

EXTRAORDINARY

BUITENGEWONE



THE UNION OF SOUTH AFRICA

Government Gazette

Staatskroerant

VAN DIE UNIE VAN SUID-AFRIKA

PUBLISHED BY AUTHORITY

UITGEGEE OP GESAG

VOL. CII.]

PRICE 6d.

CAPE TOWN, 15TH NOVEMBER, 1935.
KAAPSTAD, 15 NOVEMBER 1935.

PRYS 6d.

[No. 2307.

The undermentioned Bill which it is proposed to introduce during the forthcoming Session of Parliament and which will be referred to a Select Committee is hereby published for general information.

PAGE

The Co-operative Societies Bill, 1936. ii

Die onderstaande Wetsontwerp wat gedurende die eersvolgende Parlementsitting ingedien sal word, en wat na 'n Gekose Komitee verwys sal word, word by dese vir algemene kennisgewing gepubliseer.

BLADSY

De Wetsontwerp op Koöperatiewe Verenigings,
1936. iii

BILL

To consolidate and amend the laws relating to the formation, registration, management and winding-up and dissolution of co-operative societies and co-operative companies, and to provide for matters incidental thereto.

(To be introduced by the MINISTER OF AGRICULTURE AND FORESTRY.)

BE IT ENACTED by the King's Most Excellent Majesty, the Senate and the House of Assembly of the Union of South Africa, as follows :—

INTRODUCTORY.

Division of Act.

1. This Act is divided into nine chapters, which relate to the following matters, respectively :—

Chapter I. Formation of Societies and Companies. (Sections four to eleven.)	5
Chapter II. Registration of Societies and Companies. (Sections twelve to nineteen.)	10
Chapter III. Liability of Members and Capital. (Sections twenty to twenty-five.)	
Chapter IV. Mortgages and Debentures. (Sections twenty-six to twenty-nine.)	
Chapter V. Management of Societies and Companies. (Sections thirty to fifty-two.)	15
Chapter VI. Formation of Central and Federal Co-operative Companies with Limited Liability. (Sections fifty-three to fifty-nine.)	
Chapter VII. Winding-up and Dissolution of Societies and Companies. (Sections sixty to eighty-nine.)	20
Chapter VIII. Application of Act to Co-operative Societies and Companies formed and registered under some other law before the commencement of this Act. (Sections ninety to ninety-three.)	25
Chapter IX. General and Supplementary Provisions. (Sections ninety-four to one hundred and twenty.)	

Interpretation of terms.

2. In this Act, unless inconsistent with the context—	
“ Registrar ” means the Registrar of Co-operative Societies appointed under section three ;	30
“ co-operative agricultural society with unlimited liability ” or “ co-operative agricultural society ” or “ society ” (in relation to a co-operative agricultural society) means a society formed for all or any of the objects set out in section six ;	35
“ co-operative agricultural company with limited liability ” or “ co-operative agricultural company ” or “ company ” (in relation to a co-operative agricultural company) means a company formed for all or any of the objects set out in section six ;	40
“ farmers' special co-operative company with limited liability ” or “ farmers' special co-operative company ” or “ company ” (in relation to a farmers' special co-operative company) means a company formed for all or any of the objects set out in section seven ;	45
“ co-operative trading society with limited liability ” or “ co-operative trading society ” or “ society ” (in relation to a co-operative trading society) means a society formed for all or any of the objects set out in section eleven ;	50
“ board ” means the board of directors of a society or company ;	
“ central co-operative agricultural company with limited liability ” or “ central co-operative agricultural company ” or “ central company ” or “ company ” (in relation to a central co-operative agricultural company) means a central co-operative agricultural company formed under the provisions of section fifty-three ;	55
	60

WETSONTWERP

Tot konsolidasie en wysiging van die wette betrekende die oprigting, registrasie, bestuur en likwidasie en ontbinding van koöperatiewe verenigings en koöperatiewe maatskappye, en om voorsiening te maak vir daarmee in verband staande sake.

(In te dien deur die MINISTER VAN LANDBOU EN BOSBOU.)

DIT WORD BEPAAL deur Sy Majesteit die Koning, die Senaat en die Volksraad van die Unie van Suid-Afrika, as volg :—

INLEIDINGSBEPALINGS.

- 5 1.** Hierdie Wet word ingedeel in nege Hoofstukke, wat respektiewelik oor die volgende onderwerpe handel :—
- Hoofstuk I. Oprigting van Verenigings en Maatskappye.
(Artikels vier tot elf.)
 - Hoofstuk II. Registrasie van Verenigings en Maatskappye. (Artikels twaalf tot negentien.)
 - Hoofstuk III. Aanspreeklikheid van Lede en Kapitaal.
(Artikels twintig tot vyf-en-twintig.)
 - Hoofstuk IV. Verbande en Obligasies. (Artikels ses-en-twintig tot negen-en-twintig.)
 - Hoofstuk V. Bestuur van Verenigings en Maatskappye.
(Artikels dertig tot twee-en-vyftig.)
 - Hoofstuk VI. Oprigting van Sentrale en Federale Koöperatiewe Maatskappye met Beperkte Aanspreeklikheid. (Artikels drie-en-vyftig tot negen-en-vyftig.)
 - Hoofstuk VII. Likwidasie en Ontbinding van Verenigings en Maatskappye. (Artikels sestig tot negen-en-tagtig.)
 - Hoofstuk VIII. Toepassing van Wet op Koöperatiewe Verenigings en Maatskappye kragtens 'n ander wet opgerig en geregistreer voor die inwerkingtreding van hierdie Wet. (Artikels negentig tot drie-en-negentig.)
 - Hoofstuk IX. Algemene en Aanvullende Bepalings.
(Artikels vier-en-negentig tot honderd-en-twintig.)
- 2.** Tensy uit die samehang anders blyk, beteken in hierdie Woordomskrywing.
- Wet—**
- 30 „RegISTRATEUR”, die Registrateur van Koöperatiewe Verenigings aangestel kragtens artikel drie ; „koöperatiewe landbouvereniging met onbeperkte aanspreeklikheid” of „koöperatiewe landbouvereniging” of „vereniging” (met betrekking tot 'n koöperatiewe landbouvereniging), 'n vereniging opgerig vir een of meer van die in artikel ses vermelde doeleindes ; „koöperatiewe landboumaatskappy met beperkte aanspreeklikheid” of „koöperatiewe landboumaatskappy” of „maatskappy” (met betrekking tot 'n koöperatiewe landboumaatskappy), 'n maatskappy opgerig vir een of meer van die in artikel ses vermelde doeleindes ; „spesiale koöperatiewe boeremaatskappy met beperkte aanspreeklikheid” of „spesiale koöperatiewe boeremaatskappy” of „maatskappy” (met betrekking tot 'n spesiale koöperatiewe boeremaatskappy), 'n maatskappy opgerig vir een of meer van die in artikel sewe vermelde doeleindes ; „koöperatiewe handelsvereniging met beperkte aanspreeklikheid” of „koöperatiewe handelsvereniging” of „vereniging” (met betrekking tot 'n koöperatiewe handelsvereniging), 'n vereniging opgerig vir een of meer van die in artikel elf vermelde doeleindes ; „raad”, die raad van direkteure van 'n vereniging of maatskappy ;
- 35 „sentrale koöperatiewe landboumaatskappy met beperkte aanspreeklikheid” of „sentrale koöperatiewe landboumaatskappy” of „sentrale maatskappy” of „maatskappy” (met betrekking tot 'n sentrale koöperatiewe landboumaatskappy), 'n sentrale koöperatiewe landboumaatskappy opgerig kragtens die bepalings van artikel drie-en-vyftig ;
- 40 „sentrale koöperatiewe landboumaatskappy met beperkte aanspreeklikheid” of „sentrale koöperatiewe landboumaatskappy” of „sentrale maatskappy” of „maatskappy” (met betrekking tot 'n sentrale koöperatiewe landboumaatskappy), 'n sentrale koöperatiewe landboumaatskappy opgerig kragtens die bepalings van artikel drie-en-vyftig ;
- 45 „sentrale koöperatiewe landboumaatskappy met beperkte aanspreeklikheid” of „sentrale koöperatiewe landboumaatskappy” of „sentrale maatskappy” of „maatskappy” (met betrekking tot 'n sentrale koöperatiewe landboumaatskappy), 'n sentrale koöperatiewe landboumaatskappy opgerig kragtens die bepalings van artikel drie-en-vyftig ;
- 50 „sentrale koöperatiewe landboumaatskappy met beperkte aanspreeklikheid” of „sentrale koöperatiewe landboumaatskappy” of „sentrale maatskappy” of „maatskappy” (met betrekking tot 'n sentrale koöperatiewe landboumaatskappy), 'n sentrale koöperatiewe landboumaatskappy opgerig kragtens die bepalings van artikel drie-en-vyftig ;
- 55 „sentrale koöperatiewe landboumaatskappy met beperkte aanspreeklikheid” of „sentrale koöperatiewe landboumaatskappy” of „sentrale maatskappy” of „maatskappy” (met betrekking tot 'n sentrale koöperatiewe landboumaatskappy), 'n sentrale koöperatiewe landboumaatskappy opgerig kragtens die bepalings van artikel drie-en-vyftig ;
- 60 „sentrale koöperatiewe landboumaatskappy met beperkte aanspreeklikheid” of „sentrale koöperatiewe landboumaatskappy” of „sentrale maatskappy” of „maatskappy” (met betrekking tot 'n sentrale koöperatiewe landboumaatskappy), 'n sentrale koöperatiewe landboumaatskappy opgerig kragtens die bepalings van artikel drie-en-vyftig ;

- "central farmers' special co-operative company with limited liability", or "central farmers' special co-operative company" or "central company", or "company" (in relation to a central farmers' special co-operative company) means a central farmers' special co-operative company formed under the provisions of section *fifty-three*; 5
- "central co-operative trading company with limited liability" or "central co-operative trading company" or "central company" or "company" (in relation to a central co-operative trading company) means a company formed under the provisions of section *fifty-four*; 10
- "federal co-operative agricultural company with limited liability" or "federal co-operative agricultural company" or "federal company" or "company" (in relation to a federal co-operative agricultural company) means a federal co-operative agricultural company formed under the provisions of section *fifty-five*; 15
- "federal farmers' special co-operative company with limited liability" or "federal farmers' special co-operative company" or "federal company" or "company" (in relation to a federal farmers' special co-operative company) means a federal farmers' special co-operative company formed under the provisions of section *fifty-five*; 20
- "federal co-operative trading company with limited liability" or "federal co-operative trading company" or "federal company" or "company" (in relation to a federal co-operative trading company) means a company formed under the provisions of section *fifty-six*; 25
- "loan" means any amount raised or borrowed in the form of loans repayable on a fixed date or in instalments, or in the form of overdrafts or cash credit accounts, or in the form of debentures issued; 30
- "Minister" means the Minister of Agriculture and Forestry or any other Minister of State acting in his stead, or any other Minister of State to whom the Governor-General may assign ministerial responsibility for the administration of this Act; 40
- "model regulations" means the model regulations prescribed by the Minister under section *fourteen*;
- "regulations" means in relation to a society or company, the regulations or any alterations thereof or additions thereto registered in accordance with this Act. 45

Appointment of Registrar of Co-operative Societies.

3. (1) Subject to the provisions of the laws governing the public service of the Union, the Governor-General may from time to time appoint an officer styled the Registrar of Co-operative Societies. 50
- (2) There shall be established in Pretoria an office for the registration of co-operative societies and companies and for the other purposes of this Act, which shall be under the control of the registrar. 55
- (3) The registrar shall keep, in the form from time to time prescribed by the Minister, a register of societies and companies registered under any provision of this Act and exercise the powers and perform the duties assigned to him by this Act or any amendment thereof. 60
- (4) Subject to the provisions of the laws governing the public service of the Union, the Governor-General may from time to time appoint an officer styled the Assistant Registrar of Co-operative Societies. 65
- (5) The assistant registrar shall have power to do anything which may lawfully be done by the registrar. 70
- (6) Any reference in any law to any registrar of co-operative societies appointed under any law repealed by this Act shall be construed as a reference to the registrar of co-operative societies appointed under this section.

CHAPTER I.

FORMATION OF SOCIETIES AND COMPANIES.

- Formation of societies and companies under this Act. 4. Subject to compliance with the provisions hereinafter contained and subject also to the right of veto hereinafter conferred upon the Minister— 75

- „sentrale spesiale koöperatiewe boeremaatskappy met beperkte aanspreeklikheid” of „sentrale spesiale koöperatiewe boeremaatskappy” of „sentrale maatskappy” of „maatskappy” (met betrekking tot ’n sentrale spesiale koöperatiewe boeremaatskappy), ’n sentrale spesiale koöperatiewe boeremaatskappy opgerig kragtens die bepalings van artikel *drie-en-vyftig*;
- „sentrale koöperatiewe handelsmaatskappy met beperkte aanspreeklikheid” of „sentrale koöperatiewe handelsmaatskappy” of „sentrale maatskappy” of „maatskappy” (met betrekking tot ’n sentrale koöperatiewe handelsmaatskappy), ’n maatskappy opgerig kragtens die bepalings van artikel *vier-en-vyftig*;
- „federale koöperatiewe landboumaatskappy met beperkte aanspreeklikheid” of „federale koöperatiewe landboumaatskappy” of „federale maatskappy” of „maatskappy” (met betrekking tot ’n federale koöperatiewe landboumaatskappy), ’n federale koöperatiewe landboumaatskappy opgerig kragtens die bepalings van artikel *vyf-en-vyftig*;
- „federale spesiale koöperatiewe boeremaatskappy met beperkte aanspreeklikheid” of „federale spesiale boeremaatskappy” of „federale maatskappy” of „maatskappy” (met betrekking tot ’n federale spesiale koöperatiewe boeremaatskappy), ’n federale spesiale koöperatiewe boeremaatskappy opgerig kragtens die bepalings van artikel *vyf-en-vyftig*;
- „federale koöperatiewe handelsmaatskappy met beperkte aanspreeklikheid” of „federale koöperatiewe handelsmaatskappy” of „federale maatskappy” of „maatskappy” (met betrekking tot ’n federale koöperatiewe handelsmaatskappy), ’n maatskappy opgerig kragtens die bepalings van artikel *ses-en-vyftig*;
- „lening,” ’n bedrag opgeneem of geleen in die vorm van lenings terugbetaalbaar op ’n vasgestelde datum of in paaemente of in die vorm van bankoortrekkings of kascredietrekenings of in die vorm van uitgereikte obligasies;
- „Minister”, die Minister van Landbou en Bosbou of ’n ander Staatsminister wat namens hom optree, of ’n ander Staatsminister aan wie die Goewerneur-generaal die ministeriële verantwoordelikheid vir die uitvoering van hierdie Wet opdra;
- „modelregulasies”, die regulasies deur die Minister kragtens artikel *veertien* voorgeskrywe;
- „regulasies”, met betrekking tot ’n vereniging of maatskappy, die ingevolge hierdie Wet geregistreerde regulasies of wysigings of aanvullings daarvan.
- 50 3. (1) Die Goewerneur-generaal kan van tyd tot tyd, met inagneming van die wette wat die Staatsdiens van die Unie reël, ’n amptenaar aanstel genoem die Registrateur van Koöperatiewe Verenigings.
- (2) Vir die registrasie van koöperatiewe verenigings en maatskappye en vir die ander doeleinnes van hierdie Wet, word in Pretoria ’n kantoor gestig, wat deur die registrateur bestuur word.
- (3) Die registrateur moet in die deur die Minister van tyd tot tyd voorgeskrewe vorm ’n register hou van verenigings en maatskappye geregistreer kragtens een of ander bepaling van hierdie Wet, en moet die bevoegdhede uitoefen en die pligte vervul wat deur hierdie Wet of ’n wysiging daarvan aan hom opgedra word.
- (4) Die Goewerneur-generaal kan van tyd tot tyd, met inagneming van die wette wat die Staatsdiens van die Unie reël, ’n amptenaar aanstel genoem die Assistent-Registrateur van Koöperatiewe Verenigings.
- (5) Die assistent-registrateur is bevoeg om enige handeling te verrig wat wettig deur die registrateur verrig kan word.
- 70 (6) Wanneer in ’n wet ’n registrateur van koöperatiewe verenigings aangestel kragtens ’n wet wat deur hierdie Wet herroep word, vermeld word, word die registrateur van koöperatiewe Verenigings aangestel kragtens hierdie artikel geag bedoel te wees.

OPRIGTING VAN VERENIGINGS EN MAATSKAPPYE.

4. Mits hulle voldoen aan die bepalings wat hierna volg en onderworpe aan die vetoreg wat hierna aan die Minister verleen word—

Oprigting van verenigings en maatskappye kragtens hierdie Wet.

- (a) any seven or more human beings, if qualified in terms of this Act for membership, may form a co-operative agricultural society with unlimited liability ;
- (b) any seven or more persons, including any company incorporated or registered as such under any law, or any body of persons, corporate or unincorporate, if qualified under this Act for membership, may form a co-operative agricultural company, with limited liability ;
- (c) any seven or more persons, including any company incorporated or registered as such under any law, or any body of persons, corporate or unincorporate, if qualified under this Act for membership, may form a farmers' special co-operative company with limited liability ;
- (d) any twenty-five or more human beings may form a co-operative trading society with limited liability : Provided that if such society is formed for the purpose of manufacturing and disposing of any commodity under a co-operative system it may be formed by seven or more human beings.

Qualification for membership.

5. (1) No person other than a person (including, in the case of a co-operative agricultural company, any company incorporated or registered as such under any law, or any body of persons corporate or unincorporate) carrying on farming operations for the benefit of himself in the Union, either exclusively or in conjunction with some other person or some other business, profession or occupation, shall be qualified to be a member of a co-operative agricultural society with unlimited liability or of a co-operative agricultural company with limited liability : Provided that in the case of a society or company formed for the purpose of farming under a co-operative system as provided for in paragraph (s) of sub-section (1) of section six any person resident in the Union shall be qualified to be a member.

35

(2) No person other than—

- (a) a person (including any company incorporated or registered as such under any law or any body of persons corporate or unincorporate) carrying on farming operations for the benefit of himself in the Union, either exclusively or in conjunction with some other person or some other business, profession or occupation ; or
- (b) a person (including any company incorporated or registered as such under any law or any body of persons corporate or unincorporate) handling, treating or disposing of classes of agricultural products and livestock determined by the Minister ; or
- (c) any agricultural association approved by the Minister, shall be qualified to be a member of a farmers' special co-operative company.

50

Objects for which co-operative agricultural societies and co-operative agricultural companies may be formed.

6. (1) A co-operative agricultural society with unlimited liability and a co-operative agricultural company with limited liability may, subject to the provisions of this Act, be formed for all or any of the following objects—

55

- (a) to dispose of the agricultural products or livestock of its members in the most profitable manner ;
- (b) to manufacture or treat the agricultural or livestock products of its members and to dispose of the products so manufactured or partly manufactured in the most profitable manner ;
- (c) to purchase or otherwise acquire on behalf of, and to supply to, its members agricultural implements and machinery, livestock, feeding stuffs, seeds, fruit trees, manure and other farming requisites ;
- (d) to manufacture or treat feeding stuffs, manure or other farming requisites ;
- (e) to purchase or otherwise acquire or to hire, and to work on behalf of its members, agricultural implements or machinery ;
- (f) to purchase or otherwise acquire or to hire, and to use and control on behalf of its members, breeding stock ;

70

- (a) kan sewe of meer mense, as hulle kragtens hierdie Wet bevoeg is om lede te word, 'n koöperatiewe landbouvereniging met onbeperkte aanspreeklikheid oprig ;
- 5 (b) kan sewe of meer persone, inbegrepe 'n maatskappy wat ingevolge een of ander wet as sulks met regspersoonlikheid beklee of geregistreer is, of 'n vereniging van persone, hetsy met regspersoonlikheid beklee al dan nie, as hulle kragtens hierdie Wet bevoeg is om lede te word, 'n koöperatiewe landboumaatskappy met beperkte aanspreeklikheid oprig ;
- 10 (c) kan sewe of meer persone, inbegrepe 'n maatskappy wat ingevolge een of ander wet as sulks met regspersoonlikheid beklee of geregistreer is, of 'n vereniging van persone, hetsy met regspersoonlikheid beklee al dan nie, as hulle kragtens hierdie Wet bevoeg is om lede te word, 'n spesiale koöperatiewe boeremaatskappy met beperkte aanspreeklikheid oprig ;
- 15 (d) kan vyf-en-twintig of meer mense 'n koöperatiewe handelsvereniging met beperkte aanspreeklikheid oprig : Met dien verstande dat so 'n vereniging deur sewe of meer mense opgerig kan word : Mits dit opgerig word met die doel om volgens 'n koöperatiewe stelsel een of ander handelsartikel te vervaardig en van die hand te sit.
- 20 25 5. (1) Niemand behalwe 'n persoon (inbegrepe, in die geval Bevoegdheid tot van 'n koöperatiewe landboumaatskappy, 'n maatskappy lidmaatskap. wat ingevolge een of ander wet as sulks met regspersoonlikheid beklee of geregistreer is, of 'n vereniging van persone, hetsy met regspersoonlikheid beklee al dan nie) wat vir eie rekening
- 30 in die Unie boerdery beoefen, hetsy alleen of tesame met 'n ander persoon of in verband met 'n ander besigheid, beroep of bedryf, is bevoeg om lid te word nie van 'n koöperatiewe landbouvereniging met onbeperkte aanspreeklikheid of van 'n koöperatiewe landboumaatskappy met beperkte aanspreeklikheid : Met dien verstande dat enige persoon wat in die Unie woonagtig is, bevoeg is om lid te word van 'n vereniging of maatskappy opgerig met die doel om volgens 'n koöperatiewe stelsel te boer soos bepaal in paragraaf (s) van sub-artikel (1) van artikel ses.
- 35 40 (2) Niemand behalwe—
- (a) 'n persoon (inbegrepe 'n maatskappy wat ingevolge een of ander wet as sulks met regspersoonlikheid beklee of geregistreer is, of 'n vereniging van persone, hetsy met regspersoonlikheid beklee al dan nie), wat vir eie rekening in die Unie boerdery beoefen, hetsy alleen of tesame met 'n ander persoon of in verband met 'n ander besigheid, beroep of bedryf ; of
- 45 (b) 'n persoon (inbegrepe 'n maatskappy wat ingevolge een of ander wet as sulks met regspersoonlikheid beklee of geregistreer is, of 'n vereniging van persone, hetsy met regspersoonlikheid beklee al dan nie) wat landbouprodukte of lewende hawe van 'n deur die Minister te bepale soort, hanteer of behandel of van die hand sit ; of
- 50 (c) 'n deur die Minister goedgekeurde landbou-assosiasie, is bevoeg om lid te word nie van 'n spesiale koöperatiewe boeremaatskappy.
- 55 60 6. (1) Behoudens die bepalings van hierdie Wet, kan 'n Dooleindes waarvoor koöperatiewe landbouverenigings en koöperatiewe landboumaatskappye opgerig kan word.
- 65 (a) om op die mees voordeelige wyse die landbouprodukte of lewende hawe van sy lede van die hand te sit ;
- 70 (b) om die landbou- of lewende-haweprodukte van sy lede te verwerk of bewerk en om die aldus verwerkte of gedeeltelik verwerkte produkte op die mees voordeelige wyse van die hand te sit ;
- 75 (c) om landbougereedskap en -masjinerie, lewende hawe, voedingstowwe, saad, vrugtebome, misstowwe en ander boerderybenodigdhede ten behoeve van sy lede aan te koop of op ander wyse te verkry en aan hulle te lever ;
- (d) om voedingstowwe, misstowwe of ander boerderybenodigdhede te vervaardig of te bewerk ;
- 80 (e) om ten behoeve van sy lede landbougereedskap of -masjinerie aan te koop of op ander wyse te verkry of te huur, en te gebruik ;
- (f) om ten behoeve van sy lede aanteeljee aan te koop of op ander wyse te verkry of te huur, en te gebruik en te beheer ;

- (g) to acquire, commence and carry on supply stores under a co-operative system for disposing of and supplying agricultural and livestock products, agricultural implements and machinery and farming requisites ; 5
- (h) by purchase, construction or otherwise to acquire, or to hire, and make available cold storage for the products of its members ;
- (i) to commence and carry on crop, produce or livestock insurance, orchard spraying or cleansing, fruit 10 packing, ploughing and other farming operations for its members under a co-operative system ;
- (j) to carry on the business of shipping, clearing and forwarding for its members under a co-operative system, and for that purpose to establish agencies 15 in the Union and elsewhere ;
- (k) to engage competent persons to carry out any of its objects and to give instructions and advice to its members on farming operations ;
- (l) to acquire and distribute information as to the best 20 manner of carrying on farming operations profitably ;
- (m) to acquire and distribute information on the markets of the world, and on co-operation in general ;
- (n) to acquire by purchase or otherwise, and to hire, any movable and immovable property for the better carry- 25 ing out of any of the objects of the society or company, and to dispose of or let such property ;
- (o) to recruit and supply labourers for its members ;
- (p) to raise money on loan for any of the lawful objects of the society or company and for that purpose to 30 mortgage the movable and immovable property of the society or company ;
- (q) to carry on the business of banking and insurance under a co-operative system ;
- (r) to acquire by purchase or otherwise shares in any 35 central or federal co-operative agricultural company or any central or federal farmers' special co-operative company formed under the provisions of Chapter VI. of this Act, or in any other co-operative agricultural company with limited liability or farmers' special 40 co-operative company with limited liability registered under this Act ;
- (s) to carry on farming operations and to dispose of the products of such operations under a co-operative 45 system ;
- (t) to advance moneys to its members on produce delivered by them to it : Provided that the directors of any society or company whose members consist solely of winegrowers may, in their discretion, advance moneys on behalf of such society or company to its 50 members without requiring such members to deliver their produce to such society or company before such advance is made ; and
- (u) to do all such other things as in the opinion of the Minister are incidental or conducive to the successful 55 attainment of any of the abovementioned objects.

(2) Subject to the provisions of section *nine*, section *ten*, paragraph (c) of the proviso to sub-section (1) of section *ninety* and section *one hundred and two* of this Act and the provisions of the Wine and Spirits Control Act, 1924 (Act No. 5 of 1924), 60 no co-operative agricultural society or company may deal with the products or livestock of, or supply farming requisites to, or, except for the purpose of supply to its members, purchase any products or livestock from, or perform such other services as its regulations provide for members for any person who is 65 not a member of that society or company, unless the Minister has given his consent thereto in writing on such conditions or for such period as he may determine.

Objects for which farmers' special co-operative companies may be formed.

