

I certify that these are the new articles of
association which were adopted in terms of a
special resolution passed at a general meeting
of the company on 6 November 2009


Director

Date 06.11.2009

REPUBLIC OF SOUTH AFRICA

COMPANIES ACT, 1973, AS AMENDED

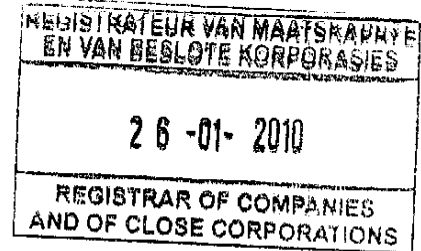
ARTICLES OF ASSOCIATION OF A COMPANY NOT
HAVING A SHARE CAPITAL NOT ADOPTING SCHEDULE 1
(Section 60(1); regulation 18)

Registration No. of Company 2002/003387/08

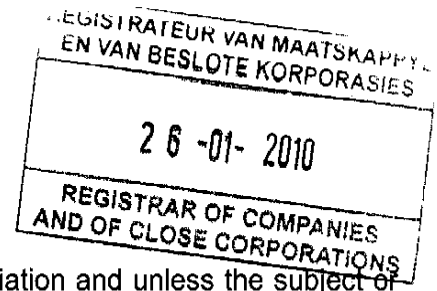
BOARD OF HEALTHCARE FUNDERS OF SOUTHERN AFRICA
(ASSOCIATION INCORPORATED UNDER SECTION 21)

("the company")

The articles of Table A contained in Schedule 1 to the Companies Act, 1973, as amended,
shall not apply to the company.



The articles of the company are as follows -



INTERPRETATION

- 1 In the interpretation of these articles of association and unless the subject of context otherwise requires -
- 1.1 the following words and expressions shall have the following meanings -
- 1.1.1 "administrator" – an administrator accredited as such in terms of the Medical Schemes Act;
- 1.1.2 "administrators' constituency – the constituency comprising administrator members;
- 1.1.3 "administrator member" – an administrator who is a member of BHF;
- 1.1.4 "articles" - the articles of association for the time being of the company;
- 1.1.5 "associate member" – a member which is a managed health care organisation or an external representative body;
- 1.1.6 "authorised representative" - a person authorised, in the manner prescribed by the Companies Act, to act as the representative of a member at any general meeting of the company;
- 1.1.7 "BHF" - the Board of Healthcare Funders of Southern Africa, a voluntary association not for gain;
- 1.1.8 "board" - the board of directors of the company for the time being;
- 1.1.9 "business day" - any day other than a Saturday, Sunday or public holiday in terms of the laws of the Republic of South Africa;

- 1.1.10 "calendar quarter" - each of the three month periods ending 31 March, 30 June, 30 September and 31 December, respectively;
- 1.1.11 "chamber" - any one of the three chambers established in terms of these articles in respect of the administrators' constituency, the open membership schemes' constituency and the restricted membership schemes' constituency respectively, as the context may indicate and "chambers" shall mean all three chambers so established;
- 1.1.12 "chamber member" – a member of the company elected to and allocated a seat on a chamber in terms of these articles;
- 1.1.13 "Companies Act" - the Companies Act, No 61 of 1973, including any regulations framed thereunder and for the time being in force;
- 1.1.14 "constituency" – shall refer to the administrators' constituency, the open membership schemes' constituency or the restricted membership schemes' constituency, as the context may indicate;
- 1.1.15 "historically disadvantaged individual" – as defined in section 1 of the National Empowerment Fund Act No 105 of 1998, provided that for the purposes of these articles, the definition contained in this clause 1.1.15 only includes natural persons;
- 1.1.16 "executive committee" - the executive committee of the company referred to in 64;
- 1.1.17 "external scheme" - an entity, organisation or association which is not registered as a medical scheme in terms of the Medical Schemes Act but which carries on a business which is substantially the same as the business of a medical scheme, as defined in section 1(1) of the Medical Schemes Act, outside of the Republic of South Africa, but within any country forming part of SADC;

- 1.1.18 "external representative body" – an entity, organisation or association which acts as a representative body of external schemes outside the Republic of South Africa but within any country forming part of SADC;
- 1.1.19 "managed health care organisation" – a managed health care organisation accredited as such in term of the Medical Schemes Act;
- 1.1.20 "management bodies" - collectively and individually, the executive committee and the board, but excludes the chambers;
- 1.1.21 "managing director" - the managing director appointed in terms of 88;
- 1.1.22 "Medical Schemes Act" - the Medical Schemes Act No 131 of 1998, including any regulations framed thereunder and for the time being in force;
- 1.1.23 "medical scheme" - a medical scheme registered in terms of the Medical Schemes Act;
- 1.1.24 "member" - an administrator, open membership scheme or restricted membership scheme that is a member of BHF, or an associate member;
- 1.1.25 "memorandum" - the memorandum of association for the time being of the company;
- 1.1.26 "office" - the registered office for the time being of the company;
- 1.1.27 "official" includes an officer as defined in the Medical Schemes Act No 131 of 1998;
- 1.1.28 "open membership scheme" - a scheme that is not a restricted membership scheme;
- 1.1.29 "open membership schemes' constituency" - the constituency comprising members which are open membership schemes;

- 1.1.30 "person" - includes any body of persons, whether or not incorporated under any law of any country;
- 1.1.31 "regions" - the regions determined by the board in terms of 31;
- 1.1.32 "regional meeting" - a meeting convened by the board in terms of 32;
- 1.1.33 "restricted membership scheme"- a restricted membership scheme as defined in the Medical Schemes Act;
- 1.1.34 "restricted membership schemes' constituency" - the constituency comprising members which are restricted membership schemes;
- 1.1.35 "SADC" – the Southern African Development Community, as constituted from time to time;
- 1.1.36 "scheme member" – a member which is a medical scheme or an external scheme;
- 1.1.37 "sign" - includes the reproduction of a signature by lithography, printing, or any kind of stamp or any other mechanical process, and "signature" has the corresponding meaning;
- 1.1.38 "subscribing member" - a person who, in terms of the rules of a medical scheme or external scheme is a member of such medical scheme or external scheme (as the case may be);
- 1.1.39 words importing any gender include the other genders and words importing the singular number include the plural, and vice versa;
- 1.1.40 any reference to any statute or regulations shall be a reference to that statute or those regulations as at the date of adoption of these articles, and as amended or re-enacted from time to time;

