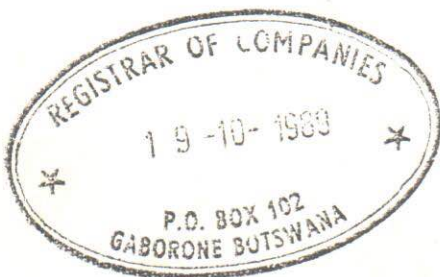


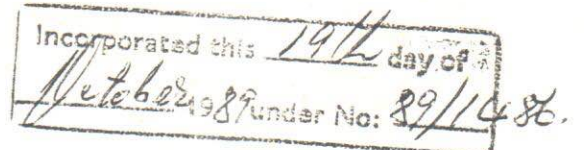
MEMORANDUM

and

ARTICLES OF ASSOCIATION



of



CRESCENT SCHOOL

  
REGISTRAR OF COMPANIES  
BOTSWANA

COMPANIES ACT NUMBER 42:01 OF 1975

COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

of

CRESCENT SCHOOL

1. The name of the Company is -

CRESCENT SCHOOL

2. The objects for which the Company is established are -

- (a) (i) To manage a school which will be open to boys and girls of all races and nationalities and faiths.
- (ii) To promote the highest academic standard of which each pupil is capable and endeavour to encourage the personal qualities of tolerance, compassion, humility, initiative, honesty and leadership.
- (iii) To receive fees, donations and other income and make disbursements for the running of the school and furtherance of its objectives.
- (iv) To own lease and dispose of fixed and movable property for the purpose of the Company and accommodation of staff and pupils.
- (v) To borrow funds in need against bonds or debentures over the property of the company, and invest any surpluses at the discretion of the council.
- (vi) To carry on business of booksellers caterers sports dealers and any similar activity for the benefit of students and staff.
- (vii) To perform any other act within the Laws of the Republic of Botswana in furtherance of the objectives above.

for the furtherance of the above mentioned objects, the Company shall have the following ancilliary objects -

- (i) To purchase, take on lease or in exchange, hire or otherwise acquire any immovable and movable property which may be deemed necessary or convenient for any of the purposes of the company;
- (ii) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Association;

cont'd/.....

- (iii) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company, in the shape of donations, annual subscriptions or otherwise;
- (iv) To print and publish any newspapers, periodicals, books or leaflets that the company may think desirable for the promotion of its objects;
- (v) To borrow and raise money in such manner as the Company may think fit;
- (vi) To invest the monies of the Company not immediately required for its purposes in Government or municipal securities or in an interest bearing account in a banking institution or building society;
- (vii) To establish and support, and to aid in the establishment and support of, any other companies formed for all or any of the objects of this Company.
- (viii) To transfer all or any part of the property, assets, liabilities and engagements of this Company to any one or more of the companies, institutions, societies or associations with which this Company is authorised to amalgamate;
- (ix) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

cont'd/.....

- (b) To open and operate banking accounts and to draw, make, accept, endorse, discount, negotiate, execute and issue and to buy, sell and deal in bills of exchange, promissory notes, bills of lading, debentures, warrants and other negotiable or transferable instruments, and in particular Hire Purchase Agreements, Instalment Sale Agreements, and all other forms of Agreement whereby merchandise or other movable or immovable property is sold or leased to a purchaser or lessee on credit;
  - (c) To procure the Company to be incorporated, registered or recognised in any part of the world;
  - (d) To pay all expenses of and incidental to the registration and promotion of the Company and of any subsidiary company or companies and to remunerate any parties for services rendered or to be rendered by any person or assisting in this, in cash or otherwise howsoever.
3. THE liability of the members is limited.
4. THE income and property of the Company, whencesover derived, shall be applied solely towards the promotions of the objects of the Company as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Company.
- (a) "No part of the funds of the Company shall be remitted beyond the borders of Botswana, except in payment for supplies or for services the value of which accrues to persons ordinarily resident in Botswana;

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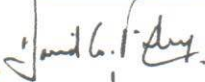

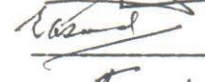


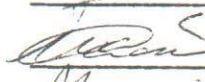
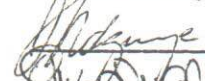
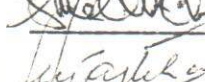
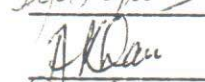





- (b) The Company shall not support with its funds any objects, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction, or conditions which, if an object of the Company, would make it a Trade Union;
- (c) No part of the funds or assets of the Company shall be made over, either voluntarily or compulsorily, to any institution which has not been approved under the Societies Act, or formed or approved in pursuance of some other law in force in the Republic of Botswana"


PROVIDED THAT nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Company, or to any member thereof, in return for any services actually rendered to the Company.

5. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any properties whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Company to be determined by the members of the Company at or before the time of dissolution and in default thereof by the Minister.
6. Every founder member of the school undertakes to contribute to the assets of the company in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company, contracted before he ceased to be a member, and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding the amount listed below or given in writing by a new guarantee acceptable to the board.
- .....

We, the several persons whose names, address and occupations are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association -

SIGNATURES	FULLNAMES	ADDRESSES	OCCUPATIONS	GUARANTEE FOR
	Botswana Meat Commission	Box 400 Lobatse	Manager	P10,000.00
	Bank Of Credit & Commerce	Box 381 Lobatse	Manager	P10,000.00
	Lobatse Cash Store	Box 2 Lobatse	Director	P10,000.00
	Wayside Supermarket	Box 65 Lobatse	Director	P10,000.00
	Dada Motors.	Box 163 Lobatse	Director	P10,000.00
	Fashion Centre	Box 302 Lobatse	Director	P 5,000.00
	K & N. Furnishers	Box 6 Lobatse	Director	P 5,000.00
	Dr. Ndzingo I.T.	P/Bag 00336 Gabs	Principal Vet.	P 5,000.00
	T.F. Machacha	Box 400 Lobatse	Manager	P 5,000.00
	Pakistan Trading	Box 6 Lobatse	Director	P 5,000.00
	O & B Trading	Box 123 Lobatse	Director	P 5,000.00
	Ebrahim Investments	Box 15 Lobatse	Director	P 5,000.00

D EED AT LOBATSE ON THIS 19th DAY OF OCTOBER, 198 9

Signature .....

Full Names .MAGDALINE.MODONGO.....

Occupation .SECRETARY.....

Address ..... P. O. BOX 367, LOBATSE.



ARTICLES OF ASSOCIATION OF CRESCENT SCHOOL A COMPANY LIMITED  
BY GUARANTEE

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Interpretation

1. In these articles :-

"Act" means the Companies Act (Chapter 42:01)  
"bursar" means any person appointed to perform the duties of the secretary of the company (hereinafter called the "school")

Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the company.

Members

2. The school shall have two (2) classes of members all of whom shall have a vote as defined in paragraph 20 and shall be as of right be able to attend and speak at meetings of the school. Classes of membership shall be: Founder Members and Parent Members.
3. (a) Founder Members shall be the subscribers to the memorandum of association and any other persons or body corporate will be accepted as a founder member on written application to the council and written consent of a majority of the founder members by value of guarantee given to the school.
- (b) Parent Members shall be the members of the **Crescent** Parent-Teachers Association.

General Meetings

4. The school shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months elapse between the date of one annual general meeting of the school and that of the next:

Provided that so long as the school holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the councillors shall appoint.



5. All general meetings other than annual general meetings shall be called extraordinary general meetings.
6. (1) The councillors may, whenever they think fit, convene an extraordinary general meeting.
- (2) Extraordinary general meeting may also be convened by requisition by members of the school representing not less than one quarter of the total voting rights of either class of members having at the said date the right to vote at a general meeting of the school. The councillors shall then within twenty-one days of the deposit of such requisition issue a notice to members convening an extraordinary general meeting for a date not less than fourteen nor more than twenty-eight days from the date of the notice.
- (3) The requisition shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the registered office of the school and may consist of several documents in like form each signed by one or more requisitionists.

#### Notice of General Meeting

7. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the school other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is given, and shall specify the place, the day and the hour of the meeting and in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the school in general meeting, to such persons as are, under the articles of the school, entitled to receive such notices from the school.

Provided that a meeting of the school 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:-

- (i) In the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (ii) In the case of any other meeting, by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.
8. 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 at that meeting.



Proceedings at General Meetings

9. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the councillors and auditors, the election of councillors in the place of those retiring and the appointment of and the fixing of the remuneration, if any, of the auditors.
10. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided three members present in person shall be a quorum.
11. If within half an hour from the time appointed for the 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 to such other time and place as the councillors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
12. The chairman, if any, of the board of councillors shall preside as chairman at every general meeting of the school, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the councillors present shall elect one of their number to be chairman of the meeting.
13. If at any meeting no councillor is willing to act as chairman or if no councillor is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
14. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, 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 for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. 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.
15. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
  - (a) by the chairman;
  - (b) by at least three founder members present in person or by proxy; or
  - (c) by any members present in person or by proxy and representing not less than one quarter of the total voting rights of all the members having the right to vote at the meeting.



Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the school 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.

The demand for a poll may be withdrawn.

16. Except as provided in article 18, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
17. In the case of an equality of votes, by a show of hands, the chairman of the meeting at which the show of hands takes place, shall be entitled to a second or casting vote.
18. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
19. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held.

#### Votes of Members

20. Every member shall have one vote save on the requisitioning of an extraordinary general meeting or passing special resolution under 56) or on the appointment of a councillor (under S31) each founder member shall have one vote for every complete one hundred pula in guarantee capital in the school to a maximum of twenty-five votes.
21. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in insanity, may vote, whether on a show of hands or on a poll, by his curator bonis or any other person appointed by that court and any such curator bonis or other person may, on a poll vote by proxy.
22. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the school have been paid.



23. On a poll votes may be given either personally or by proxy.

24. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, whether under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the school.

25. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the school or at such other place within Botswana as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in the default the instrument of proxy shall not be treated as valid.

26. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"I/We ..... of .....  
being a member/members of the above named school, hereby  
appoint ..... of .....  
or failing him ..... of .....  
as my/our proxy to vote for me/us on my/our behalf at the  
(annual or extraordinary, as the case may be) general meeting  
of the school to be held on the ..... day of  
..... 19 ....., and at any adjournment thereof.  
Signed this ..... day of ..... 19 ... "

27. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"I/We ..... of .....  
being a member/members of the above named school, hereby  
appoint ..... of .....  
or failing him ..... of .....  
as my/our proxy to vote for me/us on my/our behalf at the

(annual or extraordinary, as the case may be) general meeting of the school to be held on the ..... day of ..... 19 ....., and at any adjournment thereof Signed this ..... day of ..... 19 ...

\* in favour of

This form to be used \_\_\_\_\_ the resolution

\* against

Unless otherwise instructed the proxy will vote as he thinks fit.

\* Strike out whichever is not desired.

28. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

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

#### Corporations Acting by Representatives at Meetings

30. Any corporation which is a member of the School may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the school, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the school.

#### Councillors

31. The number of councillors shall be nine, four elected by the founder members, four elected by the parent members and one appointed by the Minister of Education. Should the parent members fail to elect four councillors, the founder members shall nominate four parents to fill the vacancies.

32. There shall be no remuneration for councillors.

#### Borrowing Powers

33. The councillors may exercise all the powers of the school to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the school or of any third party.

#### Powers and Duties of Councillors

34. The business of the school shall be managed by the councillors who may pay all expenses incurred in promoting and registering



The school and may exercise all such powers of the school as are not, by the Act or by these articles, required to be exercised by the school in general meeting, subject nevertheless to the provisions of the Act or these articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the school in general meeting; but no regulation made by the school in general meeting shall invalidate any prior act of the councillors which would have been valid if that regulation had not been made.

35. The councillors may from time to time and at any time by power of attorney appoint any school, firm or person or body of persons whether nominated directly or indirectly by the councillors, to be the attorney or attorneys of the school for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the councillors under these articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the councillors may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
36. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the school, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the councillors shall from time to time by resolution determine.
37. The councillors shall cause minutes to be made in books provided for the purpose of:-  
(a) all appointments of officers made by the councillors;  
(b) the names of the councillors present at each meeting of the councillors and of any committee of the councillors;  
(c) all resolutions and proceedings at all meetings of the school and of the councillors, and of committees of councillors,  
and every councillor present at any meeting of councillors or committee of councillors shall sign his name in a book to be kept for that purpose.

#### Disqualification of Councillors

38. The office of councillors shall be vacated if the councillor:-  
(a) without the consent of the company in general meeting holds any other office of profit under the school;  
(b) becomes insolvent or makes any arrangement, assignment or composition with his creditors generally;  
(c) becomes prohibited from being a councillor by the terms of section 144 of the Act or by reason of an order made under section 300 of the Act;  
(d) becomes of unsound mind;  
(e) resigns his office by notice in writing to the school;  
(f) ceases to be a councillor by virtue of section 143 of the Act;  
(g) is directly or indirectly interested in any contract with the school and fails to declare the nature of his interest in manner required by section 157 of the Act; or  
(h) is removed in terms of section 146 of the Act.