7. (1) A farmers' special co-operative company with limited liability may, subject to the provisions of this Act, be formed for 70 all or any of the following objects—

- (a) to carry on the business of dealers in agricultural products or livestock under a co-operative system ;

- (g) om volgens 'n koöperatiewe stelsel winkels te verkry, te open en aan te hou om landbou- en lewende-hawe-produkte, gereedskap en -masjinerie en boerderybenodigdhede van die hand te sit en te lever;
- 5 (h) om koelkamers vir die produkte van sy lede aan te koop, te bou of op ander wyse te verkry, of te huur, en beskikbaar te stel;
- (i) om versekering van oeste, produkte of lewende hawe, bespuiting of skoonmaak van boomgaarde, verpakking van vrugte, ploeg- en ander boerderywerksaamhede volgens 'n koöperatiewe stelsel ten bate van sy lede te onderneem en voort te sit;
- 10 (j) om volgens 'n koöperatiewe stelsel verskepings-, uitklarings- en versendingswerk ten behoeve van sy lede te verrig en om vir daardie doel agentskappe in die Unie en elders te stig;
- 15 (k) om bekwame persone aan te stel om sy doeindes uit te voer en sy lede te onderrig en met advies te dien aangaande boerdery;
- 20 (l) om inligting in te win en te versprei aangaande die beste manier om op voordelige wyse te boer;
- (m) om inligting aangaande die wêreldmarke en koöperasie in die algemeen in te win en te versprei;
- 25 (n) om roerende en onroerende goed te verkry deur aankoop of op ander wyse, en te huur, ten einde een of ander doel van die vereniging of maatskappy beter te kan uitvoer, en om sulke goed van die hand te sit of te verhuur;
- (o) om vir sy lede arbeiders te werf en beskikbaar te stel;
- 30 (p) om geld op lening op te neem vir enigeen van die wettige doeindes van die vereniging of maatskappy en te dien einde die roerende en onroerende goed van die vereniging of maatskappy te verhipoteker;
- 35 (q) om volgens 'n koöperatiewe stelsel bank- en assuransiesbesigheid te drywe;
- (r) om deur aankoping of op ander wyse aandele te verwerv in 'n sentrale of federale koöperatiewe landboumaatskappy of 'n sentrale of federale spesiale koöperatiewe boeremaatskappy opgerig kragtens die bepalings van Hoofstuk VI van hierdie Wet, of in 'n ander koöperatiewe landboumaatskappy met beperkte aanspreeklikheid of 'n spesiale koöperatiewe boeremaatskappy met beperkte aanspreeklikheid geregistreer ingevolge hierdie Wet;
- 40 (s) om boerderyondernemings te drywe en om die produkte van sodanige ondernemings volgens 'n koöperatiewe stelsel van die hand te sit;
- 45 (t) om aan sy lede geld voor te skiet op produkte wat deur hulle aan hom gelewer is: Met dien verstande dat die direkteure van 'n vereniging of maatskappy, waarvan die lede enkel uit wynboere bestaan, na goeddunke namens bedoelde vereniging of maatskappy aan sy lede geld kan voorskiet, sonder om te verlang dat bedoelde lede hul produkte aan bedoelde vereniging of maatskappy lever voordat bedoelde voorskot gemaak word; en
- 50 (u) om alle ander dinge te doen wat volgens oordeel van die Minister aan die verwesenliking van bovermelde doeindes verbonde is of daartoe sal bydra.
- (2) Behoudens die bepalings van artikel *nege*, artikel *tien*, paragraaf (c) van die voorbehoudbepaling tot sub-artikel (1) van artikel *negentig* en artikel *honderd-en-twee* van hierdie Wet en die bepalings van die „Wet op de Kontrole over Wijn en Spiritualiën, 1924“ (Wet No. 5 van 1924), mag geen koöperatiewe landbouvereniging of -maatskappy met die produkte of lewende hawe van iemand wat nie lid van daardie vereniging of maatskappy is nie, handel nie, of aan so iemand boerderybenodigdhede verstrek nie, of, behalwe vir lewering aan sy lede, van so iemand produkte of lewende hawe koop nie, of ander dienste wat ingevolge sy regulasies vir lede verrig kan word vir so iemand verrig nie, tensy die Minister daar toe skriftelik toestemming verleen het, en wel onder voorwaardes en vir solank as wat hy mog bepaal.
- 65 7. (1) Behoudens die bepalings van hierdie Wet, kan 'n Doeindes waarvoor spesiale koöperatiewe boeremaatskappy met beperkte aanspreeklikheid vir een of meer van die volgende doeindes opge rig word, te wete—
- 70 (a) om volgens 'n koöperatiewe stelsel die besigheid van handelaars in landbouproduktes of lewende hawe te drywe;
- 75 (b) om volgens 'n koöperatiewe stelsel die besigheid van handelaars in landbouproduktes of lewende hawe te drywe;
- 80 (c) om volgens 'n koöperatiewe stelsel die besigheid van handelaars in landbouproduktes of lewende hawe te drywe;

Doeindes waarvoor spesiale koöperatiewe boeremaatskappye opgerig kan word.

- (b) to manufacture or treat agricultural or livestock products and to dispose of the products so manufactured or partly manufactured under a co-operative system ;
- (c) to purchase or otherwise acquire and to dispose of agricultural implements and machinery, livestock, feeding stuffs, seeds, fruit trees, manure and other farming requisites ;
- (d) to manufacture or treat feeding stuffs, manure or other farming requisites ;
- (e) to purchase or otherwise acquire or to hire and to work agricultural implements and machinery ;
- (f) to purchase or otherwise acquire or to hire and to use and control breeding stock ;
- (g) to acquire, commence and carry on supply stores under a co-operative system for disposing of and supplying agricultural and livestock products, agricultural implements and machinery and farming requisites ;
- (h) by purchase, construction or otherwise to acquire or to hire and make available cold storage for agricultural or livestock products ;
- (i) to commence and carry on crop, produce or livestock insurance, orchard spraying or cleansing, fruit packing, ploughing and other farming operations under a co-operative system ;
- (j) to carry on the business of shipping, clearing and forwarding under a co-operative system, and for that purpose to establish agencies in the Union and elsewhere ;
- (k) to engage competent persons to carry out any of its objects and to give advice to its members and others on farming operations ;
- (l) to acquire and distribute information as to the best manner of carrying on farming operations profitably ;
- (m) to acquire and distribute information on the markets of the world, and on co-operation in general ;
- (n) to acquire by purchase or otherwise, and to hire, any movable and immovable property for the better carrying on of any of the objects of the company, and to dispose of or let such property ;
- (o) to recruit and supply labourers ;
- (p) to carry out all or any of the above objects either as principal, agent, trustee, contractor or in any other capacity ;
- (q) to raise money on loan for any of the lawful objects of the company and for that purpose to mortgage the movable and immovable property of the company ;
- (r) to carry on the business of banking and insurance under a co-operative system ;
- (s) to acquire by purchase or otherwise shares in any central or federal co-operative agricultural company or any central or federal farmers' special co-operative company formed under the provisions of Chapter VI. of this Act, or in any other co-operative agricultural company with limited liability or farmers' special co-operative company with limited liability registered under this Act ;
- (t) to do all such other things as in the opinion of the Minister are incidental or conducive to the successful attainment of any of the above-mentioned objects.

(2) The sum of—

- (a) the aggregate amount for which agricultural products and livestock are purchased during any financial year by a farmers' special co-operative company from persons who are not members thereof ;
- (b) the aggregate amount for which farming requisites are sold during that financial year by that company to persons who are not members thereof ; and
- (c) the aggregate value of the services rendered during that financial year by that company to persons who are not members thereof,

shall not, except with the Minister's written consent, exceed the sum of the aggregate amount of such purchases from, the

- (b) om landbou- of lewende-haweprodukte te verwerk of bewerk en om die aldus verwerkte of gedeeltelik verwerkte produkte volgens 'n koöperatiewe stelsel van die hand te sit;
- 5 (c) om landbougereedskap en -masjinerie, lewende hawe, voedingstowwe, saad, vrugtebome, misstowwe en ander boerderybenodigdhede aan te koop of op ander wyse te verkry en van die hand te sit;
- 10 (d) om voedingstowwe, misstowwe of ander boerderybenodigdhede te vervaardig of te bewerk;
- (e) om landbougereedskap en -masjinerie aan te koop of op ander wyse te verkry of te huur, en te gebruik;
- 15 (f) om aanteelvee aan te koop of op ander wyse te verkry of te huur, en te gebruik en te beheer;
- (g) om volgens 'n koöperatiewe stelsel winkels te verkry, te open en aan te hou om landbou- en lewende-haweprodukte, gereedskap en -masjinerie en boerderybenodigdhede van die hand to sit en te lever;
- 20 (h) om koelkamers vir landbou- of veeprodukte aan te koop, te bou of op ander wyse te verkry, of te huur, en beskikbaar te stel;
- (i) om versekering van oeste, produkte of lewende hawe, bespuiting of skoonmaak van boomgaarde, verpakking van vrugte, ploeg- en ander boerderywerkzaamhede volgens 'n koöperatiewe stelsel te onderneem en voort te sit;
- 25 (j) om volgens 'n koöperatiewe stelsel verskeulings-, uitklarings- en versendingswerk te verrig en om vir daardie doel agentskappe in die Unie en elders te stig;
- 30 (k) om bekwame persone aan te stel om sy doeleinades uit te voer en sy lede en andere met advies te dien aangaande boerdery;
- (l) om inligting in te win en te versprei aangaande die beste manier om op voordelige wyse te boer;
- 35 (m) om inligting aangaande die wêreldmarke en koöperasie in die algemeen in te win en te versprei;
- (n) om roerende en onroerende goed te verkry deur aankoop of op ander wyse, en te huur, ten einde een of ander doel van die maatskappy beter te kan uitvoer, en om sulke goed van die hand te sit of te verhuur;
- 40 (o) om arbeiders te werf en beskikbaar te stel;
- (p) om enigeen van of al die doeleinades hierbo vermeld uit te voer, hetby as prinsipaal, agent of kurator, of uit kragte van 'n kontrak, of in enige ander hoedanigheid;
- 45 (q) om geld op lening op te neem vir enigeen van die wettige doeleinades van die maatskappy en te dien einde die roerende en onroerende goed van die maatskappy te verhipotekeer;
- 50 (r) om volgens 'n koöperatiewe stelsel bank- en assuransiesbesigheid te drywe;
- (s) om deur aankoping of op ander wyse aandele te verwerf in 'n sentrale of federale koöperatiewe landboumaatskappy of 'n sentrale of federale spesiale koöperatiewe boeremaatskappy opgerig kragtens die bepalings van Hoofstuk VI van hierdie Wet, of in 'n ander koöperatiewe landboumaatskappy met beperkte aanspreeklikheid of 'n spesiale koöperatiewe boeremaatskappy met beperkte aanspreeklikheid geregistreer ingevolge hierdie Wet;
- 55 (t) om alle ander dinge te doen wat volgens oordeel van die Minister aan die verwesenliking van bovemelde doeleinades verbonde is of daar toe sal bydra.
- (2) Die totaalbedrag van—
- 60 (a) die gesamentlike bedrag waarvoor gedurende 'n boekjaar landbouprodukte en lewende hawe gekoop word deur 'n spesiale koöperatiewe boeremaatskappy van persone wat nie lede daarvan is nie;
- 65 (b) die gesamentlike bedrag waarvoor gedurende daardie boekjaar boerderybenodigdhede deur bedoelde maatskappy verkoop word aan persone wat nie lede daarvan is nie; en
- 70 (c) die gesamentlike waarde van die dienste verrig gedurende daardie boekjaar deur bedoelde maatskappy ten behoeve van persone wat nie lede daarvan is nie,
- 75 mag nie, sonder skriftelike toestemming van die Minister, die totaalbedrag te bowe gaan nie van die gesamentlike bedrag van sulke aankope van, die gesamentlike bedrag van sulke

80

aggregate amount of such sales to, and the aggregate value of such services to, members during that financial year by that company.

(3) It shall not be competent for a farmers' special co-operative company to distribute the gain, or any part thereof, resulting from its operations during any financial year, amongst persons who are not members of the company. 5

Interpretation of sections 6 and 7.

8. For the purposes of sections six and seven, unless otherwise provided in the regulations of the society or company concerned—

10

“to dispose of” (in relation to agricultural products or livestock) and “to purchase or otherwise acquire” (in relation to agricultural implements and machinery, livestock or breeding stock, feeding stuffs, seeds, fruit trees, manure and other farming requisites) 15 include receiving and storing, establishing agencies in the Union and other countries, arranging freight and shipping and arranging transport by land, entering into contracts, and guaranteeing the performance of obligations under contract;

“agricultural implements and machinery” includes vehicles designed to be drawn by animals or to be mechanically propelled and adapted or intended for the conveyance of persons or goods, and parts and accessories of any such vehicles;

“farming requisites” includes fuel and grease and oil intended for use in connection with any such vehicles as are referred to in the last preceding definition. 25

Dealings by co-operative agricultural society or company, or farmers' special co-operative company with other co-operative societies or companies.

9. Whenever any of the objects of a co-operative agricultural society or co-operative agricultural company or farmers' special co-operative company are such dealings as are described in section six or section seven, as the case may be, similar dealings with other co-operative agricultural societies or co-operative agricultural companies or with farmers' special co-operative companies shall be deemed to be included among its lawful 35 objects. 30

Disposal by co-operative agricultural society or company or farmers' special co-operative company of produce of State-owned institutions.

10. (1) Whenever a co-operative agricultural society or company or farmers' special co-operative company has as one of its objects the disposal on behalf of its members of any kind of produce or livestock, the disposal of any such produce 40 or livestock which has been produced or raised on behalf of the State in an institution or on land controlled by the Government (hereinafter referred to as a State-owned institution) shall be deemed to be one of the lawful objects of such society or company. 45

(2) Whenever any produce or livestock produced or raised in a State-owned institution is dealt with under sub-section (1), the State shall, in respect of the delivery of such produce or livestock to, and the sale thereof by, the society or company concerned, be subject to all such conditions and obligations 50 as it would have been subject to had it been a member of such society or company: Provided that if the regulations of any co-operative agricultural society or company or farmers' special co-operative company provide that its members shall receive any other consideration than money for any produce 55 or livestock supplied by them to such society or company for disposal on their behalf, the produce or livestock so supplied to such society or company from any State-owned institution (whether so supplied under sub-section (1) or any other law) shall nevertheless be paid for in money. 60

Objects for which co-operative trading societies may be formed.

11. (1) A co-operative trading society with limited liability may, subject to the provisions of this Act, be formed for all or any of the following objects—

- (a) to carry on any business, trade or manufacture authorized by its regulations, whether wholesale or 65 retail, under a co-operative system whereby the gain resulting from its operations is distributed amongst its members in the manner provided by its regulations, after making suitable provision for reserves, or for charitable, benevolent, educational or other 70 similar objects approved by its members in accordance with its regulations;
- (b) to carry on savings bank societies under a co-operative system;
- (c) to carry on the business of banking and insurance 75 under a co-operative system;

verkopings aan, en die gesamentlike waarde van sulke dienste ten behoeve van lede deur bedoelde maatskappy in die loop van daardie boekjaar.

(3) 'n Spesiale koöperatiewe boeremaatskappy is nie bevoeg om die wins, of 'n deel daarvan, wat ontstaan as gevolg van sy werkzaamhede in die loop van enige boekjaar, onder persone wat nie lede van die maatskappy is nie te verdeel nie.

8. By die toepassing van artikels *ses* en *sewe*, tensy die Verduideliking regulasies van die betrokke vereniging of maatskappy anders in artikel 6 en 7 bepaal, beteken—

„van die hand te sit” (met betrekking tot landbouprodukte of lewende hawe) en „aan te koop of op ander wyse te verkry” (met betrekking tot landbougereedskap en -masjinerie, lewende hawe of aanteeljee, voedingstowwe, saad, vrugtebome, misstowwe en ander boerderybenodigdhede), ook te ontvang en te bewaar, agentskappe te stig in die Unie en in ander lande, vrag en verskeping te reël, en vervoer op land te reël, kontrakte aan te gaan, en die nakkoming van verpligtings kragtens kontrakte te waarborg;

„landbougereedskap en -masjinerie”, ook voertuie bedoel om deur diere getrek te word of meganies voortbeweeg te word, en ingerig of bestem vir die vervoer van persone of goedere, en onderdele en toebehore van sulke voertuie;

„boerderybenodigdhede”, ook brandstof en smeergoed en olie bestem vir gebruik in verband met voertuie bedoel in die laasvoorafgaande woordomskrywing.

30 9. Wanneer die doeleindes van 'n koöperatiewe landbouvereniging of koöperatiewe landboumaatskappy of spesiale koöperatiewe boeremaatskappy bestaan uit transaksies wat in artikel *ses* of artikel *sewe*, al na die geval, beskrywe word, word dergeleike transaksies met ander koöperatiewe landbouverenigings of 35 koöperatiewe landboumaatskappye of spesiale koöperatiewe boeremaatskappye geag onder sy wettige doeleindes inbegrepe te wees.

10. (1) Wanneer 'n koöperatiewe landbouvereniging of -maatskappy of spesiale koöperatiewe boeremaatskappy onder 40 meer ten doel het om ten behoeve van sy lede enige soort produkte of lewende hawe van die hand te sit, word dit een van die wettige doeleindes van bedoelde vereniging of maatskappy geag om ook sodanige produkte of lewende hawe wat namens die Staat voortgebring of geteel is in 'n inrigting 45 of op grond wat deur die Regering beheer word (hierna genoem 'n staatsinrigting) van die hand te sit.

(2) Wanneer met produkte of lewende hawe voortgebring of geteel in 'n staatsinrigting gehandel word ingevolge sub-artikel (1), dan is die Staat, wat betref die levering van die 50 produkte of lewende hawe aan en die verkoop daarvan deur die betrokke vereniging of maatskappy, aan dieselfde voorwaardes en verpligtings onderworpe as wat dit sou gewees het as dit lid was van bedoelde vereniging of maatskappy: Met dien verstande dat, as die regulasies van 'n koöperatiewe 55 landbouvereniging of -maatskappy of 'n spesiale koöperatiewe boeremaatskappy bepaal dat sy lede ander vergoeding as geld moet ontvang vir produkte of lewende hawe deur hulle aan bedoelde vereniging of maatskappy gelewer om ten behoeve van hulle van die hand gesit te word, vir die produkte of lewende 60 hawe aldus aan bedoelde vereniging of maatskappy gelewer uit 'n staatsinrigting (hetby dit aldus ingevolge sub-artikel (1) of 'n ander wet gelewer word) nietemin met geld betaal moet word.

11. (1) Behoudens die bepalings van hierdie Wet, kan 'n Dooleindes waaraan voor koöperatiewe handelsverenigings opgerig kan word.

- (a) om 'n besigheid, handel of fabrieksnywerheid, deur sy regulasies veroorloof, in die groot of in die klein te drywe volgens 'n koöperatiewe stelsel waarby die wins wat ontstaan as gevolg van sy verrigtings onder sy lede verdeel word op die wyse bepaal in sy regulasies, nadat behoorlik voorsiening gemaak is vir reserwfondse of vir liefdadigheids-, weldadigheds-, opvoedkundige of ander dergelike doeleindes wat ooreenkomsdig sy regulasies deur die lede goedgekeur is;
- (b) om volgens 'n koöperatiewe stelsel spaarbankverenigings te drywe;
- (c) om volgens 'n koöperatiewe stelsel bank- en assuransiesbesigheid te drywe;

Transaksies deur koöperatiewe landbouvereniging of -maatskappy of spesiale koöperatiewe boeremaatskappy met ander koöperatiewe verenigings of maatskappye.

Van die hand sit van produkte van staatsinrigtings deur koöperatiewe landbouvereniging of -maatskappy of spesiale koöperatiewe boeremaatskappy.

Dooleindes waaraan voor koöperatiewe handelsverenigings opgerig kan word.

- (d) to acquire and distribute information as to the markets of the world and as to co-operative trading in general;
 - (e) to establish agencies in the Union and other countries for the better carrying on of any of the objects of the society; 5
 - (f) to acquire by purchase or otherwise, and to hire, any movable and immovable property for the better carrying on of any of the objects of the society, and to dispose of or let such property; 10
 - (g) to raise money on loan for any of the lawful objects of the society, and for that purpose to mortgage the movable and immovable property of the society;
 - (h) to acquire by purchase or otherwise shares in any central co-operative trading company formed under 15 the provisions of Chapter VI. of this Act, or in any other co-operative trading society registered under this Act;
 - (i) to do all such other things as in the opinion of the Minister are incidental or conducive to the successful 20 attainment of any of the above-mentioned objects.
- (2) It shall not be competent for a co-operative trading society—
- (a) to trade or carry on any of its operations on behalf, or for the benefit, of any person who is not a member 25 of the society; or
 - (b) to dispose of the agricultural produce or livestock of its members in the manner provided in this Act for the disposal of such products or livestock of members of a co-operative agricultural society or company or 30 farmers' special co-operative company by such society or company.

CHAPTER II.

REGISTRATION OF SOCIETIES AND COMPANIES.

Preliminary procedure prior to obtaining registration.

12. (1) Subject to the provisions of sections *ninety-one*, 35 *ninety-two* and *ninety-three*, no co-operative agricultural society with unlimited liability or co-operative agricultural company with limited liability or farmers' special co-operative company with limited liability or co-operative trading society with limited liability, shall, after the commencement of this Act, 40 be registered unless there has first been held a meeting at which there has been present the number of persons competent to form a co-operative agricultural society or co-operative agricultural company or farmers' special co-operative company or co-operative trading society (as the case may be), and at 45 which there has been presented—

- (a) a written statement showing the objects of the society or company, its business prospects, and facts and statistics calculated to show that, when registered, it will be able to carry out its objects successfully; 50
- (b) a copy of the regulations which it is proposed to tender for registration.

(2) If, after consideration of such statement and such regulations, such a number of qualified persons as is competent to form a co-operative agricultural society or co-operative agricultural company or farmers' special co-operative company or co-operative trading society (as the case may be) signs an application for membership in the proposed society or company, those persons shall proceed to elect the first directors of the society or company, in accordance with the provisions of section 60 *thirty* and the regulations above referred to.

Application for registration.

13. (1) Within two months after the meeting at which the steps referred to in section *twelve* were taken, application shall be made to the registrar, in the form from time to time prescribed by the Minister, for the registration of the society or 65 company under this Act.

(2) The said application shall be accompanied by the following documents—

- (a) a solemn declaration, made by the persons who acted as chairman and secretary respectively at the 70 said meeting, of compliance with all the requirements of this Act in respect of matters precedent to the registration of a society or company and incidental thereto, which declaration may be accepted by the registrar as sufficient evidence of compliance; 75

- (d) om inligting aangaande die wêreldmarke en koöperatiewe handel in die algemeen in te win en te versprei ;
 (e) om in die Unie en in ander lande agentskappe te stig ten einde een of ander doel van die vereniging beter te kan uitvoer ;
 5 (f) om roerende en onroerende goed te verkry deur aankoop of op ander wyse, en te huur, ten einde een of ander doel van die vereniging beter te kan uitvoer, en om sulke goed van die hand te sit of te verhuur ;
 10 (g) om geld op lening op te neem vir enigeen van die wettige doeleindeste van die vereniging en te dien einde die roerende en onroerende goed van die vereniging te verhipotekeer ;
 15 (h) om deur aankoping of op ander wyse aandele te verwerf in 'n sentrale koöperatiewe handelsvereniging opgerig kragtens die bepalings van Hoofstuk VI van hierdie Wet, of in 'n ander koöperatiewe handelsvereniging geregistreer ingevolge hierdie Wet ;
 20 (i) om alle ander dinge te doen wat volgens oordeel van die Minister aan die verwesenliking van bovenmelde doeleindeste verbonde is of daartoe sal bydra.
 (2) 'n Koöperatiewe handelsvereniging is nie bevoeg—
 25 (a) om ten behoewe of ten voordele van 'n persoon wat nie 'n lid van die vereniging is nie, handel te drywe of ander van sy werksaamhede te verrig nie ; of
 (b) om die landbouprodukte of lewende hawe van sy lede van die hand te sit nie op die wyse waarop sulke produkte of lewende hawe van lede van 'n koöperatiewe landbouvereniging of maatskappy of 'n spesiale koöperatiewe boeremaatskappy ingevolge die bepalings van hierdie Wet deur sodanige vereniging of maatskappy van die hand gesit kan word.

HOOFTUK II.

35 REGISTRASIE VAN VERENIGINGS EN MAATSKAPPYE.

12. (1) Behoudens die bepalings van artikels *een-en-negentig*, *twee-en-negentig* en *drie-en-negentig* van hierdie Wet, word verkyring van geen koöperatiewe landbouvereniging met onbeperkte aanspreeklikheid of koöperatiewe landboumaatskappy met beperkte aanspreeklikheid of spesiale koöperatiewe boeremaatskappy met beperkte aanspreeklikheid of koöperatiewe handelsvereniging met beperkte aanspreeklikheid na die inwerkintreding van hierdie Wet geregistreer nie, tensy daar eers 'n vergadering gehou is waarop die aantal persone aanwesig was wat bevoeg is om 'n koöperatiewe landbouvereniging of koöperatiewe landboumaatskappy of spesiale koöperatiewe boeremaatskappy of koöperatiewe handelsvereniging (na gelang van die geval) op te rig, en waaraan voorgelê is—
 (a) 'n skriftelike uiteensetting van die doeleindeste van die vereniging of maatskappy, sy besigheidsvooruitsigte en feite en statistiese gegevens bereken om aan te toon dat die vereniging of maatskappy na registrasie in staat sal wees om sy doel te bereik ;
 50 (b) 'n afskrif van die regulasies wat voorgeneem is om vir registrasie aan te bied.
 (2) Indien so 'n aantal bevoegde persone as wat in staat is om 'n koöperatiewe landbouvereniging of koöperatiewe landboumaatskappy of spesiale koöperatiewe boeremaatskappy of koöperatiewe handelsvereniging (na gelang van die geval) op te rig, nadat hulle bedoelde uiteensetting en regulasies oorweeg het, aansoek vir lidmaatskap van die voorgestelde vereniging of maatskappy onderteken, gaan daardie persone oor tot die verkiesing van die eerste direkteure van die vereniging of maatskappy, ooreenkomsdig die bepalings van artikel *dertig* en die bobedoelde regulasies.
 65 13. (1) Binne twee maande na die vergadering waarop Aansoek om die stappe bedoel in artikel *twalfe* geneem is, word in die vorm registrasie deur die Minister van tyd tot tyd voorgeskrewe by die registrator aansoek gedoen vir die registrasie van die vereniging of maatskappy kragtens hierdie Wet.
 (2) Genoemde aansoek moet van onderstaande stukke vergesel gaan—
 70 (a) 'n plegtige verklaring afgelê deur die persone wat onderskeidelik as voorsitter en sekretaris opgetree het op vermelde vergadering, dat aan al die vereistes van hierdie Wet wat betref die sake wat die registrasie van 'n vereniging of maatskappy voorafgaan en wat daarmee in verband staan, voldoen is, en sodanige verklaring kan deur die registrator as afdoende bewys van sodanige voldoening aangeneem word ;

- (b) a copy of the statement referred to in section twelve ;
 (c) two copies of the proposed regulations signed by not less than seven applicants for membership (or, in the case of a co-operative trading society, by not less than twenty-five applicants for membership : Provided that if such society is formed for the purpose of manufacturing and disposing of any commodity under a co-operative system, they may lawfully be signed by seven or more applicants for membership), each of whose signatures shall be attested by at least one witness. In the case of a central or federal co-operative company, formed under the provisions of Chapter VI. of this Act, such regulations shall be signed as aforesaid by the duly authorized representatives of at least two of the applicants for membership ; 5
 (d) a list containing—
 (i) in the case of a co-operative agricultural society with unlimited liability, the full names, signatures, occupations and addresses of the applicants for membership ; 20
 (ii) in the case of a co-operative agricultural company with limited liability, or a farmers' special co-operative company with limited liability, or a co-operative trading society with limited liability, 25 the full names, addresses, and in the case of a co-operative agricultural company or a farmers' special co-operative company, also the occupations, of the applicants for membership, and the number of shares subscribed for by each of 30 them ;
 (e) a detailed list of the expenses and liabilities incurred by it up to the date of the transmission to the registrar of the application for registration ;
 (f) a list showing the date upon which each application 35 for membership was made, and in the case of a society or company with limited liability, the amount paid by each applicant for membership in respect of the shares subscribed by him ;
 (g) the notice which is required to be given by section 40 one hundred and five of the situation of the registered office of the society or company.

(3) In the event of non-compliance with any of the provisions of sub-section (1), every director and every officer of the society or company shall be guilty of an offence and liable on conviction to a fine not exceeding fifty pounds. 45

Model regulations.

14. (1) The Minister may by notice in the *Gazette* prescribe model regulations not inconsistent with this Act for—

- (a) co-operative agricultural societies ; or
 (b) co-operative agricultural companies ; or 50
 (c) farmers' special co-operative companies ; or
 (d) co-operative trading societies.