- 1.1.41 any word or expression which is defined in the Companies Act and which is not otherwise defined in these articles shall, unless the context otherwise requires, have the meaning assigned thereto in the Companies Act;
- 1.1.42 where any number of days or business days is to be calculated after a particular day, such number of days or business days shall be calculated as excluding such particular day and commencing on the next day or business day (as the case may be);
- 1.1.43 any provision requiring notice to be given or an act to be performed not less than a specified number of clear business days before an event shall be complied with only if the total number of business days elapsed between the day on which such notice is given or act is performed and the day of the event (excluding both such days) is at least the specified number;
- 1.1.44 any reference to days (other than a reference to business days), months or years shall be a reference to calendar days, months or years, as the case may be;
- 1.1.45 these articles shall be deemed to authorise the company to do anything which the Companies Act empowers a company to do if so authorised by its articles, unless that authority is expressly excluded.

1.1.46

HEADINGS AND REFERENCES

- 2 These articles are to be construed as not including -
- 2.1 the headings to articles; and
- 2.2 references in the left-hand margins to sections of the Companies Act designated by the letter "S", and the numbers of the sections referred to,

which are for information only.

MEMBERSHIP

3 The first members of the company shall be the subscribers to the memorandum.

4 Application may be made to the board by any medical scheme, external scheme, administrator, managed health care organisation or external representative body for membership of the company. The board shall consider such application and may, in its sole discretion, admit any medical scheme, external scheme, administrator, managed health care organisation or external representative body which supports the objects of the company, as a member provided that persons other than medical schemes and administrators may only be admitted as associate members.

5 No medical scheme, external scheme, administrator, managed health care organisation or external representative body shall become a member unless it complies with the admission criteria laid down by the board from time to time.

6 Membership fees determined in accordance with the provisions of 94 to 97 inclusive shall be payable on an annual basis; provided that a member may be permitted to join during the course of any year, in which case the membership fee applicable shall be determined by the board.

TERMINATION OF MEMBERSHIP

7 A member may terminate its membership of the company by giving the board written notice of such termination provided that such notice of termination of membership shall be given on or before 30 September of any year and such termination shall be effective on 1 January of the following year, provided further that the termination of membership shall not affect the liability of any member for full membership fees and any other amount due to the company and arising out of its activities for any period prior to the date on which its membership terminates.

- 8 A member shall immediately cease to be a member -
- 8.1 if such member ceases to be registered as a medical scheme or accredited as an administrator or as a managed health care organisation (as the case may be) in terms of the Medical Schemes Act;
- 8.2 if the board resolves that such member has ceased to be an external scheme or an external representative body; or
- 8.3 if such member is liquidated, wound up or placed under judicial management, whether provisionally or finally and whether compulsorily or voluntarily.
- 9 The board shall have the right to suspend or terminate the membership of any member which has -
- 9.1 not complied with the provisions of these articles; and/or
- 9.2 ceased to comply with the admission criteria contemplated in 5; and/or
- 9.3 failed to pay its membership fees and/or any other amount due to the company within three months of the due date or within such further period as may be determined by the board in its discretion.
- 10 If any decision to suspend or terminate the membership of a member is made by the board, such member shall be entitled, within twenty business days of such decision -
- 10.1 to dispute the correctness of such decision; and
- 10.2 to refer such dispute for determination by a practising senior counsel agreed upon by the member concerned and the board within seven business days of the member disputing such decision or, failing agreement, appointed by the President of the Johannesburg Bar Council, which senior counsel shall act as an expert and not as an

arbitrator and shall decide the matter in a summary manner, with a view to it being decided within fifteen business days after such dispute is referred to him or her in writing. Such senior counsel's decision (including his or her decision as to who is liable for the costs of such determination) shall be final and binding on all the parties.

- 11 The board shall report on any suspension or termination of membership at the following annual general meeting of the company.

CERTIFICATES

- 12 Subject to the provisions of the Companies Act, certificates of membership may be issued under the authority of the directors in such manner and form as the directors may determine from time to time.

GENERAL MEETINGS

- S179 to S187 13 General meetings shall be held, in accordance with the provisions of the Companies Act, at such times and places as may be determined by the directors. The notice of a general meeting shall state the place, day and hour of, and the nature of the business to be transacted at the general meeting.

- S189 14 A member shall be entitled to appoint a proxy to attend, speak and vote (whether on a show of hands or on a poll) in its stead at any general meeting in accordance with the Companies Act.

PROCEEDINGS AT GENERAL MEETINGS

- S190 15 Unless a general meeting determines that there shall be a greater quorum, a quorum for a general meeting shall be that number of members which is nearest to, but not less than, 30% of the aggregate number of members, by authorised representative or by proxy, provided that a quorum shall not be constituted unless at least three members are present by authorised representative.

