of any amendment to the MOI must be submitted to the Companies and intellectual property commission of South Africa (CIPC) or to Commissioner: South African Revenue Services.

The Board shall be entitled to make Rules in respect of matters that are silent or non mandatory in the Act or MOI

Created rules to be published , in any manner required or permitted by the MOI, or the rules of the company; and filing a copy of those rules

Financials (12 -14):



The financial year end of AVMI is 30 June.

Financial Records to be maintained and accessible at the Registered Office.

Directors must fill the vacancy of Auditor in terms of section 91

Conclusion:

Clause	
27	AVMI will not be responsible for lost documents not in its control
28	Notices will be sent to address given by the member
29	AVMI will not take responsibility for its members liabilities
31	AVMI will not merge or transform into a profit company under current registration
32	upon the winding-up or dissolution of the company, after making provision for the costs of dissolving the company, distribute the net value of the company to any similar public benefit organisation which has been approved by the Commissioner: South African Revenue Service

Thanks