(2) Any society or company which it is proposed to register under this Act may adopt as its regulations all or any of the model regulations so prescribed and in force at the time. 55

(3) Upon any registration under this Act of a society or company, in so far as any regulations tendered for registration are not inconsistent with or do not exclude or modify the model regulations so prescribed and in force at the time, such model regulations shall be deemed to form part of the regulations of that society or company, in the same manner and to the same extent as if they were contained in the regulations tendered. 60

(4) No alteration of, addition to, or rescission of the model regulations shall apply to any society or company established prior to the publication in the *Gazette* of the notice containing such alteration, addition or rescission, unless the alteration, addition or rescission is adopted by the society or company in general meeting in accordance with the provisions of section nineteen. 65 70

- (b) 'n afskrif van die in artikel *twaalf* bedoelde uiteenstelling ;
 5 (c) twee afskrifte van die voorgestelde regulasies ondergetekn deur minstens sewe applikante vir lidmaatskap (of in die geval van 'n koöperatiewe handelsvereniging deur minstens vyf-en-twintig applikante vir lidmaatskap : Met dien verstande dat bedoelde regulasies wettiglik deur sewe of meer applikante vir lidmaatskap onderteken mag word indien die vereniging opgerig word met die doel om een of ander handelsartikel volgens 'n koöperatiewe stelsel te vervaardig en van die hand te sit), die handtekening van elkeen van wie deur minstens een getuie gewaarmerk is. In die geval van 'n sentrale of federale koöperatiewe maatskappy opgerig kragtens die bepalings van Hoofstuk VI van hierdie Wet, moet bedoelde regulasies op die voorvermelde wyse onderteken word deur die behoorlik gemagtigde verteenwoordigers van minstens twee van die applikante vir lidmaatskap ;
 10 (d) 'n lys bevattende—
 (i) in die geval van 'n koöperatiewe landbouvereniging met onbeperkte aanspreeklikheid, die volle name, handtekenings, beroepe en adresse van die applikante vir lidmaatskap ;
 15 (ii) in die geval van 'n koöperatiewe landboumaatskappy met beperkte aanspreeklikheid, of 'n spesiale koöperatiewe boeremaatskappy met beperkte aanspreeklikheid, of 'n koöperatiewe handelsvereniging met beperkte aanspreeklikheid, die volle name en adresse en, in die geval van 'n koöperatiewe landboumaatskappy of 'n spesiale koöperatiewe boeremaatskappy, ook die beroepe van die applikante vir lidmaatskap, en die getal aandele waarvoor elkeen van hulle ingeteken het ;
 20 (e) 'n lys met besonderhede van uitgawes en skulde deur hom gemaak tot op die datum waarop die aansoek om registrasie aan die registrator gestuur word ;
 25 (f) 'n lys aantonende die datum waarop elke aansoek om lidmaatskap gedoen is en, in die geval van 'n vereniging of maatskappy met beperkte aanspreeklikheid, die bedrag deur elke applikant vir lidmaatskap betaal op die aandele waarvoor hy ingeteken het ;
 30 (g) die kennisgewing wat ingevolge artikel *honderd-en-vyf* gegee moet word van die adres van die geregistreerde kantoor van die vereniging of maatskappy.
 (3) Ingeval van versuim om te voldoen aan die bepalings van sub-artikel (1) is elke direkteur en elke amptenaar van die vereniging of maatskappy aan 'n misdryf skuldig en by veroordeling strafbaar met 'n boete van hoogstens vyftig pond.

14. (1) Die Minister kan by kennisgewing in die *Staatskoerant* Modelregulasies, wat nie met hierdie Wet teenstrydig is nie, voorskrywe vir—

- (a) koöperatiewe landbouverenigings ; of
 (b) koöperatiewe landboumaatskappye ; of
 (c) spesiale koöperatiewe boeremaatskappye ; of
 (d) koöperatiewe handelsverenigings.

(2) 'n Vereniging of maatskappy ten opsigte waarvan registrasie ingevolge hierdie Wet voorgestel word, kan enigeen van of al die aldus voorgeskrewe modelregulasies wat dan van krag is as sy regulasies aanneem.

(3) Wanneer 'n vereniging of maatskappy kragtens hierdie Wet geregistreer is, word die aldus voorgeskrewe modelregulasies wat dan van krag is, vir sover die regulasies vir registrasie aangebied nie daarmee onbestaanbaar is of hulle uitsluit of wysig nie, geag deel uit te maak van die regulasies van daardie vereniging of maatskappy, op dieselfde wyse en in dieselfde mate asof hulle in die aangebode regulasies vervat was.

(4) Geen wysiging, aanvulling of herroeping van die modelregulasies is van toepassing op 'n vereniging of maatskappy opgerig voor publikasie in die *Staatskoerant* van die kennisgewing wat bedoelde wysiging, aanvulling of herroeping 75 uiteensit, tensy die wysiging, aanvulling of herroeping deur die vereniging of maatskappy aangeneem word op 'n algemene vergadering ooreenkomsdig die bepalings van artikel *negentien*.

15. (1) Die regulasies moet verdeel word in paragrawe *Inhoud van wat agtereenvolgens genommer is, en moet onder meer ver-regulasies.*
 80 meld—

- (a) the proposed name of the society or company, with the word "co-operative" as part of its name. In the case of a co-operative company or society with limited liability the word "limited" shall form the last word in its name; 5
- (b) where the office of the society or company is to be situate;
- (c) the objects of the society or company;
- (d) the period (if any) for which the society or company is to be established; 10
- (e) whether the liability of members is limited or unlimited;
- (f) the manner in which the capital of the society or company is to be raised or procured;
- (g) the manner in which the gain which may result from 15 the transactions of the society or company shall be distributed amongst members; and, in the case of co-operative agricultural societies, the manner in which any loss at the end of the financial year shall be made good; and, in the case of a co-operative 20 agricultural company formed for the objects set forth in paragraph (s) of sub-section (1) of section six, the regulations shall provide that, after due provision has been made for the depreciation of the company's assets and for any contingent liability or 25 loss, the gain resulting from the operations of the company during any financial year of the company shall be applied in the following manner—
- (i) the members of the company shall be paid interest (not exceeding the rate of eight per cent. per 30 annum) on the amount paid up by them on their respective shares;
 - (ii) if after the payment of interest in terms of paragraph (i) any balance is available, so much thereof as may be fixed by the directors of the company 35 (or such larger amount than the amount fixed by the directors as may be determined by the members of the company in general meeting) shall be paid into the reserve fund of the company;
 - (iii) if any balance is available after the payments 40 referred to in paragraphs (i) and (ii) have been made, it shall be divided equally among all the members of the company;
- (h) the mode and conditions of admission to membership of the society or company, the circumstances permitting of resignation or justifying expulsion therefrom, and the rights and liabilities of members, resigned members, expelled members, estates of deceased members and members whose estates have been surrendered, sequestrated or assigned, and 50 whether such rights or liabilities are to exist as between the society or company and the members or as between the members themselves;
- (i) the number of directors of the society or company, and the powers and duties of directors and officers; 55
- (j) the intervals between the holding of general meetings of the society or company, and the requisite notices of and procedure at meetings (including the particular rights of members in voting thereat and the manner of voting and the majority necessary for carrying any 60 particular class of resolution);
- (k) the mode of managing the funds of the society or company, of keeping and auditing its accounts, and of the keeping of registers of members;

and may provide for the settlement by arbitration, or by a 65 central or federal company, of disputes arising between members or between the society or company and any members, resigned members, expelled members, or the legal representative of any deceased or insolvent member, may prescribe all such matters as in terms of this Act may be prescribed by 70 regulation, and, generally, may provide for the management of the society or company.

(2) In the case of companies or societies with limited liability, the regulations shall, in addition to the particulars mentioned in sub-section (1), prescribe—

- (a) die voorgestelde naam van die vereniging of maatskappy, waarvan die woord „koöperatiewe” deel moet uitmaak. In die geval van ’n koöperatiewe maatskappy of vereniging met beperkte aanspreeklikheid moet die woord „beperk” die laaste woord van sy naam uitmaak;
- (b) waar die kantoor van die vereniging of maatskappy gevestig sal wees;
- (c) die doeleindes van die vereniging of maatskappy;
- (d) die tydperk (as daar so ’n tydperk is) waarvoor die vereniging of maatskappy opgerig word;
- (e) of die aanspreeklikheid van lede beperk of onbeperk is;
- (f) die wyse waarop die kapitaal van die vereniging of maatskappy opgeneem of verkry moet word;
- (g) die wyse waarop die wins wat mog ontstaan uit die verrigtings van die vereniging of maatskappy onder lede verdeel moet word; en, in die geval van koöperatiewe landbouverenigings, die wyse waarop ’n verlies aan die einde van die boekjaar vereffen moet word; en in die geval van ’n koöperatiewe landboumaatskappy opgerig vir die doeleindes vermeld in paragraaf (s) van sub-artikel (1) van artikel ses, moet die regulasies bepaal dat die wins wat ontstaan as gevolg van die verrigtings van die maatskappy in die loop van enige boekjaar van die maatskappy, nadat behoorlik voorsiening gemaak is vir die afname in waarde van die bates van die maatskappy en vir moontlike skuld of verlies as volg bestee moet word—
- (i) aan die lede van die maatskappy moet rente (teen ’n koers van hoogstens agt persent per jaar) betaal word op die bedrae deur hulle op hul onderskeidelike aandele betaal;
- (ii) indien daar na betaling van rente ingevolge paragraaf (i) ’n oorskot beskikbaar is, moet daarvan soveel as die direkteure van die maatskappy vasgestel (of sodanige bedrag, groter as die bedrag deur die direkture vasgestel, as wat die lede van die maatskappy op ’n algemene vergadering bepaal) in die reserwefonds van die maatskappy gestort word;
- (iii) indien daar na betaling van die bedrae vermeld in paragrawe (i) en (ii) nog ’n oorskot beskikbaar is, word dit gelykop verdeel onder al die lede van die maatskappy;
- (h) die wyse en voorwaardes van toelating tot lidmaatskap van die vereniging of maatskappy, die omstandighede waaronder ’n lid kan bedank of wat sy uitsetting regverdig, en die regte en verpligtings van lede, lede wat bedank het, lede wat uitgesit is, boedels van oorlede lede en lede wat hul boedels oorgegee of afgestaan het of van wie die boedels gesekwestreer is, en of bedoelde regte of verpligtings sal geld tussen die vereniging of maatskappy en die lede of onderling tussen die lede self;
- (i) die aantal direkteure van die vereniging of maatskappy, en die bevoegdhede en pligte van direkteure en beampetes;
- (j) die tussenpose tussen algemene vergaderings van die vereniging of maatskappy, en die vereiste kennisgewing van en prosedure by vergaderings (met inbegrip van die besondere regte van lede by die uitbring van stemme daarop en die wyse waarop gestem word en die meerderheid wat vereis word vir die aanname van ’n besondere soort besluit);
- (k) die wyse waarop die fondse van die vereniging of maatskappy beheer, en die rekenings gehou en geouditeer, en die lederegisters gehou word;
- 70 en kan voorsiening maak vir die beslegting van geskille wat mog ontstaan tussen lede, of tussen die vereniging of maatskappy en lede, lede wat bedank het, lede wat uitgesit is of die wetlike verteenwoordiger van ’n oorlede lid of ’n lid wat insolvent is, deur middel van arbitrasie of deur ’n sentrale of federale maatskappy, kan alle sake voorskrywe wat volgens hierdie Wet deur regulasies voorgeskrywe mag word, en kan in die algemeen voorsiening maak vir die bestuur van die vereniging of maatskappy.
- (2) Die regulasies moet, in die geval van maatskappye of verenigings met beperkte aanspreeklikheid, benewens die besonderhede vermeld in sub-artikel (1), ook voorskrywe—

(a) the manner in which the issue and transfer of shares in the company or society shall be controlled, the manner in which payment for such shares shall be made, and the manner in which the share capital may be reduced by cancellation or forfeiture of shares ; 5

(b) the maximum amount which may be paid to shareholders in the form of interest in respect of the shares held by them, but which shall not in any case exceed eight per centum per annum on the amounts paid on the shares ; 10

(c) the nominal value of each share in the company or society.

(3) In the case of companies or societies with limited liability the regulations may also—

(a) fix the maximum amount of the contingent liability which may be attached to shares ; and 15

(b) provide that it shall be obligatory upon members to hold shares acquired either by subscription or by transfer to an amount proportionate to the use made by them of the company or society, 20

and, in the case of co-operative agricultural companies or farmers' special co-operative companies, define the extent of the liability of members referred to in paragraph (c) of sub-section (2) of section twenty.

Submission of regulations to Minister.

16. (1) The regulations which it is proposed to register 25 shall be submitted by the registrar to the Minister duly signed in the manner described in section thirteen, who may in his discretion veto the registration of any society or company, but if he does not exercise his right of veto and if the provisions of this Act have been complied with, the registrar shall, subject 30 to the provisions of sub-section (2), register the regulations, file one duplicate in his office and return the other, with the date of registration endorsed thereon to the society or company.

(2) The registrar shall not register any society or company unless the regulations tendered with the application comply 35 with and are in no way repugnant to or inconsistent with the provisions of this Act, nor until all other provisions of this Act in respect of registration have been complied with.

(3) A fee of one pound shall be paid to the registrar by means of revenue stamps upon registration, and such stamps 40 shall, as soon as registration is effected by him, be affixed to the application for registration and defaced by the registrar.

Consequences if registration.

17. (1) The regulations shall, when registered, bind the society or company and the members thereof to the same extent as if they had been signed by each member and contained 45 undertakings on the part of each member, his successors in title and legal representatives, to observe all the provisions of the regulations, subject to the provisions of this Act.

(2) As soon as the registration of a society or company has been so effected, the registrar shall transmit to the office of the 50 society or company a certificate of registration, in the form prescribed by the Minister ; and such certificate shall, in all courts and places, be conclusive evidence of the facts stated therein. Upon receipt of such certificate such society or company shall have all the rights, powers, privileges, and duties 55 by this Act conferred or imposed on co-operative societies or co-operative companies, and shall be thereupon entitled to commence operations as a co-operative society or co-operative company : Provided that any provincial or local division of the Supreme Court having jurisdiction may annul any such 60 registration upon proof by the registrar or any person interested that it was obtained by fraud.

Name of society or company and change thereof.

18. (1) A society or company shall not be registered by a name identical with that by which a society or company is already registered, or so nearly resembling that name as, 65 in the opinion of the registrar, to be calculated to deceive.

(2) If a society or company through inadvertence or otherwise is registered in conflict with the provisions of sub-section (1), the society or company may, with the sanction of the registrar, and shall, if the Minister so directs, change its name. 70

(3) Any society or company may, by resolution of a special general meeting called for the purpose and with the approval in writing of the Minister, change its name.

- (a) die wyse waarop die uitreiking en oordrag van aandele in die maatskappy of vereniging beheer moet word, die wyse waarop vir sodanige aandele betaal moet word, en die wyse waarop die aandele-kapitaal verminderd kan word deur intrekking of verbeuring van aandele ;
 5 (b) die grootste bedrag wat by wyse van rente aan aandeelhouers betaal mag word ten opsigte van aandele wat hulle besit, en daardie bedrag mag in geen geval meer as agt persent per jaar op die bedrag op die aandele betaal wees nie ;
 10 (c) die nominale waarde van elke aandeel in die maatskappy of vereniging.

(3) Die regulasies kan, in die geval van maatskappye of 15 verenigings met beperkte aanspreeklikheid, ook—

- (a) die grootste bedrag vasstel van die voorwaardelike aanspreeklikheid wat aan aandele verbonden kan wees ; en
 20 (b) bepaal dat lede verplig is om aandele te besit, wat verkry is, hetsonder inskrywing hetsonder oordrag, tot 'n bedrag wat in verhouding staan tot die gebruik wat hulle van die maatskappy of vereniging maak.

en, in die geval van koöperatiewe landboumaatskappye of spesiale koöperatiewe boeremaatskappye, die omvang bepaal 25 van die in paragraaf (c) van sub-artikel (2) van artikel *twintig* bedoelde aanspreeklikheid van lede.

16. (1) Die regulasies, registrasie waarvan voorgestel word, behoorlik onderteken op die in artikel *dertien* beskrewe wyse, moet deur die registrator voorgelê word aan die Minister, 30 wat na goeddunke sy voto kan uitspreek oor die registrasie van 'n vereniging of maatskappy, maar as hy sy vetoreg nie uitoefen nie, en indien aan die bepalings van hierdie Wet voldoen is, moet die registrator, behoudens die bepalings van sub-artikel (2) die regulasies registreer, een duplikaat in sy 35 kantoor bewaar en die ander, met die datum van registrasie daarop aangeteken, aan die vereniging of maatskappy terugstuur.

(2) Die registrator registreer geen vereniging of maatskappy nie, tensy die regulasies wat met die aansoek aangebied word aan die bepalings van hierdie Wet voldoen en op generlei 40 wyse daarmee in stryd of onbestaanbaar is nie, en ook nie voordat aan alle ander bepalings van hierdie Wet betreffende registrasie voldoen is nie.

(3) 'n Bedrag van een pond voldaan deur middel van inkomssteseëls moet by registrasie aan die registrator betaal word, 45 en bedoelde seëls moet, sodra registrasie deur hom voltooi is, aan die aansoek om registrasie geheg en deur die registrator gekanselleer word.

17. (1) Die regulasies is, na hulle geregistreer is, bindend op die vereniging of maatskappy en op sy lede in dieselfde registrasie. 50 mate asof elke lid hulle onderteken het en asof hulle verbintenis behels van elke lid en sy regssopvolgers en wettige verteenwoordigers om, behoudens die bepalings van hierdie Wet, aan al die bepalings van die regulasies te voldoen.

(2) Sodra 'n vereniging of maatskappy aldus geregistreer is, 55 moet die registrator 'n sertifikaat van registrasie, in 'n vorm deur die Minister voorgeskrywe, aan die kantoor van die vereniging of maatskappy stuur, en bedoelde sertifikaat is in alle geregshowe en plekke afdoende bewys van die feite daarin vermeld. Na ontvangs van bedoelde sertifikaat het 60 bedoelde vereniging of maatskappy alle regte, bevoegdhede, voorregte en pligte wat deur hierdie Wet aan koöperatiewe verenigings of koöperatiewe maatskappye verleen of opgelê word, en is hy daarna geregtig om as 'n koöperatiewe vereniging of koöperatiewe maatskappy sake te begin doen : Met dien 65 verstande dat 'n provinsiale of plaaslike afdeling van die Hooggereghof wat jurisdiksie het bedoelde registrasie kan nietig verklaar as die registrator of 'n belanghebbende persoon bewys lever dat dit deur bedrog verkry is.

18. (1) 'n Vereniging of maatskappy mag nie geregistreer 70 word nie onder dieselfde naam as dié waaronder 'n ander vereniging of maatskappy reeds geregistreer is, of wat soveel met 'n aldus geregistreerde naam ooreenkomen dat dit volgens oordeel van die registrator sou kan mislei.

(2) As 'n vereniging of maatskappy deur onagsaamheid 75 of andersins geregistreer word in stryd met die bepalings van sub-artikel (1), dan kan die vereniging of maatskappy met toestemming van die registrator sy naam verander, en is hy verplig op las van die Minister om sy naam te verander.

(3) 'n Vereniging of maatskappy kan, by besluit van 'n spesiale algemene vergadering vir daardie doel belê en met skriftelike toestemming van die Minister, sy naam verander.

Voorlegging van regulasies aan Minister.

(4) Where a society or company changes its name, the registrar shall enter the new name on the register in place of the former name and shall issue a certificate of registration to meet the circumstances of the case.

(5) The change of name shall not affect any rights or obligations of the society or company, or render defective any legal proceedings by or against the society or company, and any legal proceedings that might have been continued or commenced by or against it by its former name may be continued or commenced under its new name. 5
10

Alteration of regulations.

19. (1) No alteration of the regulations of a society or company shall be made unless the alteration has been approved by not less than two-thirds of the members voting in person or by proxy (where proxies are allowed by the regulations) at a general meeting specially convened for that purpose : Provided that any alteration lessening the period of establishment of a society or company shall require the approval of not less than two-thirds of the total number of members of the society or company. 15

(2) Every alteration of regulations so made shall, within one month thereafter, be tendered to the registrar for registration, who shall submit it to the Minister. The Minister may in his discretion refuse to allow the alteration. If the Minister does not refuse to allow the alteration, the registrar shall register the same, unless it is repugnant to or inconsistent with 25 the provisions of this Act ; and upon the registration of the alteration, the regulations of the society or company as originally registered shall be read subject to the alteration.

(3) Every application for the registration of an amendment of the regulations of a society or company shall be 30 accompanied by the following—

(a) a solemn declaration made by the chairman or vice-chairman and by the secretary of the society or company of compliance with all the requirements of this Act in respect of matters precedent to the 35 registration of an amendment of the regulations and incidental thereto, which declaration may be accepted by the registrar as sufficient evidence of compliance;

(b) two copies of the proposed amendment signed by not 40 less than seven members, each of whose signatures shall be attested by at least one witness. In the case of a central or federal co-operative company formed under the provisions of Chapter VI. of this Act, such amendment shall be signed as aforesaid 45 by the duly authorized representatives of at least two members.

(4) The provisions of sub-section (3) of section *sixteen* and of sub-section (1) of section *seventeen* shall apply in respect of the registration of regulations so altered. 50

CHAPTER III.

LIABILITY OF MEMBERS AND CAPITAL.

Liability of members.

20. (1) It shall be a condition of membership of a co-operative agricultural society with unlimited liability, that all its members shall be jointly and severally liable for payment 55 of the debts and obligations of the society : Provided that, subject to the proviso to sub-section (1) of section *seventy-seven*, any person who has resigned his membership or has been expelled from the society and the estate of any person who has died shall not be liable— 60

(a) in respect of any of the society's debts and obligations incurred after such resignation, expulsion or death ; and

(b) in respect of any of the society's debts and obligations whatever as soon as the balance sheet and profit 65 and loss account of the society signed by its auditor as hereinafter provided disclose a credit balance in favour of the society :

Provided, further, that no person shall be liable for the repayment of any loan raised by the society prior to the date 70 at which he became a member which has been used in whole or in part for making advances to the members of the society or supplying farming requisites to its members or defraying the cost of handling, treating or disposing of the products of

(4) Wanneer 'n vereniging of maatskappy sy naam verander, dan moet die registrateur die nuwe naam in plaas van die vorige op die register inskrywe en 'n sertifikaat van registrasie in ooreenstemming met die omstandighede van die geval 5 uitreik.

(5) Die naamsverandering het geen invloed op enige regte of verpligtings van die vereniging of maatskappy nie en maak geen regsgeding ingestel deur of teen die vereniging of maatskappy ongeldig nie, en enige regsgeding wat onder sy vorige 10 naam deur of teen hom mag voortgesit of ingestel wees, kan onder sy nuwe naam voortgesit of ingestel word.

19. (1) Die regulasies van 'n vereniging of maatskappy Wysiging van word nie gewysig nie, tensy die wysiging goedgekeur is deur regulasies. minstens twee-derdes van die lede wat in eie persoon of (waar 15 dit deur die regulasies toegelaat word) deur gevoldagtigdes hulle stemme uitbring op 'n algemene vergadering wat spesiaal vir die doel belê is : Met dien verstande dat 'n wysiging, waarby die tydperk van bestaan van 'n vereniging of maatskappy verkort word, goedgekeur moet word deur minstens twee- 20 derdes van al die lede van die vereniging of maatskappy.

(2) Elke wysiging van regulasies wat aldus aangebring word, moet binne een maand daarna vir registrasie voorgelê word aan die registrateur wat dit aan die Minister moet voorlê. Die Minister kan na goeddunke weier om die wysiging toe 25 te laat. As die Minister nie weier om die wysiging toe te laat nie, moet die registrateur dieselfde registreer, tensy dit met die bepalings van hierdie Wet instryd of onbestaanbaar is ; en na registrasie van die wysiging geld die oorspronklik geregistreerde regulasies van die vereniging of maatskappy 30 met inagneming van die wysiging.

(3) Elke aansoek om registrasie van 'n wysiging van die regulasies van 'n vereniging of maatskappy moet vergesel gaan van die volgende—

(a) 'n plegtige verklaring afgelê deur die voorsitter of vise- 35 voorsitter en deur die sekretaris van die vereniging of maatskappy, dat aan al die vereistes van hierdie Wet wat betref die sake wat registrasie van 'n wysiging van die regulasies voorafgaan en daarvan in verband staan, voldoen is, en sodanige verklaring kan deur die registrateur as afdoende bewys van voldoening aangeneem word ;

(b) twee afskrifte van die voorgestelde wysiging onderte- 45 ken deur minstens sewe lede, wie se handtekenings elkeen deur minstens een getuie gewaarmerk is. In die geval van 'n sentrale of federale koöperatiewe maatskappy opgerig kragtens die bepalings van Hoofstuk VI van hierdie Wet, moet bedoelde wysiging op die voorvermelde wyse onderteken word deur die behoorlik gemagtigde verteenwoordigers van minstens 50 twee lede.

(4) Die bepalings van sub-artikel (3) van artikel *sestien* en van sub-artikel (1) van artikel *seventien* is van toepassing op die registrasie van aldus gewysigde regulasies.

HOOFSTUK III.

AANSPREEKLIKHEID VAN LEDE EN KAPITAAL.

20. (1) Dit is 'n voorwaarde van lidmaatskap van 'n koöperatiewe landbouvereniging met onbeperkte aanspreeklikheid, van fede. dat al sy lede gesamentlik en afsonderlik aanspreeklik is vir betalings van die skulde en verpligtings van die vereniging : 60 Met dien verstande dat, onderworpe aan die voorbehouds-bepaling tot sub-artikel (1) van artikel *sewen-en-sewentig*, 'n persoon wat bedank het of uit die vereniging uitgeset is en die boedel van 'n persoon wat oorlede is nie aanspreeklik is nie—

65 (a) ten opsigte van skulde en verpligtings deur die vereniging aangegaan na bedoelde bedanking, uitsetting of dood ; en

(b) ten opsigte van enige skulde en verpligtings van die vereniging hoegenaamd sodra die balansstaat en wins- en verliesrekening van die vereniging, onderte- 70 ken deur sy ouditeur soos hierna bepaal, 'n batige saldo ten gunste van die vereniging aantoon :

Met dien verstande voorts dat niemand aanspreeklik is vir terugbetaling van 'n lening wat deur die vereniging aan- 75 gegaan is voor die datum waarop hy lid geword het, en wat deels of ten volle aangewend is om voorskotte aan die lede van die vereniging te maak of om boerderybenodigdhede aan sy lede te lever of om die onkoste te dek om die produkte.

its members, unless he has received from the society an advance out of the proceeds of the loan or has been supplied by the society with farming requisites purchased or otherwise acquired out of the proceeds of the loan or unless the cost of the society of handling, treating or disposing of any of his products has 5 been defrayed out of the proceeds of the loan.

(2) It shall be a condition of membership of a co-operative agricultural company with limited liability, a farmers' special co-operative company with limited liability, and a co-operative trading society with limited liability, that the liability of a 10 member, present or past, shall be limited to—

- (a) payment of the nominal value of the share or shares held by him ; and
- (b) any contingent liability which by the regulations of the company or society may be attached to such 15 share or shares ; and
- (c) (in the case of a co-operative agricultural company or a farmers' special co-operative company) payment of a sum which by the regulations of the company a member is obliged to make towards repayment of 20 any loan raised by the company and used in whole or in part for making advances or supplying goods or rendering services to members : Provided that such sum shall not exceed the value which he has actually received out of the loan in the form of 25 advances, goods supplied or services rendered.

(3) Nothing in this Act shall invalidate any provision contained in any policy of insurance or other contract whereby the liability of individual members of any society or company on the policy or contract is restricted, or whereby the funds of 30 the society or company are alone made liable in respect of the policy or contract.

Contingent liability attached to shares.

21. (1) Shares with a contingent liability shall be issued by a company or society with limited liability only to such members as voluntarily subscribe therefor and the maximum 35 amount of the contingent liability attached to such shares and the conditions upon which they shall be allotted shall be as prescribed by the regulations of the company or society.

(2) Whenever the registrar is satisfied that the contingent liability attached to any share or shares issued by a company 40 or society no longer serves any useful purpose, or that for any reason it is undesirable that such contingent liability should remain in force, he may, upon written application by the company or society, approve of the cancellation of the contingent liability attached to the share or shares so issued : Provided 45 the right to recover the amount due under the contingent liability attached to the share or shares has not been ceded or pledged as security for any contingent or existing debt, and provided no objection is raised by any interested person to such cancellation within fourteen days after publication by 50 the company or society of a notice in the *Gazette* and a newspaper circulating in the area where the company or society carries on operations, stating that it is proposed to cancel such liability and containing all such particulars as may be required by the registrar.

55

Funds of co-operative agricultural societies with unlimited liability.

22. (1) A co-operative agricultural society with unlimited liability shall not be required to have any fixed capital.

(2) Subject to the provisions of sub-sections (3), (4) and (5), no part of the funds of any such society shall, except in the event of winding-up, be divided amongst its members by way 60 of profit, bonus or dividend or in any other manner than is authorized by its regulations in respect of credit balances due to members.