- S184
S190
- 16 Should a quorum not be present within forty-five minutes after the appointed time for a general meeting, the general meeting, if convened by or on a requisition of members, shall be dissolved and in any other case shall stand adjourned to a business day not earlier than seven days and not later than twenty-one days after the date of the meeting and a quorum at the resumption of a general meeting shall be the minimum number required by the Companies Act.
- 17 Where a meeting has been adjourned as aforesaid, the company shall, upon a date not later than three days after the adjournment, send a written notice by registered post stating -
- 17.1 the date, time and place to which the meeting has been adjourned;
- 17.2 the matter before the meeting at the time when it was adjourned; and
- 17.3 the ground for the adjournment,
- to each member and shall publish such notice in a newspaper circulating in the province where the office is situated.
- 18 The chairman or, failing him or her, a deputy chairman of the board shall be the chairman of each general meeting, provided that if neither the chairman or deputy chairman is present and willing to act, the members present by authorised representative or by proxy shall elect one of the directors or, if no director is present and willing to act, a scheme member, to be chairman of that general meeting.
- 19 The chairman of a general meeting shall, if obliged to do so in terms of the Companies Act, and may, in his or her discretion in any other circumstance, adjourn that general meeting from time to time. When a meeting is adjourned in terms of this 19, the provisions of 0 and 17 shall mutatis mutandis apply to such adjournment.

20 No business shall be transacted at the resumption of any adjourned general meeting other than the business left unfinished at the general meeting from which the adjournment took place.

VOTING

S193(2)
S197

21 At any general meeting, subject to clause 40.2 and 91.2, -

21.1 each member, save for associate members who are dealt within accordance with clause 21.3, which is present, whether by authorised representative or by proxy, shall -

21.1.1 have one vote on a show of hands;

21.1.2 on a poll, have the number of votes indicated in the table below –

Number of Votes	Band Width (in terms of numbers of subscribing members)	Number of subscribing members, or subscribing members administered as the case may be, within each band
1	10 000	10 000
2	20 000	30 000
3	30 000	60 000
4	40 000	10 000
5	50 000	150 000
6	60 000	210 000
7	70 000	280 000
8	80 000	360 000
9	90 000	450 000
10	100 000 and above	450 001 and above

21.2 in the event of a poll, no member shall have more than ten votes provided that no member shall have more than 10% of the total number of votes taken at a meeting.

21.3 each associate member who is present, whether by authorised representative or by proxy, shall have one vote, whether on a show of hands or on a poll.

22 At any general meeting a resolution put to the vote shall be decided by a show of hands unless a poll is demanded (on or before the declaration of the result of a show of hands) -

22.1 by the chairman of the meeting, or

S198 22.2 by not less than five members having the right to vote at such a meeting; or

22.3 by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

S199(4)
S204
S205 23 On a show of hands at a general meeting a declaration by the chairman as to the result of the voting on any particular resolution and an entry to that effect in the minutes shall be conclusive proof of that result, without proof of the number or proportions of votes recorded in favour of, against and as abstaining from such resolution.

24 If a poll is demanded at a general meeting -

24.1 on the election of a chairman or on an adjournment, the poll shall be taken immediately and in such manner as the general meeting determines, and a poll on any other question shall be taken within an hour during the meeting at which it was demanded;

24.2 the result of the poll shall be deemed to be the resolution of the general meeting at which the poll was demanded;

24.3 the demand shall not preclude the general meeting from considering any question other than that on which the poll has been demanded unless the general meeting decides otherwise;

24.4 the demand may be withdrawn at any time.

25 No objection shall be taken to the admission or rejection of any vote except at the general meeting at which the vote in dispute is cast, or, if it is adjourned, the resumption thereof. The chairman of that general meeting or resumed general meeting shall determine any issue raised by such objection and his/her determination shall be final and binding.

PROXIES

26 Every member shall be entitled to appoint another person as its proxy to attend, speak and vote in its stead at any general meeting of the company.

27 Any person may be appointed as a proxy, and where that person also represents another member, he or she shall be entitled to exercise the votes of all members for whom he or she is present at the general meeting.

28 A proxy form, or other authority in respect of a general meeting shall be in writing and signed by or on behalf of the grantor.

29 Subject to the provisions of the Companies Act, a proxy form shall -

29.1 be in such form as is approved or accepted by the directors;

29.2 together with the resolution or other authority under which it is signed, be deposited at the office not less than twenty-four hours before the time appointed for the holding of the general meeting, or resumption of an adjourned general meeting at which the person named therein proposes to vote;

29.3 in addition to the authority conferred by the Companies Act, except insofar as it provides otherwise, be deemed to confer the power generally to act at the general meeting in question, subject to any specific direction as to the manner of voting;

- 29.4 be valid at every resumption of an adjourned meeting to which it relates, unless the contrary is stated thereon;
- 29.5 not be used at the resumption of an adjourned general meeting if it could not have been used at the general meeting from which it was adjourned for any reason other than that it was not lodged timeously for the meeting from which the adjournment took place;
- 29.6 not be valid after the expiry of two months after the date when it was signed unless it specifically provides otherwise.
- 30 A vote cast or act done in accordance with the terms of a proxy form shall be deemed to be valid notwithstanding -
- 30.1 the legal disability of the person appointing the proxy; or
- 30.2 the revocation of the proxy,

unless notice as to any of the abovementioned matters shall have been received by the company at the office or by the chairman of the meeting at the place of the general meeting if not held at the office, before the commencement or resumption (if adjourned) of the general meeting at which the vote was cast or the act was done or before the poll on which the vote was cast.

REGIONAL MEETINGS

- 31 The board shall -
- 31.1 for the purposes of convening regional meetings of the members from time to time, determine the number and geographical demarcation of regions in which the members are situated;
- 31.2 in respect of each region, appoint a member of the board ("convenor") to act as chairman as contemplated in 35.