A councillor shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

#### Rotation of Councillors

39. At the first annual general meeting of the school all the councillors shall retire from office and at the annual general meeting in every subsequent year one half of the councillors for the time being, except the one councillor appointed from time to time by the Minister of Education.
40. The councillors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became councillors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
41. A retiring councillor shall be eligible for re-election.
42. The school at the meeting at which councillors retire in manner aforesaid may fill the vacated office by electing a person thereto by majority of founder or parent members as appropriate, and in default the retiring councillor shall, if offering himself for re-election, be deemed to have been re-elected unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such councillor shall have been put to the meeting and lost by a majority of founder or parent members as appropriate.
43. No person other than a councillor retiring at the meeting shall, unless recommended by the councillors, be eligible for election to the office of councillor at any general meeting unless, not less than three or more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the school notice in writing, signed by a member fully qualified to attend and vote for the appropriate category of councillor at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.
44. The councillors shall have power at any time, and from time to time, to appoint any person to be a councillor, either to fill a casual vacancy but so that the total number of councillors shall not at any time exceed the number fixed in accordance with these articles. Any councillor so appointed shall hold office only until the next following annual general meeting,



and shall then be eligible for re-election, but shall not be taken into account in determining the councillors who are to retire by rotation at such meeting.

45. The school may by special resolution, of which special notice has been given in accordance with section 107 of the Act, remove any councillor before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the school and such councillor.

#### Proceedings of Councillors

46. The councillors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A councillor may, and the bursar on the requisition of a councillor shall, at any time summon a meeting of the councillors. It shall not be necessary to give notice of a meeting of councillors to any councillor for the time being absent from Botswana.
47. The quorum necessary for the transaction of the business of the councillors may be fixed by the councillors, and unless so fixed shall be two, one of whom shall be appointed by founder members and another by parent members.
48. The continuing councillors 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 the articles of the school as the necessary quorum of councillors, the continuing councillors or councillor may act for the purpose of increasing the number of councillors to that number, or of summoning a general meeting of the school, but for no other purpose.
49. The councillors may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the councillors present may choose one of their number to be chairman of the meeting.
50. The councillors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the councillors.
51. A committee may elect a chairman of its meeting; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the

same, the members present may choose one of their number to be chairman of the meeting.

52. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

53. All acts done by any meeting of the councillors or of a committee of councillors, or by any person acting as a councillor, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such councillor or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a councillor.

54. A resolution in writing, signed by all the councillors for the time being entitled to receive notice of a meeting of the councillors, shall be as valid and effectual as if it had been passed at a meeting of the councillors duly convened and held.

#### Bursar

55. The bursar shall be appointed by the councillors for such term, at such remuneration, if any, and upon such conditions as they may think fit; and any bursar so appointed may be removed by them.

56. A provision of the Act or these articles requiring or authorising a thing to be done by or to a councillor and the bursar shall not be satisfied by its being done by or to the same person acting both as councillor and as or in place of the bursar.

#### The Seal

57. The school shall have no seal.

#### Accounts

58. The councillors shall cause proper books of account to be kept with respect to :-



- (a) All sums of money received and expended by the school and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the school; and
- (c) the assets and liabilities of the school.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the school's affairs and to explain its transactions.

- 59. The books of account shall be kept at the registered office of the school, or subject to section 112 (3) of the Act, at such other place or places as the councillors think fit, and shall always be open to the inspection of the councillors.
- 60. The councillors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the school or any of them shall be open to the inspection of members not being councillors, and no member (not being a councillor) shall have any right of inspecting any account or book or document of the school except as conferred by statute or authorised by the councillors or by the school in general meeting.
- 61. The councillors shall from time to time in accordance with section 113, 114, and sections 116 to 119 of the Act cause to be prepared and to be laid before the school in general meeting such profit and loss accounts, balance sheets, and reports as are referred to in those sections.
- 62. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the school in general meeting, together with a copy of the auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures, of the school.

Provided that this article shall not require a copy of those documents to be sent to any person of whose address the school is not aware or to more than one of the joint holders of any debentures.

#### Audit

- 63. Auditors shall be appointed and their duties regulated in accordance with sections 122 to 124 of the Act.

Notices

64. A notice may be given by the school to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within Botswana) to the address, if any, within Botswana supplied by him to the company for the giving of notice to him. Where a notice is sent by post, service of the notice

shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of ten days after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

- (a) Every member except those members who (having no registered address within Botswana) have not supplied to the school an address within Botswana for the giving of notices to them;
- (b) Every person being a legal personal representative or a trustee in insolvency of a member where the member for his death or insolvency would be entitled to receive notice of the meeting; and
- (c) the auditor for the time being of the school

No other person shall be entitled to receive notices of general meetings.