(3) Any such society may, upon a resolution passed at an annual general meeting, set aside part of the gain resulting from 65 its operations during any financial year, for the purpose of building up a special reserve fund for defraying losses which may result from its operations during any later financial year or years : Provided that an amount not less than the amount so set aside shall be set aside out of the aforesaid gain for the 70 purpose of building up a general reserve fund.

van sy lede te hanteer, te bewerk of van die hand te sit, tensy hy van die vereniging 'n voorskot uit die opbrings van die lening ontvang het of deur die vereniging voorsien is van boerderybenodigdhede aangekoop of op ander wyse verkry 5 uit die opbrings van die lening, of tensy die onkoste deur die vereniging gemaak om daardie lid se produkte te hanteer, bewerk of van die hand te sit uit die opbrings van die lening gedek is.

(2) Dit is 'n voorwaarde van lidmaatskap van 'n koöperatiewe landboumaatskappy met beperkte aanspreeklikheid, 'n spesiale koöperatiewe boeremaatskappy met beperkte aanspreeklikheid en 'n koöperatiewe handelsvereniging met beperkte aanspreeklikheid, dat die aanspreeklikheid van 'n bestaande of gewese lid beperk is tot—

- 15 (a) betaling van die nominale waarde van die aandeel of aandele deur hom besit;
- (b) enige voorwaardelike aanspreeklikheid wat ingevolge die regulasies van die maatskappy of vereniging aan bedoelde aandeel of aandele verbonde mog wees; en
- 20 (c) (in die geval van 'n koöperatiewe landboumaatskappy of 'n spesiale koöperatiewe boeremaatskappy) betaling van 'n bedrag wat 'n lid ingevolge die regulasies van die maatskappy verplig word om by te dra tot die terugbetaling van enige lening wat deur die maatskappy aangegaan is en wat deels of ten volle aangewend is om aan lede voorskotte te verstrek of goedere te lever of dienste te bewys: Met dien verstande dat bedoelde bedrag nie die waarde te bowe gaan nie wat hy werklik uit die lening ontvang het 25 by wyse van verstrekte voorskotte, gelewerde goedere of bewese dienste.

(3) Die bepalings van hierdie Wet maak nie 'n bepaling vervat in 'n versekeringspolis of ander kontrak, waardeur die aanspreeklikheid van individuele lede van 'n vereniging of 35 maatskappy onder die polis of kontrak beperk word, of uit kragte waarvan aanspraak ten opsigte van die polis of kontrak alleen op die fondse van die vereniging of maatskappy gemaak mag word, ongeldig nie.

21. (1) Aandele waaraan 'n voorwaardelike aanspreeklikheid 40 verbonde is, word deur 'n maatskappy of vereniging met beperkte aanspreeklikheid uitgereik alleen aan lede wat vrywillig daarvoor inskrywe, en die hoogste bedrag van die voorwaardelike aanspreeklikheid verbonde aan sulke aandele en die voorwaardes waarop hulle toegewys word, word voor 45 geskrywe deur die regulasies van die maatskappy of vereniging.

(2) Wanneer die registrator oortuig is dat die voorwaardelike aanspreeklikheid verbonde aan 'n aandeel of aandele deur 'n maatskappy of vereniging uitgegee nie meer 'n nuttige doel bevorder nie, of dat dit om een of ander rede ongewens is 50 dat sodanige voorwaardelike aanspreeklikheid bly voortbestaan, kan hy, op skriftelike aansoek deur die maatskappy of vereniging, die opheffing van die voorwaardelike aanspreeklikheid verbonde aan die aandeel of aandele aldus uitgegee, goedkeur: Mits die reg om die bedrag in te vorder wat betaalbaar is ingevolge die voorwaardelike aanspreeklikheid verbonde aan die aandeel of aandele nie as sekuriteit vir 'n moonlike of bestaande skuld aan enige persoon of inrigting oorgemaak of verpand is nie, en mits geen belanghebbende persoon, binne veertien dae na publikasie deur die maatskappy 55 of vereniging van 'n kennisgewing in die *Staatskoerant* en 'n koerant in omloop in die streek waar die maatskappy of vereniging sake doen, waarin vermeld word dat voorgestel word om bedoelde aanspreeklikheid op te hef en waarin alle besonderhede meegedeel word wat die registrator bepaal, 60 teen sodanige opheffing beswaar maak nie.

22. (1) 'n Koöperatiewe landbouvereniging met onbeperkte aanspreeklikheid hoef geen vaste kapitaal te hê nie.

(2) Behoudens die bepalings van sub-artikels (3), (4) en (5), word, behalwe in die geval van likwidasie, geen deel van die fondse van so 'n vereniging by wyse van wins, bonus of diwidend of op 'n ander wyse as wat deur sy regulasies toegelaat word met betrekking tot kredietsaldo's aan lede verskuldig, onder lede verdeel nie.

(3) So 'n vereniging kan, by besluit aangeneem op 'n jaarlikse algemene vergadering, 'n deel van die wins ontstaande uit sy verrigtings in die loop van 'n boekjaar op sy sit om 'n spesiale reserwfonds op te bou tot dekking van verliese wat uit sy verrigtings in die loop van 'n latere boekjaar of latere boekjare mog ontstaan: Met dien verstande dat uit 75 voornoemde wins 'n bedrag, minstens gelyk aan die bedrag aldus op sy gesit, op sy gesit moet word om 'n algemene reserwfonds op te bou.

Voorwaardelike
aanspreeklikheid
verbonde aan
aandele.

Fondse van koöperatiewe landbouverenigings
met onbeperkte
aanspreeklikheid.

(4) If the operations of the society during any financial year have resulted in a loss, the society may, upon a resolution passed at the annual general meeting at which the profit and loss account for that financial year is considered, write off against the special reserve fund so much of the said loss as is fixed by such resolution, and the balance of the loss shall, subject to the provisions of sub-section (1) of section *twenty*, be borne by the members of that year, in accordance with the regulations. 5

(5) Any such society which carries on the business of insurance may set aside funds for the purpose of forming an insurance fund for meeting claims by members for the amounts insured. 10

Loans by co-operative agricultural societies with unlimited liability.

23. No loan exceeding one hundred pounds shall be raised by any co-operative agricultural society with unlimited liability unless the loan has been approved by not less than two-thirds of the members present at a general meeting specially convened for that purpose, of which notice, stating full particulars of the proposed loan, has been duly given, and unless the board of directors has approved of the raising of the loan. 15 20

Funds of co-operative companies and societies with limited liability.

24. (1) The share capital of a co-operative agricultural company with limited liability, of a farmers' special co-operative company with limited liability, and of a co-operative trading society with limited liability, shall be the nominal value of shares from time to time subscribed and not cancelled or 25 forfeited.

(2) The reserve fund of the company or society shall not be distributed amongst members, except in the event of winding-up, and shall at any time be applicable to any purposes to which the share capital of the company or society is applicable: 30 Provided that the use of the reserve fund to defray losses of the company or society or, in the case of a company or society which carries on the business of insurance, to pay claims by members for the amounts insured, shall not be deemed to be a distribution amongst members. 35

(3) Subject to the provisions of sub-section (2) of section *twenty*, the shares issued by the company or society shall only be of one class, all ranking equally.

(4) No share in the company or society shall be allotted unless one-tenth of the nominal value thereof has been paid. 40

(5) Any amount due to a member by way of interest or bonus shall be applied to paying off any calls on shares which may at the time such amount becomes payable be due by him and unpaid.

(6) A share in the company or society shall not be transferred 45 to any person without the consent of the directors given at a meeting of the directors.

(7) The directors of the company or society may, if they think fit, notwithstanding that no call may be due and payable, receive from any member willing to pay the same all or any 50 part of the nominal value of the share or shares held by him, and such payment shall constitute a reduction, to the extent of the payment so made, of the liability of the member in respect of the payment of the nominal value of the share or shares subscribed for by him. 55

Borrowing powers of co-operative companies and societies with limited liability.

25. No loan shall be raised by a co-operative company or society with limited liability, exceeding one-half the issued share capital for the time being of the company or society, unless the loan has been approved by not less than two-thirds of the members voting in person or by proxy (where proxies 60 are allowed by the regulations) at a general meeting specially convened for that purpose, of which notice, stating full particulars of the proposed loan, has been duly given.

Issue and registration of debentures and register of mortgages and debentures.

MORTGAGES AND DEBENTURES.

65

26. (1) A society or company registered under this Act may, subject to the provisions of this section, if so authorized by its regulations, create and issue debentures binding as security for the fulfilment of the obligations undertaken by the society.

(4) Indien die verrigtings van die vereniging in die loop van 'n boekjaar op 'n verlies uitgeloop het, kan die vereniging, by besluit aangeneem op die jaarlikse algemene vergadering waarop die wins- en verliesrekening vir daardie boekjaar oorweeg word, soveel van genoemde verlies teen die spesiale reserwfonds afgeskrywe as wat by bedoelde besluit vasgestel word, en die oorskot van die verlies word, met inagneming van die bepalings van sub-artikel (1) van artikel *twintig*, deur die lede van daardie jaar in ooreenstemming met die regulasies gedra.

(5) So 'n vereniging wat 'n assuransiebesigheid drywe, kan geldé op sy sit om 'n assuransiefonds op te bou tot dekking van vorderings van lede van die versekerde bedrae.

23. Geen lening wat meer as honderd pond bedra, word Lenings deur ko-operatiewe landbouverenigings met onbeperkte aanspreeklikheid aangegaan nie, tensy die lening goedgekeur is deur minstens twee-derdes van die lede teenwoordig op 'n algemene vergadering wat spesiaal vir daardie doel belê is en waarvan behoorlik kennis gegee is, met vermelding van volle besonderhede van die voorgestelde lening, en tensy die raad van direkteure die aangaan van die lening goedgekeur het.

24. (1) Die aandele-kapitaal van 'n koöperatiewe landboumaatskappy met beperkte aanspreeklikheid, van 'n spesiale koöperatiewe boeremaatskappy met beperkte aanspreeklikheid en van 'n koöperatiewe handelsvereniging met beperkte aanspreeklikheid is die nominale waarde van aandele waarvoor van tyd tot tyd ingeskryf is, en wat nie ingetrek of verbeur is nie.

30 (2) Die reserwfonds van die maatskappy of vereniging word nie onder lede verdeel nie behalwe in geval van likwidasie en kan te eniger tyd aangewend word vir enige doel waarvoor die aandele-kapitaal van die maatskappy of vereniging aangewend kan word: Met dien verstande dat die aanwending van die reserwfonds om verliese van die maatskappy of vereniging te dek of, in die geval van 'n maatskappy of vereniging wat 'n assuransiebesigheid drywe, om vorderings van lede van die versekerde bedrae te dek, nie geag word 'n verdeling onder lede te wees nie.

49 (3) Die aandele deur die maatskappy of vereniging uitgegee is, behoudens die bepalings van sub-artikel (2) van artikel *twintig*, almal van dieselfde klas en dieselfde rangorde.

(4) Geen aandeel in die maatskappy of vereniging word toegewys nie voordat een-tiende van die nominale waarde daarvan betaal is.

(5) 'n Bedrag wat aan 'n lid ten opsigte van rente of bonus verskuldig is, word aangewend ter betaling van oproep op aandele wat wanneer bedoelde bedrag betaalbaar word, deur hom verskuldig en nog nie betaal is nie.

50 (6) 'n Aandeel in die maatskappy of vereniging kan nie sonder toestemming van die direkteure, gegee op 'n vergadering van die direkteure, aan 'n ander persoon oorgedra word nie.

(7) Die direkteure van die maatskappy of vereniging kan, na goeddunke, ondanks die feit dat geen oproep verskuldig of betaalbaar is nie, van 'n lid wat bereid is om dit te betaal, die volle nominale waarde van die aandeel of aandele wat hy besit, of 'n deel daarvan, aanneem, en so 'n betaling verminder die aanspreeklikheid van die lid ten opsigte van betaling van die nominale waarde van die aandeel of aandele waarvoor hy ingeskryf het met 'n bedrag gelyk aan die bedrag aldus betaal.

25. Geen lening van 'n groter bedrag as die helfte van die dan uitgegewe aandelekapitaal van 'n koöperatiewe maatskappy of vereniging met beperkte aanspreeklikheid word deur so 'n maatskappy of vereniging aangegaan nie, tensy die lening goedgekeur is deur minstens twee-derdes van die lede wat in eie persoon of (waar dit deur die regulasies toegelaat word) deur gevoldmagtigdes hulle stemme uitbring op 'n algemene vergadering wat spesiaal vir daardie doel belê is, en waarvan behoorlik kennis gegee is met vermelding van volle besonderhede van die voorgestelde lening.

HOOFSTUK IV.

VERBANDE EN OBLIGASIES.

75 26. (1) Indien deur sy regulasies daartoe gemagtig, kan 'n volgens hierdie Wet geregistreerde vereniging of maatskappy, met inagneming van die bepalings van hierdie artikel, obligasies tot stand bring en uitgee wat as sekuriteit vir die vervulling van die verpligting, ingevolge daarvan deur die vereniging Uitgifte en registrasie van obligasies en register van verbande en obligasies.

or company thereunder so much of the movable or immovable property of the society or company as is described therein.

(2) If such debentures purport to bind only movable property, they may, if executed before a notary, be registered in a deeds registry or registries in like manner as if they were notarial bonds. 5

(3) If such debentures purport to bind immovable property or both movable and immovable property, registration in respect thereof may be effected in a deeds registry or registries by means of a mortgage bond or bonds executed on behalf 10 of the society or company and hypothecating the property concerned in favour either of one or more debenture holders or of one or more persons as trustees for the debenture holders generally. If the bond is in favour of one or more debenture holders the original debenture shall be annexed to one copy 15 of the bond and a duplicate or certified copy of the debenture shall be annexed to the other copy. If the bond is in favour of trustees for debenture holders a certified copy of the trust deed by which the trustees are appointed and in which their rights and duties are defined, together with a specimen form of the 20 debenture, shall be annexed to each copy of the bond.

(4) Registration of notarial debentures under sub-section (2) or of debenture bonds under sub-section (3) and cancellation thereof in whole or in part shall be effected in accordance with the regulations and practice of the deeds registry concerned relating to notarial bonds or mortgage bonds respectively. When so registered such notarial debentures or debenture bonds shall, as from the date of registration, subject to any prior rights arising out of any bond or debenture previously registered or out of any legal hypothec, pledge or 30 right of retention, operate as a first or preferential charge in respect of so much of the movable or immovable property of the society or company as is mentioned and described therein as bound by way of security for the fulfilment of the obligation undertaken by the society or company thereunder. 35

(5) In any bond executed in favour of trustees for debenture holders generally provision may be made that the debentures thereby secured or to be secured may be issued from time to time and at different dates, as the society or company may determine, but all such debentures, whenever issued, shall 40 rank in preference concurrently with one another as from the date of registration of the bond.

(6) Every holder of a debenture secured by a bond executed in favour of trustees for debenture holders generally shall, unless it is otherwise provided by the terms of the bond or of 45 the trust deed and form of debenture annexed thereto, be entitled to enforce his rights under such debenture as soon as it has been issued to him in the same manner as if he were himself the holder of such bond. No notice of the cession of any such debenture shall be necessary in order to confer upon any 50 cessionary thereof the rights of the cedent.

(7) Every society or company shall keep at its registered office a register of mortgages and debentures and enter therein all mortgages and debentures affecting property of the society or company, giving in each case a short description of the 55 property mortgaged or charged, the amount of the mortgage or charge, and (except in case of securities to bearer) the names of the mortgagees and debenture holders.

(8) If any director, manager, secretary or other officer of the society or company authorizes or knowingly permits 60 the omission of any entry required to be made in pursuance of this section, he shall be guilty of an offence and liable, on conviction, to a fine not exceeding fifty pounds.

(9) The register of mortgages and debentures kept in pursuance of this section shall be open at all reasonable times to 65 the inspection of the registrar or any person authorized by him or any person appointed in terms of section forty-seven or any creditor or member of the society or company without fee, and of any other person on payment of such fee, not exceeding two shillings and sixpence for each inspection, as the society or 70 company may prescribe.

(10) If inspection of the said register is refused, any officer of the society or company refusing inspection and every director, manager, secretary or other officer of the society or company

of maatskappy onderneem, so veel van die roerende of onroerende goed van die vereniging of maatskappy verbind as wat daarin omskrywe word.

(2) As daardie obligasies voorgee om slegs roerende goed te verbind, kan hulle, indien voor 'n notaris uitgemaak en geteken, in 'n registrasiekantoor of registrasiekantore van aktes geregistreer word op dieselfde manier asof hulle notariële verbande was.

(3) As daardie obligasies voorgee om onroerende goed of beide roerende en onroerende goed te verbind, kan ten opsigte daarvan 'n registrasie in 'n registrasiekantoor of registrasiekantore van aktes plaasvind deur middel van 'n verband of verbande namens die vereniging of maatskappy uitgemaak en geteken, wat die betrokke goed verbind ten gunste, hetsy van een of meer obligasie-houers, of van een of meer persone as kuratore vir die obligasiehouers oor die algemeen. As die verband ten gunste van een of meer obligasiehouers is, moet die oorspronklike obligasie geheg word aan een eksemplaar van die verband en 'n duplikaat of gesertifiseerde kopie van die obligasie moet aan die ander eksemplaar geheg word. As die verband ten gunste van kuratore vir obligasiehouers is, moet 'n gesertifiseerde kopie van die akte van opdrag waardeur die kuratore benoem word en waarin hul regte en pligte bepaal word, met 'n monster-vorm van die obligasie, aan elke eksemplaar van die verband geheg word.

(4) 'n Registrasie van notariële obligasies ingevolge sub-artikel (2) of van obligasieverbande ingevolge sub-artikel (3) en 'n algehele of gedeeltelike rojering daarvan moet plaasvind ooreenkomsdig die regulasies en praktyk van die betrokke registrasiekantoor van aktes wat betref respektieflik notariële verbande of aktes van verbande. Wanneer daardie notariële obligasies of obligasieverbande aldus geregistreer is, het hulle vanaf die registrasie-datum en behoudens enige vorige regte kragtens enige eerder geregistreerde verband of obligasie, of kragtens enige legale hipoteek, pand, of retensiereg, die werking van 'n eerste of voorkeur-las op soveel van die roerende of onroerende goed van die vereniging of maatskappy as wat daarin opgenom en omskrywe word as verbonde as sekuriteit vir die vervulling van die verpligting wat die vereniging of maatskappy ingevolge daarvan onderneem het.

(5) In enige verband ten gunste van kuratore vir obligasiehouers oor die algemeen uitgemaak en geteken, kan bepaal word dat die obligasies wat daardeur verseker is of moet word, van tyd tot tyd en op verskillende datums uitgegee kan word, soos die vereniging of maatskappy mog besluit, maar alle sodanige obligasies, wanneer hulle ook uitgegee mog wees, gee met mekaar gelyke voorrang vanaf die registrasie-datum van die verband.

(6) Elke houer van 'n obligasie wat verseker is deur 'n verband uitgemaak en geteken ten gunste van kuratore vir obligasie-houers oor die algemeen is, tensy die verband of die akte van opdrag en daaraan gehegte obligasievorm anders bepaal, geregtig om sy regte kragtens daardie obligasie uit te oefen sodra dit aan hom uitgegee is, op dieselfde manier asof hy self die houer van daardie verband was. Geen kennisgewing van die sessie van so 'n obligasie is nodig om aan 'n sessioneeris daarvan die regte van die sedent te verleen nie.

(7) Elke vereniging of maatskappy moet op sy geregistreerde kantoor 'n register van verbande en obligasies aanhou en daarin alle verbande en obligasies wat eiendom van die vereniging of maatskappy raak aanteken, in elke geval met 'n kort beskrywing van die beswaarde eiendom, die bedrag van die verband en (behalwe in die geval van sekuriteite aan toonder) die name van die verbandhouers en obligasiehouers.

(8) As 'n direkteur, bestuurder, sekretaris of ander beampete van die vereniging of maatskappy die uitlating van 'n aantekening, wat hierdie artikel voorskrywe, veroorloof of met wete toelaat, dan is hy skuldig aan 'n misdryf en by veroordeling strafbaar met 'n boete van hoogstens vyftig pond.

(9) Die register van verbande en obligasies gehou ingevolge hierdie artikel, mag op alle redelike tye deur die registrateur of iemand deur hom gemagtig, of enige persoon aangestel ingevolge artikel *sewen-en-veertig*, of enige skuldeiser of lid van die vereniging of maatskappy kosteloos ingesien word, en deur enige ander persoon teen betaling van so 'n bedrag van nie meer dan twee sjielings en ses pennies vir elke insage as die vereniging of maatskappy mag voorskrywe.

(10) Word die insage van voormalde register geweier, dan is enige beampete van die vereniging of maatskappy wat die insage weier en elke direkteur, bestuurder, sekretaris of ander beampete van die vereniging of maatskappy wat die weierung

authorizing or knowingly and wilfully permitting the refusal, shall be guilty of an offence and liable, on conviction, to a fine not exceeding ten pounds; and the court (including the court convicting) may, by order, compel immediate inspection of the said register. 5

(11) Nothing in sub-sections (7), (8), (9) or (10) of this section contained shall apply to an existing society or company referred to in section *ninety* till the expiry of six months from the commencement of this Act.

Register of debentures.

27. (1) Every society or company registered under this 10 Act shall keep at its registered office a register of debentures showing the number of debentures issued and outstanding and specifying whether issued to bearer or not, and, in the case of those not issued to bearer specifying further the names and addresses of the holders thereof. 15

(2) Every such register shall, except when closed in accordance with the regulations, during such period or periods (not exceeding in the whole sixty days in any year) as may be specified in the regulations, be open to the inspection of any person but subject to such reasonable restriction as the society 20 or company may in general meeting impose, so that at least two hours in each day are appointed for inspection, and the society or company shall furnish to any person at his request extracts from the register on payment of one shilling for every hundred words or fractional part thereof required to be extracted 25 or shall afford him adequate facilities for making such extracts.

(3) A copy of any trust deed for securing any issue of debentures shall be transmitted to every holder of any such debentures at his request on payment, in the case of a printed trust deed, of the sum of two shillings and sixpence or such less sum as may 30 be prescribed by the society or company, or where the trust deed has not been printed, on payment of one shilling for every hundred words or fractional part thereof required to be copied.

(4) If the inspection, extracts, or facilities be refused, or a copy of a trust deed be refused or not transmitted, the society 35 or company shall be guilty of an offence and liable, on conviction, to a fine not exceeding ten pounds.

Power to re-issue redeemed debentures in certain cases.

28. (1) Where a society or company registered under this 40 Act has redeemed any debentures previously issued, the society or company, unless the regulations or the conditions of issue expressly otherwise provide, or unless the debentures have been redeemed in pursuance of any obligation on the society or company so to do (not being an obligation enforceable only by the person to whom the redeemed debentures were issued or his successors in title) shall have power to keep the debentures 45 alive for the purpose of re-issue, and where a society or company has purported to exercise such a power the society or company shall have power to re-issue the debentures either by re-issuing the same debentures or by issuing other debentures in their place, and upon such a re-issue the person entitled to the 50 debentures shall have the same rights and priorities as if the debentures had not previously been issued.

(2) Where with the object of keeping debentures alive for the purpose of re-issue, they have been transferred to a nominee of the society or company, a transfer from that nominee 55 shall be deemed to be a re-issue for the purposes of this section.

(3) Where a society or company has deposited any of its debentures to secure advances from time to time on current account or otherwise, the debentures shall not be deemed to have been redeemed by reason only of the account of the society 60 or company having ceased to be in debit whilst the debentures remained so deposited.

(4) Nothing in this section shall prejudice any power to issue debentures in the place of any debentures paid off or otherwise satisfied or extinguished, reserved to a society or company 65 by its debentures or the securities for the same.

Specific performance of contract to subscribe for debentures.

29. A contract with a society or company registered under this Act to take up and pay for any debentures of the society or company may be enforced by an order for specific performance. 70

magtig of willens en wetens toelaat, skuldig aan 'n misdryf en by veroordeling strafbaar met 'n boete van hoogstens tien pond, en buitendien mag die hof (en ook die veroordelende hof) deur 'n order die onmiddellike insage van voormalde 5 register afdwing.

(11) Sub-artikels (7), (8), (9) en (10) van hierdie artikel is nie op 'n bestaande vereniging of maatskappy bedoel in artikel negentig tot na die verloop van ses maande vanaf die inwerkingtreding van hierdie Wet van toepassing nie.

10 27. (1) Elke vereniging of maatskappy wat volgens hierdie Obligasie-register.

Wet geregistreer is, moet op sy geregistreerde kantoor 'n register van obligasies aanhou en daarin vermeld die aantal obligasies wat uitgegee en uitstaande is en of hulle al dan nie aan toonder uitgegee is, en by die wat nie aan toonder uitgegee 15 is nie, verder vermeld die name en adresse van hulle houers.

(2) Elke sodanige register mag, behalwe as hy ooreenkomsdig die regulasies gesluit is, gedurende die tydperk of tydperke (tesame nie meer dan sestig dae in een jaar), wat die regulasies daarvoor bepaal, deur enige persoon ingesien word, behoudens 20 sulke billike beperkings as die vereniging of maatskappy op 'n algemene vergadering mag vassel, sodat minstens twee uur op elke dag vir die insage bestem is, en die vereniging of maatskappy moet aan elke persoon op sy versoek uittreksels uit die register verstrek teen betaling van een sjieling vir 25 elke honderdtal of breukdeel van 'n honderdtal woorde wat die verlangde uittreksel bevat, of moet hom voldoende geleentheid verskaf om sulke uittreksels te maak.

(3) 'n Kopie van 'n akte van opdrag as sekuriteit vir 'n uitgifte van obligasies moet aan elke houer van sulke obligasies 30 op sy versoek gestuur word teen betaling, as die akte van opdrag gedruk is, van die som van twee sjielings en ses pennies of so 'n mindere bedrag as die vereniging of maatskappy voor-skrywe, of as die akte van opdrag nie gedruk is nie, teen betaling van een sjieling vir elke honderdtal of breukdeel van 35 'n honderdtal woorde wat die verlangde kopie bevat.

(4) Word die insage, uittreksels of geleentheid geweiер, of 'n kopie van 'n akte van opdrag geweiер of nie opgestuur nie, dan is die vereniging of maatskappy skuldig aan 'n misdryf en by veroordeling strafbaar met 'n boete van hoogstens 40 tien pond.

28. (1) Wanneer 'n vereniging of maatskappy wat volgens Bevoegdheid om hierdie Wet geregistreer is, obligasies wat voorheen uitgegee in sekere gevalle is, aflos, dan is die vereniging of maatskappy geregtig, tensy die afgeloste obligasies anders 45 bepaal, of tensy die vereniging of maatskappy die obligasies regelsoverval afgelos het onder 'n verpligting om dit te doen (en wel onder 'n verpligting wat nie afdwingbaar is nie alleen deur die persoon aan wie die afgeloste obligasies uitgegee is of deur sy regssopvolger), om die obligasies te laat voortbestaan met die 50 doel om hulle weer uit te gee, en wanneer blyk dat 'n vereniging of maatskappy so 'n reg uitgeoefen het, is die vereniging of maatskappy geregtig om die obligasies weer uit te gee deur diezelfde obligasies weer uit te gee of deur ander obligasies in hulle plek uit te gee, en na die wederuitgifte het die persoon, 55 aan wie die obligasies toekom, diezelfde regte en voorkeur asof die obligasies nie voorheen uitgegee was nie.

(2) Wanneer obligasies, met die doel om hulle te laat voortbestaan en weer uit te gee, oorgedra is aan iemand wat die vereniging of maatskappy daartoe benoem het, dan word 60 'n oordrag van die aldus benoemde beskou as 'n wederuitgifte, vir die doeleindes van hierdie artikel.

(3) Wanneer 'n vereniging of maatskappy van sy obligasies gedeponeer het as sekuriteit vir voorskotte wat hy van tyd tot tyd op sy lopende rekening of anders ontvang het, dan word 65 die obligasies nie geag afgelos te wees nie slegs omdat die debet-saldo op die rekening van die vereniging of maatskappy verdwyn het terwyl die obligasies aldus gedeponeer was.

(4) Hierdie artikel beperk nie enige bevoegdheid, wat aan 70 'n vereniging of maatskappy voorbehou is in sy obligasies of die sekuriteite daarvoor, om obligasies uit te gee in die plek van enige obligasies wat afbetaal of op 'n ander manier voldaan of gedelg is nie.

55 29. 'n Kontrak met 'n vereniging of maatskappy wat volgens Spesifieke uitvoering van kontrak hierdie Wet geregistreer is om obligasies van die vereniging of om obligasies op te neem maatskappy op te neem en daarvoor te betaal, mag deur 'n order tot spesifieke uitvoering afgedwing word.