- 32 The board shall -
- 32.1 convene at least twice per annum, a regional meeting in each of the regions and shall ensure that at any such meeting, at least one director shall be present. The purpose of such regional meetings shall be to facilitate communication between members and the board, and shall include, without limitation, reporting back to members on pertinent matters relating to the company and discussing current issues of regional, national or international importance relating to healthcare funding;
- 32.2 be entitled to convene such additional regional meetings as the board may, from time to time, resolve to convene.
- 33 All members shall be given notice, in terms of 34, of any regional meeting and shall be entitled to attend any such regional meeting. In addition, any director shall be entitled to attend any regional meeting.
- 34 The board shall give not less than ten clear business days' written notice to all members, of a regional meeting which notice shall state the place, day and hour of, and the nature of the business to be transacted at, the relevant regional meeting. Any further items of business shall be included on the agenda for the regional meeting if the company receives written notification of such item from a member by no later than seven days prior to the regional meeting, provided that any business that is not included on the agenda may, with the consent of the chairman of the relevant meeting, be dealt with at the meeting.
- 35 The convenor appointed in respect of a region shall be the chairman of the regional meetings held in such region, provided that if the convenor is not present and willing to act as chairman at any such regional meeting, the members attending that regional meeting ("specified members") shall be entitled to elect an authorised representative of a specified member to act as chairman of that regional meeting.
- 36 The chairman of a regional meeting may, with the consent of a regional meeting (and shall, if so directed by the meeting), adjourn the regional

meeting from time to time and from place to place provided that, subject to 34, no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

37 Where a regional meeting has been adjourned, the company shall, upon a date not later than three days after such adjournment, send a written notice to all members stating -

37.1 the date, time and place to which the regional meeting has been adjourned;

37.2 the matter before the regional meeting at the time when it was adjourned; and

37.3 the ground for the adjournment.

38 Minutes of all regional meetings shall be kept and distributed to the board and all members.

39 Decisions of a regional meeting shall not be binding on the company but shall, if so resolved at that regional meeting, constitute recommendations to the board on the basis that the board, in its discretion, may -

39.1 refer any such decision to the members in a general meeting for ratification and approval; or

39.2 act upon any such decision without referring such decision to the members in a general meeting for ratification and approval, provided that it has the power to so act in terms of the Companies Act.

DIRECTORS

- 40 Subject to the provisions of the Companies Act -
- 40.1 unless otherwise determined by a general meeting, the number of directors shall be no more than seventeen and no less than eleven including the managing director of which -
- 40.1.1 no more than six must be elected by members comprising the administrators' constituency;
- 40.1.2 no more than three must be elected by the open membership schemes' constituency;
- 40.1.3 no more than three must be elected by the restricted membership schemes' constituency; and
- 40.1.4 four must be appointed by the elected directors on the board on the basis of nominations from external schemes and their administrators, in respect of each of the countries Botswana, Lesotho, Namibia and Zimbabwe,
- provided that, for a period of not longer than five years after the date on which these Articles were registered, at least one of the directors elected in respect of each constituency must be a historically disadvantaged individual and one must be a female;
- 40.2 each chamber member shall have one vote in respect of the election of directors to the board, whether by a show of hands or on a poll and there shall be no more than one official or employee of a particular member on the board at any time;
- 40.3 the first directors shall be the members of the board of directors of the BHF in office as at the date of dissolution of the BHF in terms of its constitution.

- 41 At each annual general meeting of the company, three directors (excluding the managing director and any director referred to in 56) and three chamber members from each chamber shall retire from office. The three directors and nine chamber members who retire in terms of this 41 shall be those who have been longest in office since the date of their last appointment, provided that if more than one of them were appointed directors on the same day, those who retire shall be determined by lot unless those directors agree otherwise between themselves.
- 42 A retiring member of the board or a chamber shall be eligible for re-election and, if re-elected, shall be deemed not to have vacated his or her office.
- 43 Prior to the first general meeting and prior to every subsequent annual general meeting ("forthcoming meeting"), the company shall, by notice in writing to the members not less than forty-five clear business days before the forthcoming meeting, call for nominations of candidates for the three chambers and shall in such notice specify -
- 43.1 the three directors and nine chamber members who shall be retiring at the conclusion of the forthcoming meeting in accordance with the provisions of 41; and
- 43.2 which directors will be retiring at the conclusion of the forthcoming meeting in accordance with the provisions of 56; and
- 43.3 how many vacancies must be filled at the conclusion of the forthcoming meeting to constitute a board of seventeen directors ("annual vacancies") and three chambers of nine members each.
- 44 Any nomination shall be by a member entitled in terms of these articles to nominate a candidate for a particular seat on the relevant chamber, shall be seconded by any other member entitled in terms of these articles to nominate a candidate for that same seat, shall be submitted to the company not less than thirty-five clear business days before the forthcoming meeting, together

with a curriculum vitae of the nominee, and shall be signed by the proposer and seconder and accepted by the nominee in writing.

45 Should the nominees, together with the chamber members who are not retiring, who are -

45.1 officials or employees of open membership schemes ("open membership schemenominees") be fewer in number than nine; and/or

45.2 officials or employees of restricted membership schemes be fewer in number than nine; and/or

45.3 officials or employees of administrator representatives be fewer in number than nine; and/or

45.4 historically disadvantaged individuals be fewer in number than one per chamber ; and/or

45.5 women be fewer in number than one per chamber;

the company shall, by notice in writing to the relevant members not less than thirty clear business days before the forthcoming meeting, call for further nominations from the category of persons stipulated in this 45 in order to make up the requisite numbers referred to in this 45 provided that the provisions of 45.4 and 45.5. shall only be applicable for a period of no more than five years from the date of registration of these Articles .

46 The members shall submit such further nominations, mutatis mutandis in accordance with the provisions of 44, to the company not less than twenty clear business days before the forthcoming meeting.

47 The company shall procure that a list ("nomination list") shall be compiled by the company secretary or, if the managing director so determines, a firm of auditors registered in terms of the Public Accountants' and Auditors' Act, No 80 of 1991 ("independent auditing firm") selected by the managing director upon which nomination list there shall appear the names of all nominees

nominated in terms of 44 and 46 ("nominees") in alphabetical order but shall contain no reference to the member who nominated or seconded each nominee.

48 The company shall send each member the nomination list together with a curriculum vitae of each nominee not less than ten clear business days before the forthcoming meeting.

49 Each member shall be entitled to select from the nomination list no fewer and no more nominees than the number of annual vacancies, failing which the selection of that member shall not be taken into account for the purposes of 50 and 51. Nomination lists shall be deposited at the office not less than twenty-four hours before the forthcoming meeting.