CHAPTER V.

MANAGEMENT OF SOCIETIES AND COMPANIES.

Directors of
societies and
companies.

30. (1) The operations of every co-operative agricultural society or company or farmers' special co-operative company or co-operative trading society shall be managed and controlled by a board of directors who shall, subject to the provisions of sub-section (2) of section twelve of this Act and paragraph (a) of sub-section (3) of section thirty-one of the Livestock and Meat Industries Act, 1934 (Act No. 48 of 1934), be elected at the annual general meeting of the society or company. 10

(2) The number of the directors shall not be less than three, and no person shall be qualified to be a director, unless he is a member of the society or company: Provided that any person who—

(a) is a member of a body of persons carrying on farming 15 operations which is a member of a co-operative agricultural company with limited liability or a farmers' special co-operative company with limited liability; or

(b) is a member of a society or company which is a member 20 of another society or company with limited liability or of a central or federal company,

shall, unless the regulations of the society or company or central or federal company otherwise provide, be qualified to be a director of such co-operative agricultural company, or farmers' 25 special co-operative company, society or company, or central or federal company.

(3) Subject to the provisions of this section, the directors shall be elected in the manner prescribed by the regulations of the society or company, and, subject to the provisions of section 30 thirty-one, shall hold office and retire as so prescribed.

(4) The directors shall hold meetings as often as may be necessary for properly conducting the business and operations of the society or company.

(5) The quorum of a meeting of directors shall be as prescribed 35 by the regulations of the society or company: Provided that it shall not in any case be less than half the number of directors.

(6) The board of directors shall at its first meeting held after the formation of the society or company, and thereafter at the first meeting of the board held after the annual general 40 meeting, elect one of the directors to be chairman until the first or next (as the case may be) annual general meeting, and if any vacancy occur during such time in the office of chairman, it shall be filled as soon as a meeting of the board can be convened. 45

Vacation of office
by directors.

31. (1) A director shall vacate his office—

(a) if he becomes insolvent or assigns his estate for the benefit of or compounds with his creditors; or

(b) if he becomes of unsound mind, or is convicted of any offence and sentenced to any period of imprisonment without the option of a fine; or

(c) if he is absent from four consecutive ordinary meetings of the board without its leave (and such leave shall not be granted for a period covering more than six consecutive ordinary meetings, unless the absence be 55 on the business of the society or company); or

(d) if he resigns his membership of the society or company or is lawfully expelled therefrom; or

(e) if he gives one month's notice in writing to the board of his intention to resign office and his resignation is 60 accepted by the board.

(2) Any vacancy so occurring on the board of directors shall be filled as prescribed by the regulations of the society or company.

Powers of board of
directors.

32. (1) Subject to any restrictions imposed by this Act 65 or by the regulations of the society or company on the powers of the board of directors, the board may, on behalf of the society or company, exercise all the rights and powers and perform all the obligations of the society or company, and every director who, upon the authority of a resolution of the board does any 70 act falling within the scope of the objects of the society or company, shall be deemed to be the agent of the society or company.

HOOFSTUK V.

BESTUUR VAN VERENIGINGS EN MAATSKAPPYE.

30. (1) Die werksaamhede van elke koöperatiewe landbouvereniging of -maatskappy of spesiale koöperatiewe boere-maatskappy of koöperatiewe handelsvereniging word bestuur en beheer deur 'n raad van direkteure wat, behoudens die bepalings van sub-artikel (2) van artikel *twaalf* van hierdie Wet en paragraaf (a) van sub-artikel (3) van artikel *een-en-dertig* van die Wet op die Vee- en Vleisnywerhede, 1934 (Wet 10 No. 48 van 1934), op die jaarlikse algemene vergadering van die vereniging of maatskappy gekies word.
- (2) Die aantal direkteure is minstens drie, en geen persoon is bevoeg om 'n direkteur te wees nie, tensy hy 'n lid van die vereniging of maatskappy is : Met dien verstande dat 'n 15 persoon wat—
- (a) lid is van 'n vereniging van persone wat boerdery beoefen wat lid is van 'n koöperatiewe landboumaatskappy met beperkte aanspreeklikheid of 'n spesiale koöperatiewe boeremaatskappy met beperkte aanspreeklikheid ; of
 - (b) lid is van 'n vereniging of maatskappy wat lid is van 'n ander vereniging of maatskappy met beperkte aanspreeklikheid of van 'n sentrale of federale maatskappy,
- 25 tensy die regulasies van die vereniging of maatskappy of sentrale of federale maatskappy anders bepaal, bevoeg is om direkteur te wees van bedoelde koöperatiewe landboumaatskappy, of spesiale koöperatiewe boeremaatskappy, vereniging of maatskappy, of sentrale of federale maatskappy.
- 30 (3) Behoudens die bepalings van hierdie artikel word die direkteure gekies op die wyse wat deur die regulasies van die vereniging of maatskappy voorgeskrywe word, en behoudens die bepalings van artikel *een-en-dertig*, beklee hulle hul amp en tree hulle af soos aldus voorgeskrywe word.
- 35 (4) Die direkteure hou vergaderings so dikwels as nodig is om die sake en werksaamhede van die vereniging of maatskappy behoorlik te lei.
- (5) Die kworum op 'n vergadering van direkteure word deur die regulasies van die vereniging of maatskappy voorgeskrywe : Met dien verstande dat dit in geen geval minder as die helfte van die getal direkteure mag wees nie.
- (6) Die raad van direkteure kies op sy eerste vergadering gehou na die oprigting van die vereniging of maatskappy, en daarna op die eerste vergadering van die raad gehou na die 45 jaarlikse algemene vergadering, een van die direkteure as voorzitter tot die eerste of (na gelang van die geval) die volgende jaarlikse algemene vergadering, en ingeval die voorzittersaamgelande bedoelde tydperk vakant word, moet die vakature gevul word sodra 'n vergadering van die raad belê kan word.
- 50 31. (1) 'n Direkteur ontruim sy amp—
- (a) as hy insolvent raak of sy boedel ten voordele van Ampsontruiming sy skuldeisers afstaan of met sy skuldeisers 'n skikking aangaan ; of
 - (b) as hy kranksinnig word of aan 'n oortreding skuldig bevind word en tot gevangenisstraf sonder keuse van boete veroordeel word ; of
 - (c) as hy van vier agtereenvolgende gewone vergaderings van die raad afwesig is sonder verlof van die raad (en sodanige verlof word nie toegestaan vir 'n tydperk wat oor meer as ses agtereenvolgende gewone vergaderings loop nie, tensy hy afwesig is in verband met die sake van die vereniging of maatskappy) ; of
 - (d) as hy as lid van die vereniging of maatskappy bedank of wettig uitgesit word ; of
 - (e) as hy die raad een maand vooraf skriftelik kennis gee van sy voorneme om te bedank en sy bedanking deur die raad aangeneem word.
- (2) 'n Vakture wat aldus op die raad van direkteure ontstaan, word gevul op die wyse wat in die regulasies van die vereniging of maatskappy bepaal word.
- 70 32. (1) Behoudens enige beperkings wat deur hierdie Wet *Bevoegdhede van deur die regulasies van die vereniging of maatskappy gelê raad van direkteure*.
- word op die bevoegdhede van die raad van direkteure, kan die 75 raad namens die vereniging of maatskappy al die regte en bevoegdhede uitoefen en al die verpligtings nakom van die vereniging of maatskappy en word elke direkteur wat, wanneer hy daar toe gemagtig is deur 'n besluit van die raad 'n handeling verrig wat binne die bestek van die doeleindes van die vereniging of maatskappy val, geag die gevoldmagtigde van die vereniging of maatskappy te wees.

(2) No director shall be held liable to the society or company for any loss it may sustain, unless the loss was due to his wilful misconduct or gross negligence, or to his failure to comply with any provisions of this Act or of the regulations of the society or company. 5

(3) The acts done by any meeting of the directors or by any person acting as a director shall, notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any directors or persons acting as aforesaid, be as valid as if no such defect existed. 10

Directors may delegate their powers.

33. (1) Subject to any restrictions imposed by resolution of a general meeting, the directors of a society or company shall, if their number exceed six, and if so authorized by its regulations, have the power to delegate any of their powers to a committee consisting of those directors whom they think fit to appoint thereto; and any committee so formed shall in the exercise of the powers so delegated, conform to any rules or instructions that may be imposed on or issued to it by the directors. 15

(2) The acts done by any meeting of such committee shall, notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of such committee, be as valid as if no such defect existed. 20

List of directors to be sent to registrar.

34. Every society or company shall, within one month after each annual general meeting, transmit to the registrar a list containing the names and addresses of the members who, at the date of the transmission of the return are the directors of the society or company; and every society or company shall, within one month after the occurrence of any change in the names and addresses of directors advise the registrar in writing 30 of such change.

Financial year.

35. Unless it is otherwise provided in the regulations of the society or company, the financial year shall be from the first day of July to the thirtieth day of June next ensuing, both days inclusive. 35

General meeting.

36. (1) A general meeting of every society or company shall be held within four months after the close of the society's or company's financial year for the purpose of considering and dealing with the financial position and the balance sheet and statement of accounts of the society or company, and for the 40 election of directors and auditor, and for general business. Such meeting shall be called the annual general meeting and shall be held at such convenient place and time as may be prescribed by the board.

(2) The board, or any two directors jointly signing the notice, 45 may by written notice, convene, in addition to the annual general meeting, a special general meeting of the society or company, when the holding of such meeting appears to them necessary in the interests of the society or company; and the board shall convene such meeting if a requisition in writing 50 signed by not less than one-tenth, but in no case less than five, of the members of the society or company, or in the case of central or federal companies, by not less than two members of such company, be transmitted to the board.

(3) If, within twenty-one days after the transmission of such 55 requisition, a special meeting is not convened by the board, it may be convened by the requisitionists.

Procedure at general meetings.

37. (1) The chairman of the directors, if present, shall, unless the meeting otherwise determines by resolution, be the chairman of any general meeting. 60

(2) No item of business shall be transacted at any general meeting unless a quorum of members is present during the time when the meeting is considering that item.

(3) The quorum of any general meeting shall be, in the case of a co-operative agricultural society with unlimited liability, 65 one-tenth of the members present in person, and in the case of a co-operative agricultural company with limited liability, a farmers' special co-operative company with limited liability and a co-operative trading society with limited liability, one-tenth of the members present in person or by proxy (where 70 proxies are allowed by the regulations) if the members of the company or trading society do not exceed two hundred; and, if the members of the company or trading society exceed two hundred, the quorum shall be one-tenth of such members

(2) Geen direkteur word teenoor die vereniging of maatskappy aanspreeklik gehou weens enige verlies wat die vereniging of maatskappy mag ly nie, tensy die verlies te wyte was aan sy opsetlike wangedrag of growwe nalatigheid of aan 5 sy versuim om aan een of ander bepaling van hierdie Wet of aan die regulasies van die vereniging of maatskappy te voldoen.

(3) Die handelings van 'n vergadering van direkteure of van iemand wat as direkteur optree, is ondanks enige gebrek 10 wat later ontdek mag word in verband met die aanstelling of bevoegdheid van daardie direkteure of persone wat as voormeld opgetree het, ewe geldig asof so 'n gebrek nie bestaan het nie.

33. (1) Behoudens enige beperkings by besluit van 'n algemene vergadering opgelê, kan die direkteure van 'n vereniging of maatskappy, indien hulle meer as ses is, en indien 15 sy regulasies dit toelaat, een of meer van hul bevoegdhede oordra aan 'n komitee bestaande uit die direkteure wat hulle raadsaam ag om daar toe aan te stel; en 'n aldus saamgestelde 20 komitee moet hom, by die uitoefening van die bevoegdhede aldus oorgedra, hou aan die reëls of voorskrifte wat die direkteure aan hom mag oplê of uitreik.

(2) Die handelings van 'n vergadering van so 'n komitee is, ondanks enige gebrek wat later ontdek mag word in verband 25 met die aanstelling of bevoegdheid van 'n lid van bedoelde komitee, ewe geldig asof so 'n gebrek nie bestaan het nie.

34. Elke vereniging of maatskappy moet, binne een maand na elke algemene jaarlikse vergadering, aan die registrateur 'n 30 lys stuur wat die name en adresse bevat van die lede wat tydens die indiening van die lys die direkteure van die vereniging of maatskappy uitmaak; en elke vereniging of maatskappy moet die registrateur skriftelik in kennis stel van enige verandering in die name en adresse van direkteure binne een maand nadat 35 so 'n verandering plaasgevind het.

35. Tensy dit in die regulasies van 'n vereniging of maatskappy anders bepaal word, loop die boekjaar vanaf die eerste dag van Julie tot die daaropvolgende dertigste dag van Junie, beide dae ingerekken.

36. (1) 'n Algemene vergadering van elke vereniging of 40 maatskappy moet gehou word binne vier maande nadat die boekjaar van die vereniging of maatskappy ten einde loop, om die finansiële toestand en die balansstaat en die staat van rekenings van die vereniging of maatskappy te oorweeg en te behandel, en om direkteure en 'n ouditeur te kies, en 45 vir algemene besigheid. Sodanige vergadering word die algemene jaarlikse vergadering genoem en word gehou op sodanige gerieflike plek en datum as die raad mog bepaal.

(2) Benewens die algemene jaarlikse vergadering kan die raad of twee direkteure wat gesamentlik die kennisgewing 50 onderteken, deur skriftelike kennisgewing 'n spesiale algemene vergadering van die vereniging of maatskappy byeenroep, wanneer hulle dit in belang van die vereniging of maatskappy nodig ag dat so 'n vergadering gehou word; en die raad moet so 'n vergadering byeenroep indien 'n versoekskrif, onderteken 55 deur minstens een-tiende van, maar in ieder geval minstens vyf, lede van die vereniging of maatskappy of, in die geval van sentrale of federale maatskappye, deur minstens twee lede van die maatskappy, by die raad ingedien word.

(3) Indien 'n spesiale vergadering nie binne een-en-twintig 60 dae na die indiening van so 'n versoekskrif deur die raad byeengeroep word nie, kan dit deur die ondertekenaars van die versoekskrif byeengeroep word.

37. (1) Die voorstander van die direkteure tree op as voorstander op enige algemene vergadering waarop hy teenwoordig is, tensy 65 die vergadering anders besluit.

(2) Geen item van die verrigtings word op 'n algemene vergadering behandel nie, tensy 'n kworum van die lede teenwoordig is gedurende die tyd wanneer die vergadering daar-die item oorweeg.

(3) Die kworum van 'n algemene vergadering is, in die geval van 'n koöperatiewe landbouvereniging met onbeperkte aanspreeklikheid, een-tiende van die lede teenwoordig in eie persoon en, in die geval van 'n koöperatiewe landboumaatskappy met beperkte aanspreeklikheid, 'n spesiale koöperatiewe boeremaatskappy met beperkte aanspreeklikheid en 'n koöperatiewe handelsvereniging met beperkte aanspreeklikheid, een-tiende van die lede teenwoordig in eie persoon of (waar dit deur die regulasies toegelaat word) deur 'n gevoldmagtige verteenwoordig, indien die ledetal van die maatskappy of handelsvereniging nie meer as tweehonderd is nie; en, indien die ledetal van die maatskappy of handelsvereniging

Direkteure kan hul bevoegdhede oordra.

Lys van direkteure moet aan registrateur gestuur word.

Boekjaar.

Algemene vergadering.

Procedure op algemene vergaderings.

in respect of the first two hundred, plus one-fiftieth of the members in excess of two hundred : Provided that a quorum shall in no case consist of less than five members present in person. In the case of a central or federal company formed under Chapter VI., the quorum shall in no case consist of less than two members present by their proxies. 5

(4) If within one hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall not be held. In any other case the meeting shall stand adjourned to the same day in the next week at the same time and place, or if that day is a public holiday, it shall stand adjourned to the next day which is not a public holiday, and if at such adjourned meeting a quorum is not present within one hour from such time, the members present not being less than five, or, in the case of a central or federal company, not being less than two, shall constitute a quorum : Provided that whenever it is by this Act or the regulations of a society or company required that the question for decision by a general meeting shall be determined by a specific number or majority of votes, and not by a bare majority of votes only, the quorum prescribed by sub-section (3) must be secured. 10 15 20

(5) Save as is otherwise provided in this Act or the regulations of the society or company, every question for decision by a general meeting shall be determined by a majority of members present in person thereat, and on a show of hands, unless a poll is demanded by at least five members, or, in the case of a central or federal company formed under the provisions of Chapter VI. of this Act, by at least two members. 25

(6) The declaration by the chairman that a question to be so decided has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact, without proof of the number or proportion of votes recorded in favour of or against the resolution. 30 35

(7) A poll, if demanded, shall be taken forthwith in the manner prescribed by the regulations of the society or company.

(8) The chairman of the meeting shall, in addition to his deliberative vote, have also a casting vote in the case of an equality of votes, whether on a show of hands or on a poll, unless it is otherwise provided by the regulations of the society or company. 40

Votes of members of a society with unlimited liability. 38. In the case of a co-operative agricultural society with unlimited liability, members shall record their votes in person, and no member shall have more than one vote. 45 50

Votes of members of a company or society with limited liability. 39. (1) In the case of a co-operative agricultural company with limited liability, a farmers' special co-operative company with limited liability and a co-operative trading society with limited liability every member shall have one vote : Provided that, if so authorized by the regulations of the company or society every member shall on a poll be entitled to an additional vote or votes based on the value of his business with the company or society by him during a period to be fixed by the regulations of the company or society ; and the number of such additional votes (not exceeding four for any one member) and the procedure to be observed in making the allotment thereof shall be as prescribed by the regulations of the company or society. 55

(2) Members may, on a poll, give their votes either personally, or, if so authorized by the regulations of such company or society, by proxy : Provided that no person shall act as a proxy unless he is a member of the society or company, or a member of a society or company which is a member of the society or company : Provided, further, that no person shall at any meeting act as proxy for more than five members. 60 65

meer as tweehonderd is, is die kworum een-tiende van bedoelde lede ten opsigte van die eerste tweehonderd, plus een-vyftigste van die lede oor die tweehonderd : Met dien verstande dat 'n kworum in geen geval uit minder as vyf lede teenwoordig in eie persoon mag bestaan nie. In die geval van 'n sentrale of federale maatskappy opgerig kragtens Hoofstuk VI mag die kworum in geen geval uit minder as twee lede deur gevoldigd verteenwoordig bestaan nie.

(4) Indien daar binne een uur na die bepaalde tyd vir 'n vergadering geen kworum aanwesig is nie, word die vergadering, as dit op 'n versoekskrif van lede byeengeroep is, nie gehou nie. In elke ander geval word die vergadering verdaag tot dieselfde dag in die volgende week op dieselfde tyd en plek of, as daardie dag 'n openbare feesdag is, word die vergadering verdaag tot die eersvolgende dag wat nie 'n openbare feesdag is nie, en as daar op so 'n verdaagde vergadering binne een uur vanaf bedoelde tyd geen kworum aanwesig is nie, maak die aanwesige lede, mits hulle minstens vyf of, in die geval van 'n sentrale of federale maatskappy, minstens twee is, 'n kworum uit : Met dien verstande dat, waar dit deur hierdie Wet of die regulasies van 'n vereniging of maatskappy bepaal word dat die onderwerp vir beslissing op 'n algemene vergadering deur 'n bepaalde aantal of meerderheid van stemme beslis moet word en nie deur 'n blote meerderheid van stemme nie, die kworum voorgeskryf by sub-artikel (3) aanwesig moet wees.

(5) Behalwe waar dit in hierdie Wet of die regulasies van die vereniging of maatskappy anders bepaal word, word elke onderwerp wat vir beslissing aan 'n algemene vergadering voorgelê is, deur 'n meerderheid van die lede wat in eie persoon aanwesig is, beslis deur die opsteek van hande, tensy 'n hoofdelike stemming deur minstens vyf lede geëis word of, in die geval van 'n sentrale of federale maatskappy opgerig kragtens die bepalings van Hoofstuk VI van hierdie Wet, deur minstens twee lede.

(6) Die verklaring van die voorsitter dat 'n punt, wat aldus beslis moet word, aangeneem, of eenparig aangeneem, of deur 'n bepaalde meerderheid aangeneem, of verworp is en 'n aantekening in dié sin in die notule van die vergadering, is afdoende bewys daarvan, sonder bewys van die aantal of die verhouding van die stemme wat ten gunste van of teen die besluit uitgebring is.

(7) Word 'n hoofdelike stemming geëis, dan moet dit onverwyld plaasvind op die wyse wat in die regulasies van die vereniging of maatskappy voorgeskrywe is.

(8) Die voorsitter van die vergadering het benewens sy beraadslagende stem ook 'n beslissende stem ingeval van staking van stemme, hetsy by opsteek van hande of by 'n hoofdelike stemming, tensy die regulasies van die vereniging of maatskappy anders bepaal.

38. In die geval van 'n koöperatiewe landbouvereniging met onbeperkte aanspreeklikheid moet lede hul stemme in eie persoon uitbring en geen lid het meer as een stem nie. Stemme van lede van vereniging met onbeperkte aanspreeklikheid.

39. (1) In die geval van 'n koöperatiewe landboumaatskappy met beperkte aanspreeklikheid, 'n spesiale koöperatiewe boeremaatskappy met beperkte aanspreeklikheid en 'n koöperatiewe handelsvereniging met beperkte aanspreeklikheid het elke lid een stem : Met dien verstande dat, indien die regulasies van die maatskappy of vereniging dit toelaat, elke lid ingeval van 'n hoofdelike stemming geregtig is op 'n addisionele stem of stemme bereken volgens die waarde van die besigheid wat hy met die maatskappy of vereniging in die loop van 'n deur die regulasies van die maatskappy of vereniging te bepale tydperk verrig het ; en die aantal van sodanige addisionele stemme (hoogstens vier vir elke lid) en die prosedure wat gevolg moet word by die toekenning daarvan word deur die regulasies van die maatskappy of vereniging voorgeslerywe. Stemme van lede van maatskappy of vereniging met beperkte aanspreeklikheid.

(2) By 'n hoofdelike stemming kan lede hul stemme in eie persoon uitbring of as die regulasies van sodanige maatskappy of vereniging dit toelaat, deur middel van 'n gevoldigd : Met dien verstande dat niemand as 'n gevoldigd mag optree nie tensy hy lid is van die vereniging of maatskappy of lid is van 'n vereniging of maatskappy wat lid is van die vereniging of maatskappy : Met dien verstande, voorts, dat niemand op 'n vergadering as gevoldigd van meer as vyf lede kan optree nie.

Persons who may represent members of central or federal companies at general meetings of such companies.

40. A person shall not be qualified to act at a general meeting of a central or federal company as the representative of a member of such central or federal company, unless he is either—
- a member of a society or company, which is directly or indirectly through an intermediary society or company (whether central, federal or otherwise) a member of the company holding the meeting; or
 - a member of an association of persons carrying on farming operations, which is a member of a co-operative agricultural company with limited liability or a farmers' special co-operative company with limited liability, and which is directly or indirectly through an intermediary company (whether central, federal or otherwise) a member of the company holding the meeting.

5

15

When two or more general meetings to be deemed one meeting.

41. (1) Unless the question for consideration at a general meeting of a society or company is the dissolution thereof, or a curtailment of the period of existence thereof, the holding of two or more general meetings at different places on different dates shall be deemed to be the holding of one general meeting, if—

- the provisions of this Act relating to the holding of any general meeting are complied with in all other respects at and as regards each of those meetings, save as is specially provided in sub-section (4) of this section;
- the number of members present at all such meetings reach in the aggregate the quorum prescribed by sub-section (3) of section *thirty-seven*;
- the chairman of the directors or, in his absence, one of the other directors of the society or company presides at each of such meetings; and
- the agenda presented to each such meeting is identical.

(2) The chairman of each such meeting, except the last, shall forthwith transmit to the chairman of the last such meeting information as to the number of votes recorded on each item of the agenda at the meeting at which he presided. The chairman of the last such meeting shall, for the purpose of the declaration to be made by him under sub-section (6) of section *thirty-seven* add to the votes given at the meeting at which he presided for or against on each item of the agenda the votes given for or against (as the case may be) on that item at all the preceding meetings.

(3) The provisions of this section shall not apply to any society or company which has not received a written permission from the Minister to hold two or more meetings as described in sub-section (1) of this section. The Minister shall not grant such permission unless the society or company has furnished proof to his satisfaction that the places of residence of at least one-tenth of the members of the society or company are distant thirty miles or more from the registered office of the society or company. The Minister may withdraw any such written permission, but such withdrawal shall not invalidate the proceedings of any meeting or meetings of which notice has at the time of the withdrawal already been given.

(4) The provisions of sub-sections (2) and (4) of section *thirty-seven* shall not apply to a general meeting held in terms of this section.

Minutes of general meetings and of meetings of directors to be kept.

42. (1) Minutes of the proceedings at all general meetings and of every meeting of the board shall be regularly entered in separate books kept for the purpose and containing properly arranged details of the business conducted at the meeting.

(2) The minutes of proceedings of each meeting shall be submitted at the next ensuing meeting and, if passed thereat as correct, shall be confirmed by the signature of the chairman thereof, and shall thereupon without further proof be *prima facie* evidence in all courts and places of the proceedings of the meetings of which they purport to be minutes.

(3) Every such minute book shall be kept at the registered office of the society or company, and shall be open to inspection of any person authorized thereto in writing by the Minister, and, if the regulations of the society or company so permit, such minute books shall also be open to the inspection during all reasonable hours of any member of the society or company.

60

15

25

30

35

40

45

50

55

60

65

70

40. 'n Persoon is nie bevoeg om op 'n algemene vergadering van 'n sentrale of federale maatskappy as die verteenwoordiger van 'n lid van bedoelde sentrale of federale maatskappy op te tree nie, tensy hy óf—

- 5 (a) 'n lid is van 'n vereniging of maatskappy, wat regstreeks of onregstreeks deur tussenkoms van 'n vereniging of maatskappy (hetsy sentrale, federale of andersins) 'n lid is van die maatskappy wat die vergadering hou ; óf
- 10 (b) 'n lid is van 'n vereniging van persone wat boerdery beoefen, en wat lid is van 'n koöperatiewe landboumaatskappy met beperkte aanspreeklikheid of 'n spesiale koöperatiewe boeremaatskappy met beperkte aanspreeklikheid, en wat regstreeks of onregstreeks deur tussenkoms van 'n maatskappy (hetsy sentrale, federale of andersins) lid is van die maatskappy wat die vergadering hou.

41. (1) Tensy die onderwerp vir oorweging op 'n algemene vergadering van 'n vereniging of maatskappy die ontbinding daarvan is of 'n verkorting van die tydperk waarvoor dit bestaan, word die hou van twee of meer algemene vergaderings op verskillende plekke en verskillende datums beskou as die hou van een algemene vergadering, indien—

- 25 (a) aan die bepalings van hierdie Wet betreffende die hou van algemene vergaderings voldoen word in alle ander opsigte op en met betrekking tot elkeen van die vergaderings, behalwe soas spesiaal bepaal word in sub-artikel (4) van hierdie artikel ;
 - 30 (b) die aantal lede teenwoordig op al daardie vergaderings tesaam die kworum voorgeskrywe in sub-artikel (3) van artikel *seuen-en-dertig* bereik ;
 - 35 (c) die voorsitter van die direkteure of by sy afwesigheid een van die ander direkteure van die vereniging of maatskappy by elke sodanige vergadering voorsit ; en
 - (d) die agenda aan elke vergadering voorgelê dieselfde is.
- (2) Die voorsitter van elkeen van die vergaderings behalwe die laaste moet die voorsitter van die laaste van die vergaderings onverwyd verwittig van die aantal stemme uitgebring op elke item van die agenda op die vergadering waar hy voorgesit het. Die voorsitter van die laaste van die vergaderings voeg, vir die doel van die verklaring wat hy moet maak ingevolge sub-artikel (6) van artikel *seuen-en-dertig*, by die stemme wat op die vergadering waarop hy voorgesit het voor of teen elke punt op die agenda uitgebring is, die stemme uitgebring voor of teen (na gelang van die geval) daardie item op al die voorafgaande vergaderings.