50 Each nominee who has been selected by a member ("specified member") in accordance with the provisions of 49 shall be awarded a number of points equal to the number of votes to which the specified member is entitled in terms of 21, as the case may be.

51 The company shall procure that the company secretary or, if the managing director so determines, an independent auditing firm selected by the managing director shall count the aggregate number of points awarded to each nominee in terms of 50.

52 Following the counting of points in terms of 51, the annual vacancies within the chambers shall be filled by the appointment of chamber members in accordance with the following -

52.1 the open membership schemes' constituency nominees who have been awarded the highest number of points in terms of 50 shall fill such number of the annual vacancies as are necessary to ensure that nine seats on the relevant chamber are filled: provided that no more than one official or employee of any one open membership scheme shall occupy a seat in that chamber at any time; and

52.2 the restricted membership schemes' constituency nominees who have been awarded the highest number of points in terms of 50 shall fill such number of the annual vacancies as are necessary to ensure that nine seats on the relevant chamber are filled, provided that no more than one official or employee of any one restricted membership scheme shall occupy a seat in that chamber at any time; ; and

52.3 the administrators' constituency nominees who have been awarded the highest number of points in terms of 50 shall fill such number of annual vacancies as are necessary to ensure that nine seats on the relevant chamber are filled, provided that no more than one official or employee of any one administrator shall occupy a seat in that chamber at any time; ;

provided that -

52.4 to the extent that two or more nominees receive an equal number of points, their eligibility to fill an annual vacancy in terms of 52.1 shall be determined by lot;

52.5 if points have been awarded to a number of nominees which is less than the number of annual vacancies to be filled in terms of this 52.1, the number of nominees to be appointed shall be such lesser number.

53 The nominees referred to in 52 shall be chamber members with effect from the date of the general meeting at which their election is announced. Notwithstanding the provisions of 47 to 53, if the number of nominees for election is less than the number of vacancies to be filled in terms of 52, all such nominees shall be chamber members with effect from the date of the next general meeting and the chamber members in office in the relevant category of seats on the board after such appointment, shall appoint such further chamber members as may be necessary to fill the remaining vacancies within that category, provided that the provisions of 56 shall apply, mutatis mutandis, to a chamber member appointed by a chamber in terms of this 53.

54 At the general meeting at which the election of chamber members is announced, chamber members shall elect the board of directors in accordance with the provisions of 40 and in terms of the following -

54.1 each chamber member shall have one vote whether voting is on a show of hands or by a poll;

54.2 a nomination shall be by a member entitled in terms of these articles to nominate a candidate for a particular seat on the board and shall be seconded by any other member entitled in terms of these articles to nominate a candidate for that same seat;

54.3 each chamber member shall be entitled to select from the nomination list no fewer and no more nominees than the number of annual vacancies, failing which the selection of that member shall not be taken into account for the purposes

55 The board shall after the first general meeting of the company and after each annual general meeting elect a chairperson and vice-chairperson from the directors by a show of hands, or if any director so requires, by a secret ballot.

S210
S211
S212 56 The relevant directors shall have the power, from time to time, to appoint an appropriate person as a director, to fill a vacancy on the board provided that -

56.1 the total number of directors shall not at any time exceed the maximum number fixed by or in accordance with these articles;

56.2 each director appointed in terms of this 56 shall, in addition to the directors retiring in terms of 41, retire from office at the conclusion of the next annual general meeting, unless such director is the managing director, in which case the provisions of 56.3 shall apply;

- 56.3 if such director is the managing director, such director shall not retire at the conclusion of the next annual general meeting but his/her appointment as a director shall cease when he/she ceases to be managing director for any reason.
- 56.4 notwithstanding the provisions of this 56 (but subject to 56.3), if a vacancy arises after the notice referred to in 43 is issued which, unless filled in terms of this 56, will result in the number of annual vacancies exceeding that specified in such notice in terms of 43.3, a director appointed in terms of this 56 to fill such vacancy before the forthcoming meeting referred to in 43 shall not retire at the conclusion of such forthcoming meeting but shall retire at the first annual general meeting following such meeting;
- 57 The continuing directors may act, notwithstanding any vacancy in their number, but if and for so long as their number is reduced below eleven, the continuing directors may act only to increase the number of directors to seventeen.
- 58 No director other than the managing director shall be paid any remuneration for his or her services as such.
- 59 The directors may be paid any travelling, subsistence and other expenses properly incurred by them in the execution of their duties in or about the business of the company and which are authorised or ratified by a disinterested quorum of directors.

POWERS AND DUTIES OF THE DIRECTORS

- 60 Subject to any limitation imposed by these articles, the management of the business and the control of the company shall be vested in the board of directors who, in addition to and without limitation of the powers expressly conferred upon them by the Companies Act or these articles, -
- 60.1 may constitute committees in terms of 64 and 71 and appoint chairpersons for such committees;

- 60.2 may exercise or delegate to any one or more persons all such powers and do or delegate to any one or more persons or the committees referred to in 60.1 the doing of all such acts (including the right to sub-delegate) as may be exercised or done by the company and are not in terms of the Companies Act or by these articles expressly directed or required to be exercised or done by a general meeting, subject, nevertheless, to that management and control -
- 60.2.1 not being inconsistent with; and
- 60.2.2 being in compliance with,
- any resolution passed by a general meeting. No such resolution passed by a general meeting shall invalidate any prior act of the directors or any delegatee;
- 60.3 may finally resolve disputes between the chambers that cannot be resolved between the chambers inter se and shall;
- 60.4 must take into consideration the views and recommendations of the chambers on matters concerning their constituencies when making board decisions;
- 60.5 ensure the integrity, credibility and sustainability of the company;
- 60.6 may not veto the expression within BHF of the views or position of any chamber on matters relating to the interests of that chamber's constituency;
- 60.7 ensure that its functions in terms of these articles are carried out in a manner that equally serves the interests of all of its members and associate members;
- 60.8 implement and effect corporate governance of the company;

- 60.9 make determinations in respect of policies and processes relating to the structuring, financing and staffing of the company.