(3) Die bepalings van hierdie artikel is nie op 'n vereniging of maatskappy, wat geen skriftelike verlof van die Minister ontvang het om twee of meer vergaderings te hou, soas beskryf in sub-artikel (1) van hierdie artikel, van toepassing nie. Die Minister verleen nie sodanige verlof nie, tensy die vereniging of maatskappy tot sy bevrediging bewys gelewer het dat die woonplekke van minstens een-tiende van die lede van die vereniging of maatskappy dertig myl of verder geleë is van die geregistreerde kantoor van die vereniging of maatskappy. Die Minister kan so 'n skriftelike verlof intrek, maar die intrekking maak nie die verrigtings op 'n vergadering of vergaderings waarvan tydens die intrekking reeds kennis gegee is, ongeldig nie.

(4) Die bepalings van sub-artikels (2) en (4) van artikel *seuen-en-dertig* is nie op 'n algemene vergadering gehou kragtens hierdie artikel van toepassing nie.

42. (1) Notule van die verrigtings op alle algemene vergaderings en op elke vergadering van die raad moet gereeld ingeskrywe word in aparte boeke wat vir die doel aangehou word en wat behoorlik gerangskikte besonderhede bevat van die werkzaamhede op die vergadering afgehandel.

(2) Die notule van die verrigtings op elke vergadering moet aan die eersvolgende vergadering voorgelê word, en indien daarop goedgekeur, word hulle deur die handtekening van die voorsitter van die vergadering bekratig, en is hulle vervolgens sonder verder bewys in alle geregshewe en plekke *prima facie* getuienis van die verrigtings op die vergadering waarvan hulle voorgee notule te wees.

(3) Elke sodanige notuleboek moet op die geregistreerde kantoor van die vereniging of maatskappy gehou word en kan ingesien word deur enige persoon skriftelik daartoe gemagtig deur die Minister, en as die regulasies van die vereniging of maatskappy dit veroorloof, kan sodanige notuleboek ook op alle redelike tye deur enige lid van die vereniging of maatskappy ingesien word.

Personne wat lede van sentrale of federale maatskappye kan verteenwoordig op algemene vergaderings van sulke maatskappye.

Wanneer twee of meer algemene vergaderings as een vergadering beskou word.

Notule van algemene vergaderings en van direkteurs-vergaderings moet gehou word.

Appointment of auditor by the society or company.

43. (1) Subject to the provisions of section *forty-four*, every society or company shall, at each annual general meeting, appoint as the auditor of its accounts for the current financial year—

- (a) a person who publicly carries on the business of an accountant ; or
- (b) an inspector of co-operative societies appointed in terms of sub-section (1) of section *forty-seven*.

The retiring auditor shall be eligible for re-election.

(2) If an appointment of such person as auditor is not made at that meeting, the directors shall appoint an auditor qualified as aforesaid to hold office till he has audited the accounts of that year.

(3) The first auditor of the society or company shall be appointed by the directors before the end of the first financial year, and shall hold office until the first annual general meeting, unless previously removed by a resolution of the members in general meeting, in which case the members at that meeting shall appoint an auditor.

(4) A casual vacancy in the office of auditor may be filled by the directors by appointing a person qualified as aforesaid to hold office till the audit of the accounts of that year is completed.

(5) Whenever any appointment is rejected by the registrar under sub-section (6), the directors shall make a fresh appointment.

(6) All appointments of auditor under this section shall be subject to the approval of the registrar, who may confirm or reject any such appointment without assigning any reasons.

(7) A director or officer or member of the society or company shall not be capable of being appointed its auditor.

(8) The remuneration of the auditor appointed under this section shall be fixed by the society or company in general meeting : Provided that the directors may fix the remuneration of an auditor appointed under sub-section (2), (3), (4) or (5). Every such remuneration shall be payable out of the revenues of the society or company.

(9) Every auditor appointed under this section shall have a right of access at all times to the books, accounts, vouchers, and documents of the society or company, and may require from its directors and officers such information and explanation as may be necessary for the performance of his duties as auditor.

(10) The auditor shall make a report to the members of the society or company on the accounts examined by him and on the statements mentioned in section *forty-five*, and the report shall state—

- (a) whether he has obtained all the information and explanations required by him ;
- (b) whether in his opinion the statements mentioned in section *forty-five* and referred to in the report are properly drawn up so as to exhibit a true and correct view of the financial position of the society or company according to the information at his disposal and explanations given to him and as shown by the books of the society or company ; and
- (c) whether the regulations of the society or company have been observed.

Appointment of auditor by the Minister.

44. (1) If the Minister is satisfied upon a written request by a society or company that the volume or nature of its business in any financial year does not necessitate the appointment of a person such as is described in sub-section (1) of section *forty-three* to audit the accounts of the society or company, the Minister may appoint any suitable person to carry out the audit at a fee fixed by him. Such fee shall be paid by the society or company.

(2) Every person so appointed shall have the powers described in sub-section (9) of the said section and shall observe the provisions of sub-section (10).

Financial statements of the society or company.

45. (1) Not less than three weeks before the date fixed for the annual general meeting the board shall prepare the balance-sheet and profit and loss account made up to the close of the previous financial year of the society or company, in such form as may be prescribed by the Minister.

(2) Such balance-sheet and profit and loss account signed by a majority of directors and by the auditor of the society or

- 43.** (1) Met inagneming van die bepalings van artikel *vier-en-veertig*, moet elke vereniging of maatskappy op elke jaarlikse algemene vergadering as die ouditeur van sy rekenings vir die lopende boekjaar aanstel—
 5 (a) 'n persoon wat openbaar die besigheid van 'n rekenmeester uitoeft; of
 (b) 'n ingevolge sub-artikel (1) van artikel *sewen-en-veertig* aangestelde inspekteur van koöperatiewe verenigings,
 10 Die aftredende ouditeur is herkiesbaar.
 (2) Word op daardie vergadering so 'n persoon as ouditeur nie aangestel nie, moet die direkteure 'n ouditeur, bevoeg soas voornoemd, aanstel om die amp te beklee totdat hy die rekenings van daardie jaar geouditeer het.
 15 (3) Die eerste ouditeur van die vereniging of maatskappy word deur die direkteure aangestel voor die einde van die eerste boekjaar en beklee sy amp tot op die eerste algemene jaarlikse vergadering, tensy hy tevore ontslaan word by besluit van die lede op 'n algemene vergadering, in watter geval die lede aanwesig op daardie vergadering 'n ouditeur moet aanstel.
 (4) 'n Tussentydse vakature in die amp van ouditeur kan deur die direkteure gevul word deur die aanstelling van 'n persoon bevoeg soas voornoemd om die amp te beklee totdat die audit van die rekenings van daardie jaar afgehandel is.
 25 (5) Wanneer 'n aanstelling deur die registrateur afgekeur word ingevolge sub-artikel (6), moet die direkteure iemand anders as ouditeur aanstel.
 (6) Alle aanstellings van ouditeurs kragtens hierdie artikel is onderworpe aan die goedkeuring van die registrateur wat sulke aanstellings kan goed- of afkeur sonder om enige redes daarvoor aan te gee.
 (7) 'n Direkteur of beampete of lid van die vereniging of maatskappy is nie bevoeg om as sy ouditeur aangestel te word nie.
 30 (8) Die besoldiging van die ouditeur aangestel kragtens hierdie artikel word deur die vereniging of maatskappy op 'n algemene vergadering vasgestel: Met dien verstande dat die direkteure die besoldiging van 'n ouditeur aangestel kragtens sub-artikels (2), (3), (4) of (5) kan vasstel. Elke sodanige besoldiging word uit die inkomste van die vereniging of maatskappy betaal.
 (9) Elke ouditeur aangestel kragtens hierdie artikel het te enigertyd reg van toegang tot die boeke, rekenings, bewyssukke en dokumente van die vereniging of maatskappy, en kan van sy direkteure en beampetes die inligting en uitleg verlang wat nodig mag wees ten einde sy pligte as ouditeur te kan vervul.
 (10) Die ouditeur moet aan die lede van die vereniging of maatskappy 'n verslag uitbring omtrent die rekenings wat hy ondersoek het en omtrent die in artikel *vyf-en-veertig* genoemde state, en die verslag moet vermeld—
 (a) of hy al dan nie elke verlange inligting en uitleg ontvang het;
 (b) of die state genoem in artikel *vyf-en-veertig* en vermeld in sy verslag volgens sy oordeel behoorlik opgestel is, sodat dit 'n ware en juiste oorsig gee van die finansiële toestand van die vereniging of maatskappy, volgens die inligting waaroor hy beskik en die uitleg wat hy ontvang het, en soas blyk uit die boeke van die vereniging of maatskappy; en
 (c) of die regulasies van die vereniging of maatskappy nagekom is.
44. (1) Indien die Minister oortuig is op 'n skriftelike versoek deur 'n vereniging of maatskappy dat die omvang of aard van sy besigheid in 'n bepaalde boekjaar nie die aanstelling van 'n persoon beskrywe in sub-artikel (1) van artikel *drie-en-veertig* noodsaak om die rekenings van die vereniging of maatskappy te ouditeer nie, kan die Minister enige geskikte persoon aanstel om die audit uit te voer teen 'n besoldiging deur hom vasgestel. Sodaanige besoldiging word deur die vereniging of maatskappy betaal.
 (2) Elke aldus aangestelde persoon het die magte bepaal in sub-artikel (9) van genoemde artikel en moet die bepalings van sub-artikel (10) nakom.
 75 **45.** (1) Die raad moet, minstens drie weke voor die datum vasgestel vir die jaarlikse algemene vergadering, die balansstaat en wins- en verliesrekening tot aan die einde van die vorige boekjaar van die vereniging of maatskappy opmaak in 'n vorm deur die Minister voor te skrywe.
 (2) Bedoelde balansstaat en wins- en verliesrekening, onderteken deur 'n meerderheid van direkteure en deur die
- Aanstelling van ouditeur deur die vereniging of maatskappy.
- Aanstelling van ouditeur deur die Minister.
- Finansiële state van die vereniging of maatskappy.

company, if approved by him after examination of the accounts of the society or company, shall together with the report made by the auditor in terms of sub-section (10) of section *forty-three* be transmitted to each member with the notice of such general meeting or, in the alternative, if it is so provided by the regulations of the society or company, such statements and reports shall be open to inspection of members, at its office for a period to be fixed by those regulations. 5

(3) Such balance-sheet and profit and loss account (signed as aforesaid) and auditor's report shall further be transmitted 10 to the registrar at least fourteen days before the date fixed for the annual general meeting, and they shall also be read at such meeting.

(4) Any person may inspect the said balance-sheet, account and report at the office of the registrar on payment of such 15 fees as may be prescribed by the Minister.

(5) In addition to the said balance-sheet, account and report, every society or company shall furnish the registrar, whenever required by him, with copies of any pool or trading account, duly signed by the auditor of the society or company and with 20 any other information relating to the management and trading activities of the society or company. The additional information so supplied shall not be open to inspection in terms of sub-section (4).

Keeping of books,
etc.

46. (1) Every society or company registered under this Act 25 shall keep in the Afrikaans, English or Dutch language such books and documents as will show a clear and correct record of its transactions.

(2) If the society or company fails to comply with sub-section 30 (1), the society or company, and every person who is a director, manager or other officer thereof during the time of the default (unless he proves that he was ignorant of the default), shall be guilty of an offence and liable on conviction to a fine not exceeding one hundred pounds.

(3) The books of account of any society or company shall 35 during business hours (subject to such reasonable restrictions as the society or company may in general meeting impose) be open to the inspection of any member on payment of five shillings or such less sum as the society or company may by its regulations prescribe, for each inspection. 40

Appointment of
inspectors of co-
operative societies
and investigation
of affairs of society
or company by
person appointed
by Minister.

47. (1) The Minister may, subject to the law governing the public service of the Union, appoint officers styled inspectors of co-operative societies.

(2) Any person having the charge or custody of any book or document relating to any society or company registered under 45 this Act shall at all times hold it available for inspection by any inspector of co-operative societies or any person specially appointed thereto by the Minister (who may make copies thereof or take extracts therefrom), and it shall be the duty of every director and other officer of such society or company 50 to furnish all such information at his disposal concerning the society or company as such inspector or other person may demand from him.

(3) Every person to whom sub-section (2) refers who fails to comply with the requirements of that sub-section, and 55 every person who obstructs or hinders an inspector of co-operative societies or persons specially appointed by the Minister in terms of that sub-section in inspecting, copying or making extracts from any book or document as aforesaid shall be guilty of an offence and liable, on conviction, to a fine 60 not exceeding twenty-five pounds.

(4) The Minister may order the expenses of and incidental to any investigation by an inspector of co-operative societies into the affairs of any society or company to be defrayed by that society or company, and, in the event of such order being 65 made, the Minister shall cause a copy of the report upon the investigation to be transmitted to the office of the society or company.

(5) The Minister may order that a copy of the whole or any part of the report on any investigation by an inspector of 70 co-operative societies into the affairs of any society or company shall be open for inspection by members at the office of that society or company for a period to be fixed by him, and that a general meeting of members be specially convened for the purpose of reading and considering the report or portion of the 75 report, as the case may be; and he may, in his discretion, cause

ouditeur van die vereniging of maatskappy, indien hy dit goedkeur het na onderzoek van die rekenings van die vereniging of maatskappy, word tesame met die verslag wat deur die ouditeur ingevolge sub-artikel (10) van artikel *drie-en-veertig* 5 uitgebring is, aan elke lid gestuur met die kennisgewing van bedoelde algemene vergadering, of anders, indien die regulasies van die vereniging of maatskappy sulks bepaal, kan bedoelde state en verslag deur lede ingesien word op sy kantoor vir 'n deur sy regulasies te bepale tydperk.

10 (3) Bedoelde balansstaat en wins- en verliesrekenings (onderteken soas voornoemd) en ouditeursverslag moet bowendien minstens veertien dae voor die datum vasgestel vir die jaarlikse algemene vergadering aan die registrator gestuur word, en hulle moet ook op bedoelde vergadering voorgelees 15 word.

(4) Enige persoon kan genoemde balansstaat, rekening en verslag op die kantoor van die registrator insien na betaling van bedrae wat die Minister mag voorskrywe.

(5) Elke vereniging of maatskappy moet benewens genoemde 20 balansstaat, rekening en verslag, die registrator te eniger tyd op sy versoek voorsien van afskrifte van enige poel- of handelsrekening, behoorlik onderteken deur die ouditeur van die vereniging of maatskappy, en van enige ander inligting betreffende die bestuur en handelstransaksies van die vereniging 25 of maatskappy. Die addisionele inligting aldus verstrek kan nie ingevolge sub-artikel (4) ingesien word nie.

46. (1) Elke kragtens hierdie Wet geregistreerde vereniging of Hou van boeke, maatskappy moet in die Afrikaanse, Engelse of Hollandse taal ens. boeke en dokumente hou wat duidelik en presies sy transaksies 30 aantoon.

(2) Versuim 'n vereniging of maatskappy om aan sub-artikel 35 (1) te voldoen, dan is die vereniging of maatskappy en elke persoon wat tydens die versuim 'n direkteur, bestuurder of ander beampete daarvan is (tensy hy bewys dat hy nie van die versuim geweet het nie) aan 'n misdryf skuldig en by veroordeling strafbaar met 'n boete van hoogstens honderd pond.

(3) Die rekeningboeke van 'n vereniging of maatskappy kan (behoudens sodanige redelike beperkings as wat die vereniging of maatskappy op 'n algemene vergadering mag 40 ople) gedurende besigheidsure ingesien word deur enige lid teen betaling van 'n bedrag van vyf sjielings of so 'n mindere bedrag as die vereniging of maatskappy in sy regulasies mag voorskrywe vir elke insage.

47. (1) Die Minister kan, met inagneming van die wetsbe- 45 palings wat die Staatsdiens van die Unie beheer, beamptes aanstel wat inspekteurs van koöperatiewe verenigings genoem word.

(2) Iemand wat 'n boek of dokument betreffende 'n kragtens hierdie Wet geregistreerde vereniging of maatskappy onder 50 sy beheer of in sy bewaring het, moet dit ten alle tye beschikbaarhou vir insage deur 'n inspekteur van koöperatiewe verenigings of 'n persoon wat spesiaal deur die Minister daartoe benoem is (wat afskrifte daarvan kan maak of uittreksels daaruit kan neem), en dit is die plig van elke direkteur en ander beampete 55 van bedoelde vereniging of maatskappy om alle inligtings waaroer hy beskik aangaande die vereniging of maatskappy te verstrek wat bedoelde inspekteur of ander persoon van hom mag vorder.

(3) Iedereen wat bedoel word in sub-artikel (2) en wat in 60 gebreke bly om aan die voorskrifte van daardie sub-artikel te voldoen, en iedereen wat 'n inspekteur van koöperatiewe verenigings of 'n spesiaal deur die Minister kragtens daardie sub-artikel aangestelde persoon, belemmer of hinder by die insage van of maak van afskrifte van of uittreksels uit enige 65 boek of dokument soas voornoemd, is aan 'n misdryf skuldig en by veroordeling strafbaar met 'n boete van hoogstens vyf-en-twintig pond.

(4) Die Minister kan beveel dat die onkoste van en verbonde aan 'n onderzoek deur 'n inspekteur van koöperatiewe vere- 70 nigings van die sake van 'n vereniging of maatskappy deur daardie vereniging of maatskappy gedra word, en, ingeval so 'n bevel uitgevaardig word, moet die Minister 'n afskrif van die verslag oor die onderzoek aan die kantoor van die vereniging of maatskappy laat stuur.

75 (5) Die Minister kan gelas dat 'n afskrif van die hele verslag of 'n deel van die verslag oor 'n onderzoek deur 'n inspekteur van koöperatiewe verenigings van die sake van 'n vereniging of maatskappy vir 'n tydperk wat hy vasstel deur lede by die kantoor van die vereniging of maatskappy ingesien kan 80 word, en dat 'n algemene vergadering van lede spesiaal byeen- geroep word vir die doel om die verslag of deel van die verslag

Aanstelling van
inspekteurs van
koöperatiewe ver-
enigings en onder-
soek van sake van
verenigings of
maatskappye deur
persoon benoem
deur Minister.

a copy of any such report or any part thereof to be transmitted to any person or the members of any class of persons indicated by him.

Co-operative agricultural societies with unlimited liability to transmit to registrar lists of members.

48. (1) Every co-operative agricultural society with unlimited liability shall, within fourteen days after any change takes place in its membership, whether by new admission, death, resignation or expulsion, transmit full information thereof to the registrar and, in the case of a new admission, shall transmit to the registrar the new member's signature. 5

(2) The registrar shall be entitled to assume that every person whose name appears on any such list or supplementary list, or on the list mentioned in paragraph (d) of sub-section (2) of section thirteen, is a member of the society unless, within fourteen days after the publication thereof in the *Gazette* in terms of sub-section (3) of this section, any person satisfies him that he 15 is not a member of the society.

(3) When registration of such society has been effected, the registrar shall publish in the *Gazette* a list containing the full names and addresses of all existing members of the society ; and whenever the registrar receives information from the society 20 of any change in the list of members, he shall publish in the *Gazette* a supplementary list of all members who, since the publication of the previous list, have become or have ceased to be members of the society.

(4) If a society makes default in complying with the requirements of sub-section (1) every director, manager or other officer of the society who knowingly and wilfully authorizes or permits the default shall be guilty of an offence and liable on conviction to a fine not exceeding one hundred pounds. 25

Co-operative companies and societies with limited liability to transmit to registrar annual list of members and summary.

49. (1) Every co-operative agricultural company with limited liability, farmers' special co-operative company with limited liability, and co-operative trading society with limited liability, shall, within thirty days after the close of every financial year of the company or society, make a list of all persons who, at such close are members of the company or society, and of all persons who ceased to be members during the said financial year, or (in the case of the first return) since the date of the registration of the company or society. 30

(2) The list shall state the names, addresses and, in the case of co-operative agricultural companies and farmers' special co-operative companies, also the occupations of all the persons therein mentioned, and, in the case of all such companies or societies, the number of shares held by each of the said persons who are members at the close of the said financial year, the number of not fully paid-up shares transferred 45 or forfeited by each person who has ceased to be a member during the said financial year, or (in the case of a first return) since the date of the registration of the company or society and shall contain a summary specifying the following particulars : 50

- (a) The total nominal value of shares taken by members from the commencement of the company or society up to the close of the said financial year ;
- (b) the amount payable on application on each share ;
- (c) the amount called up on each share ;
- (d) the total amount of calls made ;
- (e) the total amount of calls unpaid ;
- (f) the total number of shares cancelled ;
- (g) the total number of shares forfeited ;
- (h) the amount of the reserve fund ;
- (i) the amount of loans outstanding at the close of the said financial year. 60

(3) The said list and summary shall upon its completion be forthwith transmitted by the company or society to the registrar. 65

(4) If such company or society makes default in complying with any requirement of this section, every director, manager or other officer of the company or society who knowingly and wilfully authorizes or permits the default shall be guilty of an offence and liable on conviction to a fine not exceeding 70 one hundred pounds.

Co-operative societies with unlimited liability to keep list of members, etc.

50. Every co-operative agricultural society with unlimited liability shall keep at its office and open to inspection of its members at all reasonable hours—

(na gelang van die geval) te lees en te oorweeg ; en hy kan na goeddunke 'n afskrif van so 'n verslag of 'n deel daarvan laat stuur aan enige persoon of die lede van enige klas persone wat hy mag aandui.

5 **48.** (1) Elke koöperatiewe landbouvereniging met onbeperkte aanspreeklikheid moet, binne veertien dae nadat 'n verandering plaasgevind het in sy lidmaatskap, hetsy deur toelating van 'n nuwe lid of deur oorlyde, bedanking of uitsetting van 'n lid, volledige inligting daaroor aan die registrator stuur, 10 en moet, ingeval 'n nuwe lid toegelaat word, die handtekening van daardie lid aan die registrator stuur.

(2) Die registrator is geregtig om te veronderstel dat elke persoon, van wie die naam op so 'n lys of aanvullende lys of op die in paragraaf (d) van sub-artikel (2) van artikel *dertien* 15 genoemde lys verskyn, 'n lid van die vereniging is, tensy binne veertien dae na publikasie daarvan in die *Staatskoerant* ingevolge sub-artikel (3) van hierdie artikel 'n persoon hom daarvan oortuig dat hy nie 'n lid van die vereniging is nie.

(3) Wanneer registrasie van so 'n vereniging plaasgevind het, 20 moet die registrator in die *Staatskoerant* 'n lys publiseer wat die volle name en adresse van alle bestaande lede van die vereniging bevat ; en wanneer die registrator van die vereniging inligting ontvang van enige verandering in die ledelys, moet hy in die *Staatskoerant* 'n aanvullende lys publiseer van 25 alle lede wat sedert die publikasie van die vorige lys lede van die vereniging geword het of opgehou het om lede te wees.

(4) Indien 'n vereniging versuum om aan die vereistes van sub-artikel (1) te voldoen, dan is elke direkteur, bestuurder of ander beampete van die vereniging wat wetens en willens 30 die versuum magtig of toelaat, aan 'n misdryf skuldig en by veroordeling strafbaar met 'n boete van hoogstens honderd pond.

49. (1) Elke koöperatiewe landboumaatskappy met beperkte aanspreeklikheid, spesiale koöperatiewe boeremaatskappy met beperkte aanspreeklikheid en koöperatiewe handelsvereniging met beperkte aanspreeklikheid moet, binne dertig dae na die sluiting van elke boekjaar van die maatskappy of vereniging, 'n lys uitmaak van alle persone wat tydens sodanige sluiting van lede van die maatskappy of vereniging is, en van alle persone 40 wat in die loop van vermelde boekjaar of (ingeval van die eerste opgawe) sedert die datum van registrasie van die maatskappy of vereniging opgehou het om lede te wees.

(2) Die lys moet die name, adresse en, in die geval van koöperatiewe landboumaatskappye en spesiale koöperatiewe boeremaatskappye, ook die beroep, vermeld van al die daarin genoemde lede en, in die geval van al sulke maatskappye of verenigings, die aantal aandele in besit van elkeen van genoemde persone wat lede is tydens die sluiting van genoemde boekjaar, die aantal nie ten volle opbetaalde aandele 50 oorgedra of verbeur deur elke persoon wat in die loop van vermelde boekjaar, of (ingeval van die eerste opgawe) sedert die registrasie van die maatskappy of vereniging opgehou het om lid te wees ; en moet 'n kort oorsig bevat waarin onderstaande besonderhede vermeld word—

- 55 (a) die totale nominale waarde van aandele deur lede opgeneem sedert die oprigting van die maatskappy of vereniging tot aan die sluiting van genoemde boekjaar ;
- 60 (b) die bedrag op elke aandeel betaalbaar by aansoek om toekenning ;
- 65 (c) die bedrag wat op elke aandeel opgevorder is ;
- 65 (d) die totale bedrag van opvorderings gedoen ;
- 65 (e) die totale bedrag van onbetaalde opvorderings ;
- 65 (f) die totale aantal ingetrokke aandele ;
- 65 (g) die totale aantal verbeurde aandele ;
- 65 (h) die bedrag van die reserwefonds ;
- 65 (i) die bedrag van uitstaande lenings tydens die sluiting van die boekjaar.

(3) Genoemde lys en oorsig moet by voltooiing onverwyld 70 aan die registrator gestuur word deur die maatskappy of vereniging.

(4) Versuum so 'n maatskappy of vereniging om te voldoen aan 'n vereiste van hierdie artikel, dan is elke direkteur, bestuurder of ander beampete van die maatskappy of vereniging 75 wat wetens en willens die versuum magtig of toelaat, aan 'n misdryf skuldig en by veroordeling strafbaar met 'n boete van hoogstens honderd pond.

50. Elke koöperatiewe landbouvereniging met onbeperkte aanspreeklikheid hou op sy kantoor en ter insage deur sy lede 80 op alle redelike tye—

Koöperatiewe landbouverenigings met onbeperkte aanspreeklikheid moet ledelyste aan Registrator stuur.

Koöperatiewe maatskappye en verenigings met beperkte aanspreeklikheid moet jaarliks 'n ledelys en oorsig aan die Registrator stuur.

Koöperatiewe verenigings met onbeperkte aanspreeklikheid moet ledelys, ens., n.

- (a) a complete list of its members showing the name, address, and occupation of each member, the date at which each member became a member, and the date at which any person ceased to be a member ;
(b) the signature of each member ;
(c) the certificate of its registration and a correct copy of its regulations with any alterations therein made and registered under this Act ; and
(d) a list of the directors showing the name and address of each director.

Co-operative
companies and
societies
with limited
liability to keep
list of members,
etc.

51. Every co-operative agricultural company with limited liability, farmers' special co-operative company with limited liability and co-operative trading society with limited liability shall keep at its office and open to inspection of its members at all reasonable hours—

- (a) the certificate of its registration and a correct copy of its regulations with any alteration therein made and registered under this Act ;

(b) a list of the directors showing the name and address of each director ;

(c) in one or more registers, a list of its members, showing—
(i) the name, address and, in case of co-operative agricultural companies or farmers' special co-operative companies, occupation of each member ;
(ii) the shares held by each member, distinguishing each share by its number ;
(iii) the amount paid on the shares of each member ;
(iv) the date at which each member became a member ;
(v) the date at which any person ceased to be a member ;
(vi) such further particulars as the regulations may prescribe.

Penalty for
failure to comply
with provisions of
section 50 or 51.

52. If any co-operative agricultural society fails to comply with the provisions of section *fifty*, or any co-operative agricultural company or farmers' special co-operative company 35 or co-operative trading society fails to comply with the provisions of section *fifty-one*, every director, manager or other officer of the society or company (as the case may be), who knowingly and wilfully authorizes or permits the default, shall be guilty of an offence and liable on conviction to a 40 fine not exceeding one hundred pounds.

CHAPTER VI.

FORMATION OF CENTRAL AND FEDERAL CO-OPERATIVE COMPANIES WITH LIMITED LIABILITY.

Formation of central co-operative agricultural companies and central farmers' special co-operative companies.

53. (1) Any number of co-operative agricultural societies 45 with unlimited liability, co-operative agricultural companies with limited liability and farmers' special co-operative companies with limited liability, registered under this Act, may jointly form a central co-operative agricultural company with limited liability or a central farmers' special co-operative 50 company with limited liability.

- (2) After the registration of any such central co-operative agricultural company or central farmers' special co-operative company—

- (a) any co-operative agricultural society, co-operative agricultural company, farmers' special co-operative company, central co-operative agricultural company, or central farmers' special co-operative company registered under this Act ;
 - (b) any co-operative agricultural society, co-operative agricultural company or central co-operative agricultural company registered in the mandated territory of South West Africa under Proclamation No. 19 of 1922 of the Administrator of that territory, or any amendment thereof, and approved by the Minister ; 65
 - (c) any company registered in Swaziland, Southern Rhodesia, Northern Rhodesia, the Bechuanaland Protectorate or the mandated territory of South West Africa, and approved by the Minister ; or
 - (d) in the case of a central farmers' special co-operative company, any company incorporated or registered as such under any law or any body of persons corporate or unincorporate handling, treating or disposing of classes of agricultural products or livestock, 70

- (a) 'n volledige lys van sy lede met vermelding van die naam, beroep en adres van elke lid, die datum waarop elke lid lid geword het, en die datum waarop enige persoon opgehou het om lid te wees;
- 5 (b) die handtekening van elke lid;
- (c) die sertificaat van sy registrasie en 'n ware afskrif van sy regulasies met enige wysigings daarin aangebring en ingevolge hierdie Wet geregistreer; en
- (d) 'n lys van die direkteure met vermelding van die naam en adres van elke direkteur.
- 10 51. (1) Elke koöperatiewe landboumaatskappy met beperkte aanspreeklikheid, spesiale koöperatiewe boeremaatskappy met beperkte aanspreeklikheid en koöperatiewe handelsvereniging met beperkte aanspreeklikheid hou op sy kantoor en ter insage 15 van sy lede op alle redelike tye—
- (a) die sertificaat van sy registrasie en 'n ware afskrif van sy resulasies met enige wysigings daarin aangebring en ingevolge hierdie Wet geregistreer;
- 20 (b) 'n lys van die direkteure met vermelding van die naam en adres van elke direkteur;
- (c) in een of meer registers 'n lys van sy lede, met vermelding van—
- (i) die naam, adres en, in die geval van koöperatiewe landboumaatskappye of spesiale koöperatiewe boeremaatskappye, die beroep van elke lid;
- 25 (ii) die aandele in besit van elke lid, met die onderskeidende nommer van elke aandeel;
- (iii) die bedrag op die aandele van elke lid opbetaal;
- (iv) die datum waarop elke lid lid geword het;
- 30 (v) die datum waarop enige persoon opgehou het om lid te wees;
- (vi) sodanige verder besonderhede as die regulasies mag voorskrywe.
52. Versuim 'n koöperatiewe landbouvereniging om te voldoen aan die bepalings van artikel *vyftig*, of 'n koöperatiewe landboumaatskappy of spesiale koöperatiewe boeremaatskappy of koöperatiewe handelsvereniging om te voldoen aan die bepalings van artikel *een-en-vyftig*, dan is elke direkteur, bestuurder of ander beampete van die vereniging of maatskappy (na gelang 40 van die geval) wat die versuim wetens en willens magtig of toelaat, aan 'n misdryf skuldig en by veroordeling strafbaar met 'n boete van hoogstens honderd pond.

HOOFSTUK VI.

OPRIGTING VAN SENTRALE EN FEDERALE KOÖPERATIEWE MAATSKAPPYE MET BEPERKTE AANSPREEKLIKHEID.

53. (1) Enige aantal kragtens hierdie Wet geregistreerde koöperatiewe landbouverenigings met onbeperkte aanspreeklikheid, koöperatiewe landboumaatskappye met beperkte aanspreeklikheid en spesiale koöperatiewe boeremaatskappye met beperkte aanspreeklikheid, kan gesamentlik 'n sentrale koöperatiewe landboumaatskappy met beperkte aanspreeklikheid of 'n sentrale spesiale koöperatiewe boeremaatskappy met beperkte aanspreeklikheid oprig.
- Oprigting van sentrale koöperatiewe landboumaatskappye en sentrale spesiale boeremaatskappye.
- (2) Na die registrasie van so 'n sentrale koöperatiewe landboumaatskappy of sentrale spesiale koöperatiewe boeremaatskappy is—
- (a) 'n kragtens hierdie Wet geregistreerde koöperatiewe landbouvereniging, koöperatiewe landboumaatskappy, spesiale koöperatiewe boeremaatskappy, sentrale koöperatiewe landboumaatskappy of sentrale spesiale koöperatiewe boeremaatskappy;
- 60 (b) 'n deur die Minister goedgekeurde koöperatiewe landbouvereniging, koöperatiewe landboumaatskappy of sentrale koöperatiewe landboumaatskappy, geregistreer in die mandaatgebied Suidwes-Afrika kragtens Proklamasie No. 19 van 1932 van die Administrateur van daardie gebied of 'n wysiging daarvan;
- 65 (c) 'n in Swasiland, Suid-Rhodesië, Noord-Rhodesië, die Betsjoeanaland-Protektoraat of die mandaatgebied Suidwes-Afrika geregistreerde en deur die Minister goedgekeurde maatskappy; of
- 70 (d) in die geval van 'n sentrale spesiale koöperatiewe boeremaatskappy, 'n maatskappy wat as sulks kragtens een of ander wet met regspersoonlikheid beklee of geregistreer is of 'n vereniging van persone, hetsy met regspersoonlikheid beklee al dan nie, wat landbouprodukte of lewende hawe van 'n deur die Minister te bepale soort, hanteer, behandel of van die

determined by the Minister, or any agricultural association, approved by the Minister, shall be qualified to be a member of such central co-operative agricultural company or central farmers' special co-operative company. 5

(3) A central co-operative agricultural company or central farmers' special co-operative company may, subject to the provisions of this Act, be formed for all or any of the objects set forth in paragraphs (a) to (q) inclusive and paragraphs (t) and (u) of sub-section (1) of section six and paragraphs 10 (a) to (r) inclusive and paragraph (t) of sub-section (1) of section seven, including—

(a) the acquisition by purchase or otherwise of shares in any other central co-operative agricultural company or central farmers' special co-operative company or federal co-operative agricultural company or federal farmers' special co-operative company registered under this Act; 15

(b) the combining with any foreign company in any joint operations for the sale of produce or the purchase 20 of agricultural requirements on behalf of its members, and for that purpose to acquire shares in any such company approved by the Minister.

(4) Whenever any of the objects of a central co-operative agricultural company or a central farmers' special co-operative company are such dealings as are described in this section, similar dealings with other central co-operative agricultural companies or central farmers' special co-operative companies shall be deemed to be included among its lawful objects. 25

(5) For the purposes of this section a "foreign company" means a company, agency or institution registered or incorporated in any country other than the Union under the laws of such country, and which has as part of its main objects the sale of produce or the purchase of farming requirements on behalf of farmers organised under a co-operative system. 30 35

**Formation of
central co-operative
trading companies.**

54. (1) Any number of co-operative trading societies with limited liability, registered under this Act, may jointly form a central co-operative trading company with limited liability.

(2) After the registration of any such central co-operative trading company— 40

(a) any co-operative trading society or central co-operative trading company registered under this Act;

(b) any co-operative trading society or central co-operative trading company registered in the mandated territory 45 of South West Africa under Proclamation No. 19 of 1922 of the Administrator of that territory, or any amendment thereof, and approved by the Minister; or

(c) any company registered in Swaziland, Southern Rhodesia, Northern Rhodesia, the Bechuanaland Protectorate or the mandated territory of South West Africa, and approved by the Minister, 50

shall be qualified to be a member of such central co-operative trading company.

(3) A central co-operative trading company may, subject to the provisions of this Act, be formed for all or any of the objects for which a co-operative trading society with limited liability may be formed, as contained in paragraphs (a) to (g) inclusive, and paragraph (i) of sub-section (1) of section eleven, 60 including the acquisition by purchase or otherwise of shares in any other central co-operative trading company or federal co-operative trading company, registered under this Act, or in any foreign company approved by the Minister.

(4) For the purpose of this section a "foreign company" means a company, agency or institution, registered or incorporated in any country other than the Union under the laws of such country, and which has objects the same as or similar to those of a co-operative trading society registered under this Act. 65 70

**Formation of
federal co-operative
agricultural
companies and
federal farmers'
special co-operative
companies.**

55. (1) Any number of central or federal co-operative agricultural companies or central or federal farmers' special co-operative companies, registered under this Act, may jointly form a federal co-operative agricultural company with limited

hand sit, of 'n deur die Minister goedgekeurde landbou-assosiasie,
bevoeg om lid te wees van bedoelde sentrale koöperatiewe
landboumaatskappy of sentrale spesiale koöperatiewe boere-
maatskappy.

(3) 'n Sentrale koöperatiewe landboumaatskappy of sentrale
spesiale koöperatiewe boeremaatskappy kan, behoudens die
bepalings van hierdie Wet opgerig word vir een of meer van
die doeleindes uiteengesit in paragrawe (a) tot en met (q)
10 en paragrawe (t) en (u) van sub-artikel (1) van artikel *ses*
en paragrawe (a) tot en met (r) en paragraaf (t) van sub-artikel
(1) van artikel *sewe*, asook—

(a) die verwerwing deur aankoop of op ander wyse van
aandele in 'n kragtens hierdie Wet geregistreerde
15 ander sentrale koöperatiewe landboumaatskappy of
sentrale spesiale koöperatiewe boeremaatskappy of
federale koöperatiewe landboumaatskappy of federale
spesiale koöperatiewe boeremaatskappy;
(b) samespanning met enige buitelandse maatskappy
20 in gesamentlike optrede vir die verkoop van produkte
of die aankoop van landboubenodigdhede ten behoeve
van sy lede, en om te dien einde aandele in
enige deur die Minister goedgekeurde sodanige
maatskappy te verwerv.

25 (4) Wanneer 'n doel van 'n sentrale koöperatiewe landbou-
maatskappy of 'n sentrale spesiale koöperatiewe boeremaat-
skappy bestaan uit transaksies van die aard wat in hierdie
artikel beskrywe word, word dergelyke transaksies met ander
30 sentrale koöperatiewe landboumaatskappye of sentrale spesiale
koöperatiewe boeremaatskappye geag onder sy wettige
doeleindes inbegrepe te wees.

(5) Vir die toepassing van hierdie artikel beteken 'n „buite-
landse maatskappy", 'n maatskappy, agentskap of inrigting
35 wat in 'n ander land as die Unie geregistreer of met regspersoonlikheid beklee is ingevolge die wette van daardie land en
deel van die hoofdoel waarvan bestaan uit die verkoop van
produkte of die aankoop van boerderybenodigdhede ten behoeve
van boere georganiseer volgens 'n koöperatiewe stelsel.

54. (1) Enige aantal kragtens hierdie Wet geregistreerde
40 koöperatiewe handelsverenigings, met beperkte aanspreek-
likheid kan gesamentlik 'n sentrale koöperatiewe handelsmaat-
skappy met beperkte aanspreeklikheid oprig.

(2) Na die registrasie van so 'n sentrale koöperatiewe handels-
maatskappy is—

45 (a) 'n kragtens hierdie Wet geregistreerde koöperatiewe
handelsvereniging of sentrale koöperatiewe handels-
maatskappy;
(b) 'n deur die Minister goedgekeurde koöperatiewe han-
50 delsvereniging of sentrale koöperatiewe handelsmaat-
skappy geregistreer in die mandaatgebied Suidwes-
Afrika kragtens proklamasie No. 19 van 1922 van
die Administrateur van daardie gebied of 'n wysiging
daarvan; of
(c) 'n deur die Minister goedgekeurde maatskappy ge-
55 registreer in Swasiland, Suid-Rhodesië, Noord-Rho-
desië, die Betsjoeanaland-Protektoraat of die man-
daatgebied Suidwes-Afrika.

bevoeg om lid te word van bedoelde sentrale koöperatiewe
handelsmaatskappy.

60 (3) 'n Sentrale koöperatiewe handelsmaatskappy kan,
behoudens die bepalings van hierdie Wet, opgerig word vir
een of meer van die doeleindes waarvoor 'n koöperatiewe
handelsvereniging met beperkte aanspreeklikheid opgerig kan
word, soas bepaal in paragrawe (a) tot en met (g) en paragraaf

65 (i) van sub-artikel (1) van artikel *elf*, inbegrepe die verwerwing
deur aankoop of op ander wyse van aandele in enige ander
kragtens hierdie Wet geregistreerde sentrale koöperatiewe
handelsmaatskappy of federale koöperatiewe handelsmaat-
skappy of in 'n deur die Minister goedgekeurde buitelandse
70 maatskappy.

(4) By die toepassing van hierdie artikel beteken 'n „buite-
landse maatskappy" 'n maatskappy, agentskap of inrigting
75 wat in 'n ander land as die Unie geregistreer of met regspersoonlikheid beklee is ingevolge die wette van daardie land
en wat dieselfde of dergelyke doeleindes het as dié van 'n
koöperatiewe handelsvereniging geregistreer ingevolge hierdie
Wet.

55. (1) Enige aantal kragtens hierdie Wet geregistreerde
sentrale of federale koöperatiewe landboumaatskappye of
80 sentrale of federale spesiale koöperatiewe boeremaatskappye,
kan gesamentlik 'n federale koöperatiewe landboumaatskappy.
Oprigting van
sentrale koöpera-
tiewe handels-
maatskappy.

liability or a federal farmers' special co-operative company with limited liability.

(2) After the registration of any such federal co-operative agricultural company or federal farmers' special co-operative company—

5

- (a) any central or federal co-operative agricultural company or central or federal farmers' special co-operative company registered under this Act;
- (b) any co-operative agricultural society, co-operative agricultural company or farmers' special co-operative company registered under this Act, for the carrying out of whose objects no central co-operative agricultural company or central farmers' special co-operative company is established;
- (c) any co-operative agricultural society, co-operative agricultural company or central or federal co-operative agricultural company registered in the mandated territory of South West Africa under Proclamation No. 19 of 1922 of the Administrator of that territory, or any amendment thereof, and approved by the Minister;
- (d) any company registered in Swaziland, Southern Rhodesia, Northern Rhodesia, the Bechuanaland Protectorate, or the mandated territory of South West Africa, and approved by the Minister; or
- (e) in the case of a federal farmers' special co-operative company, any company incorporated or registered as such under any law or any body of persons corporate or unincorporate handling, treating or disposing of classes of agricultural products and livestock, determined by the Minister, or any agricultural association, approved by the Minister,

shall be qualified to be a member of such federal co-operative agricultural company or federal farmers' special co-operative company.

35

(3) A federal co-operative agricultural company or federal farmers' special co-operative company may, subject to the provisions of this Act, be formed for all or any of the objects for which a central co-operative agricultural company with limited liability or central farmers' special co-operative company with limited liability, registered under this Act, may be formed: Provided that the acquisition of shares in a central co-operative agricultural company or a central farmers' special co-operative company shall not be deemed to be included among the objects for which a federal co-operative agricultural company or federal farmers' special co-operative company may be formed.

(4) Whenever any of the objects of a federal co-operative agricultural company or federal farmers' special co-operative company are such dealings as are described in this section, similar dealings with other federal co-operative agricultural companies or federal farmers' special co-operative companies shall be deemed to be included among its lawful objects.

**Formation of
federal co-operative
trading
companies.**

56. (1) Any number of central or federal co-operative trading companies with limited liability, registered under this Act, may jointly form a federal co-operative trading company with limited liability.

(2) After the registration of any such federal co-operative trading company—

- (a) any central or federal co-operative trading company registered under this Act;

60

- (b) any central or federal co-operative trading company registered in the mandated territory of South West Africa under Proclamation No. 19 of 1922 of the Administrator of that territory, or any amendment thereof, and approved by the Minister; or

65

- (c) any company registered in Swaziland, Southern Rhodesia, Northern Rhodesia, the Bechuanaland Protectorate, or the mandated territory of South West Africa, and approved by the Minister,

shall be qualified to be a member of such federal co-operative trading company.

70

(3) A federal co-operative trading company may, subject to the provisions of this Act, be formed for all or any of the objects for which a central co-operative trading company, with

met beperkte aanspreeklikheid of 'n federale spesiale koöperatiewe boeremaatskappy met beperkte aanspreeklikheid oprig.

(2) Na die registrasie van so 'n federale koöperatiewe landboumaatskappy of federale spesiale koöperatiewe boeremaatskappy, is—

(a) 'n kragtens hierdie Wet geregistreerde sentrale of federale koöperatiewe landboumaatskappy of sentrale of federale spesiale koöperatiewe boeremaatskappy;

(b) 'n kragtens hierdie Wet geregistreerde koöperatiewe landbouvereniging, koöperatiewe landboumaatskappy of spesiale koöperatiewe boeremaatskappy, vir die uitvoering van die doel waarvan geen sentrale koöperatiewe landboumaatskappy of sentrale spesiale koöperatiewe boeremaatskappy opgerig is nie;

(c) 'n deur die Minister goedgekeurde koöperatiewe landbouvereniging, koöperatiewe landboumaatskappy of sentrale of federale koöperatiewe landboumaatskappy geregistreer in die mandaatgebied Suidwes-Afrika kragtens Proklamasie No. 19 van 1922 van die Administrateur van daardie gebied of 'n wysiging daarvan;

(d) 'n deur die Minister goedgekeurde maatskappy geregistreer in Swasiland, Suid-Rhodesië, Noord-Rhodesië, die Betsjoeanaland-Protektoraat of die mandaatgebied Suidwes-Afrika; of

(e) in die geval van 'n federale spesiale koöperatiewe boeremaatskappy, 'n maatskappy wat as sulks kragtens een of ander wet met regspersoonlikheid beklee of geregistreer is of 'n vereniging van persone, hetsy met regspersoonlikheid beklee al dan nie, wat landbouprodukte en lewende hawe van 'n deur die Minister te bepale soort, hanteer, behandel of van die hand sit, of 'n deur die Minister goedgekeurde landbou assosiasie,

35 bevoeg om lid te wees van bedoelde federale koöperatiewe landboumaatskappy of federale spesiale koöperatiewe boeremaatskappy.

(3) 'n Federale koöperatiewe landboumaatskappy of federale spesiale koöperatiewe boeremaatskappy kan, behoudens die 40 bepalings van hierdie Wet, opgerig word vir een of meer van die doeleindes waarvoor 'n kragtens hierdie Wet geregistreerde sentrale koöperatiewe landboumaatskappy met beperkte aanspreeklikheid of sentrale spesiale koöperatiewe boeremaatskappy met beperkte aanspreeklikheid opgerig kan word: Met dien 45 verstande dat die verwerf van aandele in 'n sentrale koöperatiewe landboumaatskappy of 'n sentrale spesiale koöperatiewe boeremaatskappy nie geag word inbegrepe te wees onder die doeleindes waarvoor 'n federale koöperatiewe landboumaatskappy of federale spesiale koöperatiewe boeremaatskappy 50 opgerig kan word nie.

(4) Wanneer 'n doel van 'n federale koöperatiewe landboumaatskappy of federale spesiale koöperatiewe boeremaatskappy bestaan uit transaksies wat in hierdie artikel beskrywe word, word dergelyke transaksies met ander federale koöperatiewe landboumaatskappy of federale spesiale koöperatiewe boeremaatskappy geag onder sy wettige doeleindes inbegrepe te wees.

56. (1) Enige aantal kragtens hierdie Wet geregistreerde Oprigting van sentrale of federale koöperatiewe handelsmaatskappye met federale koöperatiewe handelsmaatskappye met beperkte aanspreeklikheid kan gesamentlik 'n federale koöperatiewe handelsmaatskappy met beperkte aanspreeklikheid oprig.

(2) Na die registrasie van so 'n federale koöperatiewe handelsmaatskappy, is—

(a) 'n ingevolge hierdie Wet geregistreerde sentrale of federale koöperatiewe handelsmaatskappy;

(b) 'n deur die Minister goedgekeurde sentrale of federale koöperatiewe handelsmaatskappy geregistreer in die mandaatgebied Suidwes-Afrika kragtens Proklamasie No. 19 van 1922 van die Administrateur van daardie gebied of 'n wysiging daarvan; of

(c) 'n deur die Minister goedgekeurde maatskappy geregistreer in Swasiland, Suid-Rhodesië, Noord-Rhodesië, die Betsjoeanaland-Protektoraat of die mandaatgebied Suidwes-Afrika,

75 bevoeg om lid te wees van bedoelde federale koöperatiewe handelsmaatskappy.

(3) 'n Federale koöperatiewe handelsmaatskappy kan, behoudens die bepalings van hierdie Wet, opgerig word vir een of meer van die doeleindes waarvoor 'n ingevolge hierdie 80 Wet geregistreerde sentrale koöperatiewe handelsmaatskappy

limited liability, registered under this Act, may be formed: Provided that the acquisition of shares in a central co-operative trading company shall not be deemed to be included among the objects for which a federal co-operative trading company may be formed.

5

Provisions applying to co-operative agricultural companies to apply to central and federal co-operative agricultural companies.

Provisions applying to farmers' special co-operative companies to apply to central and federal farmers' special co-operative companies.

Provisions applying to co-operative trading societies to apply to central and federal co-operative trading companies.

57. The provisions of this Act which apply to a co-operative agricultural company with limited liability shall, *mutatis mutandis*, apply to any central co-operative agricultural company with limited liability and federal co-operative agricultural company with limited liability registered under this Act. 10

58. The provisions of this Act which apply to a farmers' special co-operative company with limited liability shall, *mutatis mutandis*, apply to any central farmers' special co-operative company with limited liability and federal farmers' special co-operative company with limited liability registered under this Act. 15

59. The provisions of this Act which apply to a co-operative trading society with limited liability shall, *mutatis mutandis*, apply to any central co-operative trading company with limited liability and federal co-operative trading company with limited liability registered under this Act. 20

CHAPTER VII.

WINDING UP AND DISSOLUTION OF SOCIETIES AND COMPANIES.

Modes of winding up.

60. A society or company may be wound up either—

(a) voluntarily on a resolution of the society or company 25 under section *sixty-one*; or

(b) on an order of court under section *sixty-two*,

and shall be wound up without any resolution thereof or order of court upon the occurrence of any of the events mentioned in section *sixty-three*. 30

Voluntary winding up of society or company.

61. A society or company may be wound up by resolution passed by not less than two-thirds of the total number of members of the society or company, present in person or by proxy (where proxies are allowed by the regulations) at a general meeting specially convened for that purpose. 35

Compulsory winding-up of society or company.

62. (1) A society or company may be wound up on the order of any division of the Supreme Court having jurisdiction in the district where the office of the society or company is situate, upon the application of any interested person.

(2) In dealing with an application for the winding-up of a 40 society or company, the Court may dismiss it with or without costs, or adjourn the hearing conditionally or unconditionally, or make any interim order or any other order that it deems just.

Circumstances under which a society or company shall be wound up.

63. (1) A society or company shall be wound up without any resolution thereof or order of court—

(a) if the number of members is reduced, in the case of a central or federal company, below two; or in the case of a co-operative agricultural society or company or a farmers' special co-operative company, below seven; or, in the case of a co-operative trading society, below twenty-five; or, in the case of a co-operative trading society formed for the purpose of manufacturing and disposing of any commodity, below seven;

(b) if the society or company does not commence business within a year of registration or suspends business for 55 a period of more than twelve months;

(c) when the period (if any) fixed for the duration of the society or company by its regulations expires;

(d) whenever the event (if any) occurs, upon the occurrence of which the regulations provide that the society or company is to be wound up or dissolved;

(e) whenever the Minister makes an order under section *one hundred and twelve* for the winding-up of the society or company.

45

50

60

met beperkte aanspreeklikheid opgerig kan word : Met dien verstande dat die verwerf van aandele in 'n sentrale koöperatiewe handelsmaatskappy nie geag word inbegrepe te wees onder die doeleindes waarvoor so 'n federale koöperatiewe handelsmaatskappy opgerig kan word nie.

57. Die bepalings van hierdie Wet wat toepaslik is op 'n koöperatiewe landboumaatskappy met beperkte aanspreeklikheid, is *mutatis mutandis* van toepassing op 'n kragtens hierdie Wet geregistreerde sentrale koöperatiewe landboumaatskappy met beperkte aanspreeklikheid en federale koöperatiewe landboumaatskappy met beperkte aanspreeklikheid.

58. Die bepalings van hierdie Wet wat toepaslik is op 'n spesiale koöperatiewe boeremaatskappy, is *mutatis mutandis* van toepassing op 'n kragtens hierdie Wet geregistreerde sentrale spesiale koöperatiewe boeremaatskappy met beperkte aanspreeklikheid en federale spesiale koöperatiewe boeremaatskappy met beperkte aanspreeklikheid.

59. Die bepalings van hierdie Wet wat toepaslik is op 'n koöperatiewe handelsvereniging met beperkte aanspreeklikheid, is *mutatis mutandis* van toepassing op 'n kragtens hierdie Wet geregistreerde sentrale koöperatiewe handelsmaatskappy met beperkte aanspreeklikheid en federale koöperatiewe handelsmaatskappy met beperkte aanspreeklikheid.

HOOFTUK VII.

25 LIKWIDASIE EN ONTBINDING VAN VERENIGINGS EN MAATSKAPPYE.

60. 'n Vereniging of maatskappy kan gelikwider word of—

- (a) vrywillig by besluit van die vereniging of maatskappy ingevolge artikel *een-en-sestig*; of
- 30 (b) op bevel van 'n gereghof ingevolge artikel *twee-en-sestig*;

en moet gelikwider word sonder besluit daarvan of bevel van 'n gereghof wanneer enigeen van die in artikel *drie-en-sestig* vermelde gebeurtenisse voorval.

61. 'n Vereniging of maatskappy kan gelikwider word by besluit aangeneem deur minstens twee-derdes van die totale aantal lede van die vereniging of maatskappy teenwoordig in eie persoon of verteenwoordig deur gevoldagtigdes (waar dit deur die regulasies toegelaat word) op 'n algemene vergadering spesiaal vir daardie doel byeen geroep.

62. (1) 'n Vereniging of maatskappy kan gelikwider word op bevel van een of ander afdeling van die Hooggereghof wat regsmag besit in die gebied waar die kantoor van die vereniging of maatskappy geleë is, op aansoek van een of ander belanghebbende persoon.

(2) Die Gereghof wat 'n applikasie vir die likwidasié van 'n vereniging of maatskappy behandel, kan die applikasie met of sonder koste van die hand wys, of die verhoor voorwaardelik of onvooraardelik verdaag of 'n tussentydse of ander bevel wat hy goeddink, verleen.

63. (1) 'n Vereniging of maatskappy word sonder 'n besluit daarvan of bevel van 'n gereghof gelikwider—

- (a) as die ledetal verminder word, in die geval van 'n sentrale of federale maatskappy, tot minder as twee of, in die geval van 'n koöperatiewe landbouvereniging of -maatskappy, of 'n spesiale koöperatiewe boeremaatskappy, tot minder as sewe; of, in die geval van 'n koöperatiewe handelsvereniging, tot minder as vyf-en-twintig; of, in die geval van 'n koöperatiewe handelsvereniging opgerig met die doel om een of ander handelsartikel te vervaardig en van die hand te sit, tot minder as sewe;
- 60 (b) indien die vereniging of maatskappy nie binne 'n jaar vanaf registrasie sake begin doen nie of sy werkzaamhede vir 'n tydperk van meer as twaalf maande opskort;
- (c) wanneer die tydperk (as die genoem is) wat vir die duur van die vereniging of maatskappy in sy regulasies vasgestel is, verstryk het;
- 70 (d) wanneer die gebeurtenis (as die genoem is) waarna, volgens bepalings van die regulasies, die vereniging of maatskappy gelikwider of ontbind moet word, plaasvind;
- 75 (e) wanneer die Minister kragtens artikel *honderd-en-twaalf* 'n bevel uitvaardig dat die vereniging of maatskappy gelikwider moet word.

Bepalings toepaslik op koöperatiewe landboumaatskappye geld ook vir sentrale en federale koöperatiewe landboumaatskappye.

Bepalings toepaslik op spesiale koöperatiewe boeremaatskappye geld ook vir sentrale en federale spesiale koöperatiewe boeremaatskappye.

Bepalings toepaslik op koöperatiewe handelsverenigings geld ook vir sentrale en federale koöperatiewe handelsmaatskappye.

Vrywillige likwidasié van vereniging of maatskappy.

Verpligte likwidasié van vereniging of maatskappy.

Omstandighede waaronder vereniging of maatskappy gelikwider moet word.