INTEREST OF DIRECTORS

- S234
to
S241 61 Subject to compliance with the provisions of the Companies Act, a director shall not be liable (in the absence of any agreement to the contrary) to account to the company for any profit or other benefit arising out of any contract entered into by the company in which he or she is directly or indirectly interested.

- S234
S235
S237 62 A director shall, if he or she has, in accordance with the Companies Act, disclosed his or her interest (if it is material) in the relevant contract or arrangement -

- 62.1 be counted in a quorum for the purpose of a meeting of directors at which he or she is present to consider any matter; and

- 62.2 recuse himself or herself from discussions or voting relating to the matter relating to any existing or proposed contract or arrangement in which he or she is interested, other than a contract or arrangement regulating his or her holding of an office or place of profit under the company or a subsidiary of the company.

DISQUALIFICATION OF DIRECTORS

- S213
S218
S219 63 A director shall cease to hold office as such if he -
- 63.1 is prohibited from being or is removed as or is disqualified from acting as a director of a company in terms of the Companies Act;
- 63.2 gives notice to the company of his or her resignation as a director with effect from the date of, or such later date as is provided for in, such notice;

- 63.3 absents himself from meetings of directors for two or more consecutive meetings of the board, without the leave of the other directors, and they resolve that his office shall be vacated;
- 63.4 occupies a seat on the board that has been allocated either to the restricted membership schemes' constituency, open membership schemes' constituency or administrators' constituency and ceases to be an official or employee of a member of the relevant constituency;
- 63.5 is given notice, signed by members holding in the aggregate more than 50% of the total voting rights on a poll of all members then entitled to vote on a poll at a general meeting, of the termination of his appointment.

EXECUTIVE COMMITTEE

- 64 The executive committee shall comprise -
- 64.1 four directors (one of which shall be the managing director) who shall be appointed by the board; and
- 64.2 the chairperson and deputy-chairperson of the board from time to time who shall also be the chairperson and deputy-chairperson of the executive committee.
- 65 The term of office of each executive committee member shall commence on the appointment by the board of such executive committee member and shall, subject to 67 terminate at the next annual general meeting, provided that should the appointment of an executive committee member terminate prior to the next annual general meeting, the remainder of such executive committee member's term of office shall be served by another board member appointed by the board.
- 66 Any executive committee member may, for so long as he or she remains a director, be re-appointed by the board at the end of his or term of office.

67 The appointment of an executive committee member shall terminate if he or she -

67.1 ceases to be a director; or

67.2 resigns or is removed from office on the executive committee by the board.

68 The executive committee shall be responsible for the day to day management of the business of the company within the policy determined by the board of directors and shall have all such powers as may be delegated to it by the board and/or may be necessary to carry out its duties in terms of 70.

69 No member of the executive committee, other than the managing director, shall be entitled to any remuneration in respect of any service(s) rendered by that member in his or her capacity as a member of the executive committee.

DUTIES OF THE EXECUTIVE COMMITTEE

70 Unless otherwise determined by the board, the executive committee shall have the following duties -

70.1 to cause budgets to be prepared for approval by the board;

70.2 to determine the manner in which applications for membership of the company by prospective members shall be submitted to it;

70.3 to consider applications for new membership of the company and make recommendations thereon to the board;

70.4 to recommend to the board annual subscriptions to be paid by members from time to time;

70.5 at the request of the board, to make recommendations to the board regarding the appointment of an auditor or auditors;

- 70.6 to invest all moneys of the company which are not required to meet current charges upon the company;
- 70.7 to prepare, for approval by the directors, the annual directors report in accordance with the provisions of the Companies Act;
- 70.8 at the request of the board, to make recommendations to the board on guidelines on benefits, revise and/or amend those guidelines in accordance with any mandate given by the board, investigate queries received by the company on and give interpretations of the guidelines in force from time to time, and co-ordinate consultations with suppliers of healthcare services;
- 70.9 to always act within the mandate of the Board; and
- 70.10 to do all other things as may be delegated to it by the board.

SPECIAL AND STANDING COMMITTEES

- 71 The board shall, in consultation with the managing director, appoint whatever standing and/or special committees it deems necessary, which committees shall have the powers given and duties delegated to it by the board. Such committees shall consist of such persons as the board thinks fit.
- 72 The chairperson of each committee shall be appointed by the board.
- 73 Each standing committee shall be entitled to appoint any person as an additional member of such committee.
- 73.1 The appointment of a committee member shall terminate if he/she -
- 73.1.1 being a director, ceases to be a director; or
- 73.1.2 resigns or is removed from such committee by the board.

74 Each special committee shall terminate upon completion of the task delegated to it, to the satisfaction of the board.

75 No member of any committee shall be entitled to any remuneration in respect of any service(s) rendered by that member in his or her capacity as a member of that committee.

PROCEEDINGS OF MANAGEMENT BODIES, COMMITTEES AND CHAMBERS

76 Each of the management bodies and the chambers shall meet as often as such body deems necessary, provided that meetings of the board and each chamber shall occur at least twice a year and meetings of the executive committee shall occur as frequently as the board may from time to time prescribe.

77 The members of the respective management bodies and chambers may -

77.1 meet, adjourn and otherwise regulate their meetings as they think fit and any member of such management body or chamber shall be entitled to convene or require the managing director or secretary of the company to convene a meeting of such management body or chamber;

77.2 determine what notice shall be given of their meetings and the means of giving that notice, provided that any such prior determination may be varied, depending on the circumstances and reasons for the meeting in question.

78 The notice convening any meeting of a management body or chamber shall include an agenda.

79 Unless otherwise determined by the company in general meeting, or by a meeting of the relevant management body or chamber (at which all the members of such management body or chamber are present), the quorum necessary for the transaction of the business of the relevant management

body or chamber shall be a majority of the members of such management body or chamber for the time being in office.

80 At any meeting of a management body, the chairman of the directors, or if he/she is not present or willing to act as such, the deputy chairman shall act as chairman. If neither the chairman nor the deputy chairman is present, the members of the management body present at the meeting shall choose one of their number to be chairman of the meeting.

81 Members of a management body or chamber may participate in and act at any meeting of such management body or chamber through the use of a conference telephone or other communication equipment by means of which all persons participating in the meeting can hear each other at approximately the same time. Such participation by members of the management body or chamber shall constitute attendance and presence in person at the meeting.

82 Any standing or special committee appointed by the board ("committee") and any chamber shall meet at the times and places that it determines in consultation with the managing director, and shall determine its own provisions relating to its notices and agendas. A quorum for any meeting of any committee shall be determined by the board, from time to time.

DECISIONS AND MINUTES OF THE MANAGEMENT BODIES AND COMMITTEES

83 A decision on any matter by the management bodies or chambers shall be taken by a two-thirds majority of the votes of the members of such body present at the meeting concerned.

84 A decision by any standing or special committee on any matter shall be taken by a simple majority of the votes of the members of such committee present at the meeting concerned.

85 Subject to the provisions of the Companies Act, a resolution in writing and signed by all members of a management body, committee or chamber shall be as valid and effective as if it had been passed at a duly constituted meeting of

that management body, committee or chamber. Any such resolution may consist of several documents, each of which may be signed by one or more of the members of the relevant management body, committee or chamber and shall be deemed to have been passed on the day on which it was signed by the last member of the management body or committee concerned who signed it (unless a statement to the contrary is made in that resolution).

86 A resolution by a chamber is binding only upon that chamber and does not affect the other chambers, the management body or the committees.

87 Minutes of every meeting of each management body, committee and chamber shall be kept by the company, and each decision shall be reflected in those minutes.

MANAGING DIRECTOR

88 The directors may from time to time appoint a person as a managing director of the company, on such terms and conditions as to remuneration and otherwise as may be determined from time to time by disinterested quorum of the directors, provided that the appointment of a managing director shall, without prejudice to any claim of any nature whatever which any such director may have against the company, cease if for any reason he or she ceases to be a director. A director so appointed shall not, while holding such office, be subject to retirement by rotation in terms of 41, or taken into account in determining the rotation of retirement of directors in terms of 41.

89 The managing director shall be responsible for the efficient administration of the affairs of the company and shall be directly accountable to the board.

90 In addition to such duties as the board may delegate to the managing director from time to time, the managing director shall be responsible for ensuring that -

90.1 minutes are kept of all meetings;

- 90.2 all documents and records relating to the affairs of the company are maintained and retained;
- 90.3 proper and adequate books of account are kept to record correctly the financial affairs of the company;
- 90.4 annual financial statements are drawn up, audited and approved by the company in accordance with the provisions of the Companies Act; and
- 90.5 copies of the audited annual financial statements are sent to each member together with a notice of each annual general meeting in accordance with the provisions of the Companies Act.

CHAMBERS

- 91 Three chambers are hereby created within BHF one in respect of the administrators' constituency, one in respect of the open membership schemes' constituency and one in respect of the restricted memberships schemes' constituency, and shall be constituted in terms of the following –
- 91.1 the nomination of candidates for chamber members, shall be mutatis mutandis in accordance with the provisions of 41, 43, 44, 47,48 and 49 which shall be read in the context of this clause 91 and interpreted accordingly, and in accordance with the balance of the provisions of this clause 91, to the extent applicable.
- 91.2 nominees for chamber members in respect of any chamber, may only be nominated from the ranks of the constituency in respect of the chamber concerned. Voting on a poll in the election of chamber members shall be in terms of the table in 21.1 provided that only one official or employee of any one member may occupy a seat in a chamber at any time.
- 91.3 elections in respect of the chamber members shall take place annually, and the results shall be announced at the annual general meeting of the company, provided that a chamber member may stand for re-election subject to the provisions of 93 and to the following conditions -

91.3.1 the administrators constituency shall elect no more than nine chamber members to the chamber created in respect of such constituency;

91.3.2 the open membership schemes' constituency shall elect no more than nine chamber members to the chamber created in respect of such constituency

91.3.3 the restricted membership schemes' constituency shall elect no more than nine chamber members to the chamber created in respect of such constituency;

provided that if there are nine or fewer nominees in respect of any chamber, all of those nominees shall be deemed to have been elected to such chamber subject to the provisions of 91.3.

91.4 A chamber must consist of at least six chamber members. Should the nominees in respect of a chamber be fewer than six the company shall, by notice in writing to the relevant members not less than thirty clear business days before the forthcoming meeting, call for further nominations from the category of persons stipulated in this 91 in order to make up the requisite numbers referred to in this 91.3.

91.5 A chamber must elect a chairperson and deputy chairperson from among its number provided that such persons may only hold office for a period of one year at a time but shall be eligible for re-election.

FUNCTIONS OF THE CHAMBERS

92 Each chamber shall fulfil the following functions on behalf of its constituency -

92.1 the crystallisation and articulation of views, positions or recommendations as appropriate regarding legislative, policy and business issues affecting its constituency's interests;

- 92.2 subject to the provisions of these articles ensure that the views and positions of their respective constituencies are adequately represented at the level of government and to other stakeholders within the health sector provided that a chamber may only interact directly with external bodies, including government, once it has exhausted all available channels within the company to express its views.
- 92.3 making recommendations to the board on issues of corporate governance of BHF in order to improve or strengthen the functioning of the company;
- 92.4 meeting with chamber members of the other two chambers to discuss matters of mutual common interest and to resolve conflicting views or conflicts of interest in order to maintain internal consistency within BHF as far as reasonably possible;
- 92.5 advising and making recommendations to the board on matters affecting the constituency of that chamber;
- 92.6 with the prior approval of the board, which may not be unreasonably withheld, responding to press releases or media reports on matters affecting the constituency represented by the chamber concerned provided that a chamber shall not issue a press release unless it has exhausted all available channels within the company to express its views ;
- 92.7 creating a body of knowledge within the company relating to the interests, concerns and positions of its constituency in order to ensure continuity and consistency in the services rendered by the company to its members;
- 92.8 abiding by, supporting and implementing decisions of the board relating to it;
- 92.9 referring to the board a dispute with another chamber that cannot be resolved between the relevant chambers inter se;

- 92.10 it is recorded that no chamber shall be in a position to veto the views or position of any other chamber on any matter relating to the interests of the constituency represented by the latter chamber.

DISQUALIFICATION OF CHAMBER MEMBERS

- 93 A chamber member shall cease to hold office as such if he –
- 93.1 fails to attend two consecutive meetings of that chamber without the leave of the chamber;
- 93.2 ceases to be a director or employee of a member of BHF;
- 93.3 resigns or is removed by a two thirds majority vote of that chamber on one or more of the following grounds -
- 93.4 persistent disruption of meetings of the chamber; or
- 93.5 conduct intended to undermine the performance by the chamber of its functions; or
- 93.6 unauthorised disclosure of the nature of confidential proceedings, discussions, debates or information acquired by virtue of his membership of the chamber; or
- 93.7 persistent failure to carry out such tasks assigned by the chamber as are necessary for the performance of its functions; or
- 93.8 criminal conduct involving dishonesty; or
- 93.9 conduct that brings BHF into disrepute.

FUNDING

- 94 The following membership fees shall be payable to the company/-

- 94.1 a member, excluding an associate member shall pay an annual fee per subscribing member of that scheme member, or per subscribing member administered in the case of an administrator member, on the basis that the board -
- 94.1.1 shall, in accordance with the bands indicated in the table in 21.1, determine the fee per subscribing member or subscribing member administered, as the case may be, from time to time;
- 94.1.2 may fix a minimum fee payable per subscribing member or subscribing member administered;
- 94.1.3 shall be entitled to require a scheme member or administrator member to furnish the board with a certificate by the auditors of such scheme member or administrator member reflecting the underlying subscribing membership or subscribing membership administered of such scheme member or administrator as the case may be;
- 94.2 provided that for the purposes of calculating the aggregate membership fees payable in any year by a scheme member in terms of 94.1, the number of subscribing members of each scheme member and the number of subscribing members administered by each administrator member shall be determined as at 31 December of the previous year; and
- 94.3 an associate member shall pay such annual membership fees as may be determined by the board from time to time.
- 95 The board shall be entitled, upon good cause shown by a member, to reduce or waive any membership fee payable by that member.
- 96 Each member shall pay its membership fees to the company at such time or times and on such terms as the board may determine.
- 97 The board may levy any additional contributions from members that it may deem necessary.

DISTRIBUTION OF INCOME

- 98 No part of the income or property of the company shall be distributed to its members, and the same shall be applied solely towards the pursuit of the company's objects, provided that this article shall not be construed as prohibiting the payment of expenses to directors as provided for in 59 or the payment of the managing director's reasonable remuneration.

WINDING UP

- S342 99 If the company is wound up (whether voluntarily or compulsorily) or deregistered or dissolved, the assets remaining after payment of the liabilities of the company and the costs of winding up shall be given or transferred to some other company or institution or companies or institutions having objects similar to the main object of the company, to be determined by the members of the company at or before the time of its dissolution or, failing such determination, by the Court.

INDEMNITY

- S247
S248 100 Every director, manager, secretary and other officer of the company shall be indemnified out of the company's funds against all liability incurred by him or her in defending any proceedings (whether civil or criminal) arising out of any actual or alleged negligence, default, breach of duty or breach of trust on his/her part in relation to the company in which judgment is given in his/her favour or in which he/she is acquitted or in connection with any matter in which relief is granted to him/her by the Court in terms of the Act.
- 101 Without limiting any of the powers of the company in terms of its memorandum of association, these articles or the Companies Act, it is recorded that the board shall be entitled from time to time to take out and maintain, at the company's cost, directors' and officers' insurance in respect of any director and/or officer of the company.

NOTICES

- 102 Subject to the provisions of these articles, any notice which is required to be given to members or directors shall be in writing and may be given to any member or director -
- 102.1 who has notified the company of his electronic mail address or telefacsimile number for this purpose, by sending such notice by electronic mail or telefacsimile, as the case may be, to such address or telefacsimile number, as the case may be; or
- 102.2 by delivery to -
- 102.2.1 a member at its address shown in the register of members;
- 102.2.2 a director at his or her business address shown in the directors' register;
- 102.3 by sending it through the post, properly addressed, to -
- 102.3.1 a member at its address shown in the register of members;
- 102.3.2 a director at his or her postal address shown in the directors' register.
- 103 A member may by notice require the company to record an address within the Republic of South Africa (as it is constituted from time to time) which shall be deemed to be its address for the purpose of the service of notices.
- 104 Every such notice shall be deemed, until the contrary is proved, to have been received, if it is -
- 104.1 delivered, on the date on which it is so delivered;
- 104.2 sent by post, on the date on which it is posted;

- 104.3 sent by telefacsimile, on the date of successful transmission thereof;
- 104.4 sent by electronic mail, on the day on which it was so sent.
- 105 When a given number of days' notice or notice over any period is required to be given, the date on which it is deemed to be received shall not be counted in such number of days or period.
- 106 The omission to give notice of a general meeting, regional meeting or of a meeting of directors to or the non-receipt of, or delay in transmission through the post, by telefacsimile or by electronic mail of, any such notice by or to any member or director, as the case may be, shall not invalidate any resolution passed at any such meeting provided that there is unequivocal proof that due and proper notice of the meeting was given .