(2) In calculating for the purposes of paragraph (a) of sub-section (1) of this section or section *one hundred and thirteen*, the number of members of a co-operative agricultural society or company or a farmers' special co-operative company or a co-operative trading society, the number of members shall not be deemed to be reduced by the death of any member until two months have passed after such death. If before the expiration of that period the widow or any beneficiary of the estate of the deceased member, with the approval of the board of directors, becomes a member of the society or company and takes over the rights and obligations of the deceased member in relation to the society or company, the number of the members of the society or company shall not be deemed to be reduced by the death of such deceased member. 5 10 15

Commencement of winding-up.

64. A winding-up of a society or company shall be deemed 15 to commence—

- (a) at the date of passing of the resolution authorizing the winding up, if such winding up is voluntary ;
- (b) at the date of the making of the order for the winding-up of the society or company (including an order placing the society or company in provisional liquidation) if the winding-up is under the provisions of section *sixty-two* ;
- (c) at the date upon which the event occurs upon the occurrence of which the society or company is to be wound up, if the winding-up is under the provisions of section *sixty-three*. 20 25

Notice to registrar of winding-up.

65. (1) Whenever a resolution for the winding-up of a society or company has been passed under section *sixty-one* or an event has occurred upon the occurrence of which a society or company must be wound up under section *sixty-three*, the chairman of the directors of the society or company shall, within fourteen days after the passing of such resolution or the occurrence of such event, lodge with the registrar an affidavit sworn by him and by the secretary or manager of the society or company— 30 35

- (a) containing, if the winding-up is under section *sixty-one*, a copy of such resolution, and stating that it was passed in accordance with the provisions of that section, and the date when it was passed ; or
- (b) if the winding-up is under section *sixty-three*, stating what the event is which has occurred and the date of its occurrence. 40

(2) Whenever an order for the winding-up of a society or company (including an order placing the society or company in provisional liquidation) is made by the court, the registrar of the court shall forthwith transmit to the registrar a duplicate original of the order. 45

Inventories of assets and lists of liabilities to be transmitted to registrar upon winding-up.

66. (1) In addition to the affidavit which by sub-section (1) of section *sixty-five* the chairman of the directors of a society or company is required to lodge with the registrar, the chairman shall also, if the winding-up is under section *sixty-one* or *sixty-three*, within fourteen days after the commencement of the winding-up make and lodge with the registrar an inventory of all property (including outstanding debts) belonging to the society or company, and also a detailed list of all its liabilities, 50 55 as at the date of the commencement of the winding-up. Every such inventory and list shall be verified by affidavit of the chairman and the secretary or manager of the society or company.

(2) A provisional liquidator shall within fourteen days after his appointment by the court make and lodge with the registrar an inventory and list as described in sub-section (1). Every such inventory and list shall be verified by affidavit of the provisional liquidator. 60

(3) Every liquidator, appointed by the Minister, of a society or company of which a provisional liquidator was appointed by the court shall within fourteen days after his appointment, make and lodge with the registrar an inventory and list as described in sub-section (1), unless an inventory and list have already been lodged by the provisional liquidator. Every such 65 70 inventory and list shall be verified by affidavit of the liquidator.

(2) By die berekening van die ledetal van 'n koöperatiewe landbouvereniging of -maatskappy of 'n spesiale koöperatiewe boeremaatskappy of 'n koöperatiewe handelsvereniging, by die toepassing van paragraaf (a) van sub-artikel (1) van hierdie artikel of artikel *honderd-en-dertien*, word die getal lede nie geag deur die afsterwing van 'n lid verminder te wees nie, totdat twee maande verstryk het sedert die afsterwing. Ingeval die weduwee of 'n voordeeltrekende uit die boedel van die oorlede lid met toestemming van die raad van direkteure voordat daardie tydperk verstryk lid word van die vereniging of maatskappy en die regte en verpligtings van die oorlede lid met betrekking tot die vereniging of maatskappy oorneem, dan word die ledetal van die vereniging of maatskappy nie geag deur die afsterwing van sodanige oorlede lid verminder te wees nie.

64. Likwidasie van 'n vereniging of maatskappy word geag te begin— Begin van likwidasie.

- (a) op die datum van aanname van die besluit wat likwidasie magtig, as die likwidasie vrywillig geskied;
- 20 (b) op die datum van uitvaardiging van die bevel van die hof waarby likwidasie van die vereniging of maatskappy gelas word (inbegrepe 'n bevel wat die vereniging of maatskappy in provisionele likwidasie plaas) indien likwidasie ingevolge die bepalings van artikel *twee-en-sestig* geskied;
- 25 (c) op die datum waarop 'n gebeurtenis voorval as die vereniging of maatskappy by so 'n voorval gelikwideer moet word, ingeval likwidasie ingevolge die bepalings van artikel *drie-en-sestig* geskied.

30 65. (1) Wanneer 'n besluit vir die likwidasie van 'n vereniging of maatskappy aangeneem is kragtens artikel *een-en-sestig* of 'n gebeurtenis voorgeval het by die voorval waarvan 'n vereniging of maatskappy ingevolge artikel *drie-en-sestig* gelikwideer moet word, moet die voorsitter van die direkteure van die vereniging of maatskappy binne veertien dae na die aanname van daardie besluit of die voorval van daardie gebeurtenis by die registrator 'n deur hom en die sekretaris of bestuurder van die vereniging of maatskappy beëdigde verklaring indien— Kennisgewing van likwidasie aan Registrateur.

- 40 (a) wat, indien die likwidasie kragtens artikel *een-en-sestig* plaasvind, 'n afskrif van bedoelde besluit bevat, en waarin vermeld word dat dit aangeneem is ooreenkomsdig die bepalings van daardie artikel en die datum waarop dit aangeneem is; of
- 45 (b) waarin, indien die likwidasie kragtens artikel *drie-en-sestig* plaasvind, vermeld word watter gebeurtenis voorgeval het en op watter datum dit voorgeval het.

(2) Wanneer 'n bevel vir die likwidasie van 'n vereniging of maatskappy (inbegrepe 'n bevel wat die vereniging of maatskappy in provisionele likwidasie plaas) deur die gereghof uitgevaardig word, moet die registrator van die gereghof onverwyld 'n oorspronklike duplikaat van die bevelskrif aan die registrator stuur.

66. (1) Behalwe die beëdigde verklaring wat volgens sub-artikel (1) van artikel *vyf-en-sestig* deur die voorsitter van die direkteure van 'n vereniging of maatskappy by die registrator ingemoet word, moet die voorsitter ook, as die likwidasie kragtens artikel *een-en-sestig* of *drie-en-sestig* plaasvind, binne veertien dae nadat die likwidasie begin het 'n inventaris van alle goed (met inbegrip van uitstaande skulde) wat aan die vereniging of maatskappy behoort, asook 'n lys met besonderhede van al sy laste, op die datum waarop die likwidasie begin het, opmaak en by die registrator indien. Elke sodanige inventaris en lys moet deur 'n beëdigde verklaring van die voorsitter en die sekretaris of bestuurder van die vereniging of maatskappy bevestig word. Inventaris van bate en lyste van laste moet by likwidasie aan Registrateur gestuur word.

(2) 'n Provisionele likwidator moet binne veertien dae na sy aanstelling deur die hof 'n inventaris en lys, soos beskrywe in sub-artikel (1), opmaak en by die registrator indien.

70 Elke sodanige inventaris en lys moet deur 'n beëdigde verklaring van die provisionele likwidator bevestig word.

(3) Elke likwidator aangestel deur die Minister ten opsigte van 'n vereniging of maatskappy ten opsigte waarvan 'n provisionele likwidator deur die gereghof aangestel was, moet binne veertien dae na sy aanstelling 'n inventaris en lys, soos beskrywe in sub-artikel (1), opmaak en by die registrator indien, tensy 'n inventaris en lys reeds deur die provisionele likwidator ingedien is. Elke sodanige inventaris en lys moet deur 'n beëdigde verklaring van die likwidator bevestig word.

Appointment of liquidator.

67. (1) Whenever a society or company is wound-up under section *sixty-one* or *sixty-three*, or is placed in final liquidation by an order of court under section *sixty-two*, the Minister shall appoint a liquidator or joint liquidators of such society or company, who shall act under the control and supervision of the registrar.

(2) Whenever a society or company is placed in provisional liquidation under section *sixty-two*, the court making the order may at any time before a liquidator has been appointed appoint a provisional liquidator, who shall hold office until one or more liquidators are appointed by the Minister or until the order is set aside, or until the Minister has directed in terms of section *sixty-eight* that the appointment of a liquidator be dispensed with.

(3) Before assuming his functions every liquidator or provisional liquidator shall furnish the registrar with such security as the latter may require for the faithful and diligent performance of such functions.

(4) Every liquidator shall forthwith after he has furnished such security publish in the *Gazette* and in a newspaper circulating in the district in which the office of the society or company is situate a notice stating his name and address and the fact of his appointment: Provided that the registrar may in his discretion, absolve the liquidator from the duty of publishing such notice.

Minister may dispense with appointment of liquidator.

68. The Minister may dispense with the appointment of a liquidator of any society or company which is being wound up under this Act, when it appears from the inventory, lodged in respect of such society or company under section *sixty-six*, that the value of the assets thereof does not exceed one hundred pounds (£100) and he may, in any such case, give such directions as he may deem fit for the administration and distribution of the assets and the liquidation of the liabilities. Nothing in this section contained shall be deemed to affect the liability of any person in respect of the society or company. 35

Removal of liquidator.

69. (1) The Minister may cancel the appointment of any liquidator on any ground he may deem sufficient.

(2) The court may cancel the appointment of any provisional liquidator on any ground it may deem sufficient.

Liquidators' fees.

70. (1) The liquidator appointed by the Minister or the provisional liquidator appointed by the court shall be paid fees on a scale to be prescribed by the Minister: Provided that whenever joint liquidators are appointed the fees as prescribed shall be divided amongst them: Provided, further, that the registrar may disallow the remuneration of any liquidator or provisional liquidator either wholly or in part on account of any failure or delay in the discharge of his duties.

(2) No person who employs or is a fellow employee of, or is in the ordinary employment of, the liquidator shall be entitled to receive any remuneration out of the assets of the society or company for services rendered in connection with the discharge of the functions of the liquidator, and no liquidator shall be entitled either by himself or his partner to receive out of the assets of the society or company any remuneration for his services beyond the remuneration to which under this Act he is entitled.

Liquidator's powers.

71. (1) The liquidator shall have power—

- (a) to bring or to defend any action or other legal proceedings of a civil nature in the name and on behalf of the society or company in any competent court of law; 60
- (b) to obtain with the approval of the registrar legal advice on any question of law affecting the liquidation of the society or company;
- (c) to carry on or discontinue any part of the business of the society or company in so far as may be necessary for the beneficial liquidation thereof;
- (d) to sell the movable and immovable property of the society or company by public auction or private contract and to give valid title thereof to the purchaser by transfer or otherwise;
- (e) to collect amounts due to the society or company and to abandon any claims which are, in the liquidator's opinion, irrecoverable;
- (f) to execute in the name and on behalf of the society or company all deeds, receipts, and other documents;

67. (1) Wanneer 'n vereniging of maatskappy gelikwider word kragtens artikel *een-en-sestig* of *drie-en-sestig*, of kragtens artikel *twee-en-sestig* deur bevel van 'n gereghof in finale likwidasie geplaas word, stel die Minister ten opsigte van 5 sodanige vereniging of maatskappy 'n likwidator of gesamentlike likwidateurs aan wat onder toesig en beheer van die registrateur optree.

(2) Wanneer 'n vereniging of maatskappy in provisionele likwidasie geplaas word kragtens artikel *twee-en-sestig*, kan 10 die gereghof wat die bevel uitvaardig te eniger tyd voordat 'n likwidator aangestel is 'n provisionele likwidator aanstel wat die amp beklee totdat een of meer likwidateurs deur die Minister aangestel word, of totdat die bevel opsy gesit word, of totdat die Minister kragtens artikel *agt-en-sestig* gelas het 15 dat die aanstelling van 'n likwidator agterweë gelaat word.

(3) Elke likwidator of provisionele likwidator moet, voordat hy sy amp aanvaar, die registrateur voorsien van 20 sodanige sekuriteit as laasgenoemde mag vorder vir die getroue en ywerige vervulling van sy pligte.

20 (4) Elke likwidator moet, onverwyld nadat hy sodanige sekuriteit verstrek het, in die *Staatskoerant* en in 'n koerant in omloop in die distrik waar die kantoor van die vereniging of maatskappy geleë is, 'n kennisgwing publiseer waarin sy naam en adres vermeld word en sy aanstelling bekend gemaak 25 word: Met dien verstande dat die registrateur die likwidator na goeddunke kan onthef van die verpligting om so 'n kennisgwing te publiseer.

68. Die Minister behoeft in die geval van 'n vereniging of maatskappy wat ingevolge hierdie Wet gelikwider word geen 30 likwidator aan te stel nie, wanneer dit blyk uit die inventaris ingedien ten opsigte van so 'n vereniging of maatskappy ingevolge artikel *ses-en-sestig* dat die waarde van sy bate nie meer as honderd pond (£100) bedra nie, en hy kan in so 'n 35 geval sodanige opdrag gee as hy goedvind vir die administrasie en distribusie van die bate en die likwidasie van die laste. Die bepalings van hierdie artikel word nie geag die aanspreklikheid van enige persoon ten opsigte van die vereniging of maatskappy te raak nie.

69. (1) Die Minister kan weens redes wat hy afdoende ag 40 die aanstelling van 'n likwidator herroep. *Verwydering van likwidator.*

(2) Die gereghof kan die aanstelling van 'n provisionele likwidator herroep weens enige rede wat hy afdoende ag.

70. (1) Die deur die Minister aangestelde likwidator of die deur die gereghof aangestelde provisionele likwidator word 45 besoldig volgens 'n skaal deur die Minister te bepaal: Met dien verstande dat wanneer gesamentlike likwidateurs aangestel word, die besoldiging soas voorgeskrywe onder hulle verdeel word: Met dien verstande voorts dat die registrateur 'n likwidator of provisionele likwidator sy besoldiging 50 geheel of gedeeltelik kan ontsê weens enige versuum of vertraging in die uitvoer van sy pligte.

(2) Niemand by wie 'n likwidator in diens is of wat saam met hom in diens is of wat in sy gewone diens is, is geregtig om uit die bate van die vereniging of maatskappy enige besoldiging 55 te ontvang nie vir dienste gelewer in verband met die uitvoering van die pligte van die likwidator, en geen likwidator is geregtig, hetsy persoonlik of deur sy venoot, om enige besoldiging, benewens die besoldiging waarop hy ingevolge hierdie Wet geregtig is, uit die bate van die vereniging of maatskappy te ontvang nie.

71. (1) Die likwidator is bevoeg—

(a) om in die naam en ten behoeve van die vereniging of maatskappy enige aksie of ander regsgeding van siviele aard in 'n bevoegde gereghof in te stel of te verdedig;

(b) om met goedkeuring van die registrateur regsadvisie in te win op enige regspunt betreffende die likwidasie van die vereniging of maatskappy;

(c) om enige deel van die besigheid van die vereniging of maatskappy voort te sit of te staak, vir sover dit nodig mag wees vir die voordelige likwidasie daarvan;

(d) om die roerende en onroerende goed van die vereniging of maatskappy by publieke veiling of uit die hand te verkoop, en om geldige titel daarvan by akte van transport of op ander wyse aan die koper oor te dra;

(e) om aan die vereniging of maatskappy verskuldigde bedrae in te vorder en om skulde wat volgens oordeel van die likwidator onverhaalbaar is, af te skrywe;

(f) om namens en ten behoeve van die vereniging of maatskappy alle aktes, kwitansies en ander dokumente te onderteken;

Minister kan aanstelling van likwidator agterweë laat.

Besoldiging van likwidator.

Bevoegdhede van likwidator.

(g) to do all such other things as may be necessary to wind up the affairs of the society or company.

(2) A provisional liquidator shall have power to carry on or discontinue any part of the business of the society or company in so far as may be necessary for the beneficial liquidation thereof and to do all such other things as the court shall order. 5

Banking account to be opened by liquidator.

72. (1) The liquidator shall open an account in the name of the society or company in liquidation with a bank within the Union, and shall deposit to the credit of the society or company from time to time all moneys received by him on its behalf. 10 All cheques or orders which may be drawn upon that account shall contain the name of the payee and the cause of payment and shall be drawn to order and signed by the liquidator, or his agent.

(2) Immediately after opening the account the liquidator 15 shall notify the registrar of the bank and the branch of the bank with which the account has been opened, and shall keep the registrar advised of any transfer of such account to any other bank or branch; and the bank shall at any time upon the request of the registrar furnish him with a certified copy of the 20 account.

Books to be kept by liquidator.

73. (1) Immediately after his appointment the liquidator shall open a book or other record wherein he shall enter from time to time a statement of all moneys, goods, books, accounts and other documents received by him on behalf of the society 25 or company.

(2) The registrar may at any time in writing order the liquidator to produce the said book or record with supporting vouchers for inspection.

(3) Any person whose name appears as a contributory in a 30 list framed under section *seventy-seven* or *seventy-eight*, and if the registrar so order in writing, any creditor, may at all reasonable times personally or by his agent inspect such book or record.

Actions stayed on winding-up.

74. (1) When a society or company has been placed in 35 liquidation (including provisional liquidation) all civil proceedings against the society or company shall be suspended until the appointment of a liquidator.

(2) Every person who, having instituted legal proceedings against a society or company which were suspended by a winding-up, intends to continue the same and every person who intends to institute legal proceedings for the purpose of enforcing any claim against the society or company which arose before the commencement of the winding-up shall, within three weeks after the publication in the *Gazette* of the notice referred to in 40 sub-section (4) of section *sixty-seven*, or if no such notice has been published, within three weeks after he has received written notification by the liquidator of his appointment, give the liquidator not less than three weeks' notice in writing before continuing or commencing the proceedings. In default thereof 50 the proceedings shall be considered to be abandoned unless the court finds that there was a reasonable excuse for the default and allows the proceedings to continue or to be commenced on terms or otherwise as it may think fit.

Costs of liquidation and priority thereof.

75. (1) The costs, charges and expense of the winding-up 55 of any society or company, including the fees payable to the liquidator, shall be deemed to be included in, and form part of, the liabilities and obligations of any society or company wound up under this Act. Such costs, charges, expenses and fees shall be payable in priority to all other claims.

(2) The registrar may reduce or disallow the whole or part of any costs, charges and expenses incurred by the liquidator in connection with the winding-up of the society or company, if in his opinion such costs, charges or expenses appear to be unnecessary or excessive. 60

Framing of plan of distribution if there is a surplus.

76. (1) If after all the liabilities and obligations present or contingent of a society or company wound up under sections *sixty-one*, *sixty-two*, or *sixty-three*, have been discharged, and the costs, charges, expenses and fees referred to in section *seventy-five* have been defrayed, and any donation has been made which 70 in terms of the regulations of the society or company is required to be made in the event of winding-up, there remains any surplus of assets, the liquidator shall frame a plan of distribution distributing such surplus, including the reserve funds, in the following manner:—

(g) om alle ander dinge te doen wat nodig mag wees om die sake van die vereniging of maatskappy af te wikkell.

(2) 'n Provisionele likwidateur is geregtig om enige deel 5 van die besigheid van die vereniging of maatskappy voort te sit of te staak vir sover dit nodig mag wees vir die voordelelike likwidiasie daarvan, en om alle ander dinge te doen wat die geregshof mag beveel.

72. (1) Die likwidateur moet by 'n bank in die Unie 'n Likwidateur moet 10 rekening open in die naam van die vereniging of maatskappy bankrekening in likwidiasie, en moet alle gelde wat hy namens die vereniging open. of maatskappy ontvang van tyd tot tyd op krediet van die vereniging of maatskappy stort. Alle tjeeks of orders wat op daardie rekening getrek mag word, moet die naam van die 15 ontvanger en die grond van betaling aantoon en moet op order betaalbaar en deur die likwidateur of sy gevoldagtigde onder- teken wees.

(2) Onmiddellik na die opening van die rekening moet die likwidateur die registrateur verwittig van die bank en tak van 20 die bank waar die rekening geopen is en die registrateur van tyd tot tyd verwittig van enige oordrag van sodanige rekening na 'n ander bank of tak van 'n bank, en die bank moet die registrateur te eniger tyd op sy versoek voorsien van 'n gesertifiseerde afskrif van die rekening.

73. (1) Onmiddellik na sy aanstelling moet die likwidateur 25 Boeke deur die 'n boek of ander register aanlê waarin hy van tyd tot tyd likwidateur gehou te word. aantekening moet maak van alle gelde, goedere, boeke, reke- nings en ander dokumente deur hom ontvang namens die vereniging of maatskappy.

(2) Die registrateur kan die likwidateur te eniger tyd skriftelik 30 gelas om genoemde boek of register en daarby behorende bewysstukke ter insage oor te lê.

(3) Iemand van wie die naam verskyn op 'n lys opgestel kragtens artikel *sewen-en-sewentig*, of *agt-en-sewentig*, en as 35 die registrateur dit skriftelik gelas, ook 'n skuldeiser, kan sodanige boek of register op alle redelike tye persoonlik insien of deur 'n gevoldagtigde laat insien.

74. (1) Wanneer 'n vereniging of maatskappy in likwidiasie skors 40 (inbegrepe provisionele likwidiasie) geplaas is, word alle siviele gedinge teen die vereniging of maatskappy geskors totdat 'n likwidateur aangestel is.

(2) Elkeen wat voornemens is om 'n regsgeding teen 'n vereniging of maatskappy, wat deur die likwidiasie geskors is, voort te sit, en elkeen wat voornems is om 'n regsgeding in te 45 stel tot verhaal van 'n eis teen die vereniging of maatskappy wat voor die begin van die likwidiasie ontstaan het, moet, binne drie weke na die publikasie in die *Staatsskoerant* van die kennis- gewing vermeld in sub-artikel (4) van artikel *sewen-en-sestig*, of, indien so 'n kennisgewing nie gepubliseer is nie, binne 50 drie weke nadat hy van die likwidateur 'n skriftelike kennis- gewing van sy aanstelling ontvang het, aan die likwidateur minstens drie weke skriftelik kennis gee voordat hy die regsgeding instel of voortsit. By gebreke daarvan word die geding geag opgegee te wees, tensy die hof bevind dat daar redelike 55 verontskuldiging vir die versuum bestaan het en die voort- setting of instelling van die geding toestaan op voorwaardes of andersins, soas hy goedvind.

75. (1) Die koste, onkoste en uitgawes verbonde aan die Koste van likwi- 60 dasie van 'n vereniging of maatskappy, met inbegrip dasie en rangorde daarvan. van die besoldiging betaalbaar aan die likwidateur, word geag inbegrepe te wees by en deel uit te maak van die laste en verpligtigs van 'n vereniging of maatskappy wat kragtens hierdie Wet gelikwideer word. Sodanige koste, onkoste, uitgawes en besoldiging geniet voorkeur van betaling teenoor 65 alle ander eise.

(2) Die registrateur kan al die koste, onkoste en uitgawes deur die likwidateur beloop in verband met die likwidiasie van die vereniging of maatskappy, of 'n deel daarvan, verminder of ontsê, indien hy sodanige koste, onkoste of uitgawes onnodig 70 of buitensporig ag.

76. (1) Indien daar, nadat al die teenswoordige of voor- 75 waardelike laste en verpligtigs van 'n vereniging of maat- skappy wat gelikwideer word kragtens artikel *een-en-sestig*, *twee-en-sestig* of *drie-en-sestig*, voldaan is, en die koste, onkoste, uitgawes en besoldiging bedoel in artikel *vfy-en-sewentig* betaal is, en enige donasie gemaak is wat ingevolge die regulasies van die vereniging of maatskappy gemaak moet word ingeval van likwidiasie, 'n oorskot van bate is, moet die likwidateur 'n distribusierekening opstel vir die verdeling van 80 sodanige oorskot plus die reserwefondse op onderstaande wyse :

- (a) in the case of a co-operative agricultural society with unlimited liability, among existing members in proportion to the value of the business of each member with the society during the last preceding fifteen years, or, if the society has not existed for such period, 5 during the existence of the society ;
- (b) in the case of a co-operative agricultural company with limited liability or a farmers' special co-operative company with limited liability, among existing members in repayment of the nominal value (or such lesser 10 amount as may have been paid up) of the shares registered in their names, and if any assets remain over after such repayment has been made, the same shall be distributed among existing members in proportion to the value of the business of each such member with the company during the last preceding fifteen years, or, if the company has not existed for such a period, during the existence of the company : Provided that, in the case of a company formed for the objects set forth in paragraph (s) of sub-section (1) 20 of section six, any assets remaining after repayment to existing members of the nominal value (or such lesser amount as may have been paid up) of the shares registered in their names as aforesaid shall be divided equally among all the existing members of the company. 25
- (c) in the case of a co-operative trading society with limited liability, among existing members in repayment of the nominal value (or such lesser amount as may have been paid up) of the shares registered in their names, 30 and if any assets remain over after such repayment has been made, the same shall be distributed among existing members in proportion to the value of the business of each such member with the society during the last preceding five years, or, if the society has existed for 35 a period of less than five years, during the existence of the society : Provided that such period of five years may be extended by a resolution adopted by not less than two-thirds of the total number of members of the society present in person or by proxy (where 40 proxies are allowed by the regulations) at a general meeting specially called for that purpose.

(2) If—

- (a) any member of any such society or company has died ; 45
or
- (b) any member of any such co-operative agricultural society or co-operative agricultural company or farmers' special co-operative company has resigned because he has relinquished farming operations ; or
- (c) any member of any such co-operative trading society 50 has resigned because he has ceased to reside in the area in which the society carries on its business,

any such resigned member and the executor of any such deceased member may, if the regulations of the society or company so provide, authorize in writing any existing member of the 55 society or company to include, for the purposes of this section, as part of the value of the business of such existing member with the society or company during the period of fifteen years or five years immediately preceding the winding-up or during the existence of the society or company (as the case may be), 60 the value of the business of such resigned or deceased member with the society or company during the period in question : Provided that no such authority shall be of any effect unless it has been lodged with the society or company within three months after such death or resignation, as the case may be. 65

Framing of plan of contribution if there is a deficit.

77. (1) If, after realization of all the assets of a society or company, any liability or obligation remains undischarged, the liquidator shall frame a plan of contribution apportioning the debt or obligation among those persons liable to pay, in accordance with the provisions of sub-section (1) of section twenty, 70 in the case of a society with unlimited liability, or, in the case of a society or company with limited liability, in accordance

- (a) in die geval van 'n koöperatiewe landbouvereniging met onbeperkte aanspreeklikheid, onder die bestaande lede in verhouding met die waarde van die besigheid van elke lid met die vereniging gedurende die voorafgaande vyftien jaar, of, as die vereniging nie vir so 'n tydperk bestaan het nie, gedurende die bestaan van die vereniging ;
- (b) in die geval van 'n koöperatiewe landboumaatskappy met beperkte aanspreeklikheid of 'n spesiale koöperatiewe boeremaatskappy met beperkte aanspreeklikheid, onder die bestaande lede by wyse van terugbetaling van die nominale waarde (of so 'n mindere bedrag as opbetaal mag wees) van die aandele wat op hul name geregistreer is en as daar nadat sodanige terugbetaling geskied het nog bate oorbly, word dit onder die bestaande lede verdeel in verhouding met die waarde van die besigheid van elke sodanige lid met die maatskappy gedurende die voorafgaande vyftien jaar, of, as die maatskappy nie vir so 'n tydperk bestaan het nie, gedurende die bestaan van die maatskappy : Met dien verstande dat, in die geval van 'n maatskappy opgerig vir die doeleindes vermeld in paragraaf (s) van sub-artikel (1) van artikel ses, enige oorblywende bate, na terugbetaling aan bestaande lede van die nominale waarde (of so 'n mindere bedrag as opbetaal mag wees) van die aandele op hul name geregistreer, soas voormeld, gelykop onder al die bestaande lede van die maatskappy verdeel moet word ;
- (c) in die geval van 'n koöperatiewe handelsvereniging met beperkte aanspreeklikheid, onder bestaande lede by wyse van terugbetaling van die nominale waarde (of so 'n mindere bedrag as opbetaal mag wees) van die aandele wat op hul name geregistreer is, en, as daar nadat sodanige terugbetaling geskied het nog bate oorbly, word dit onder bestaande lede verdeel in verhouding met die waarde van die besigheid van elke sodanige lid met die vereniging gedurende die voorafgaande vyf jaar, of, as die vereniging vir 'n korter tydperk as vyf jaar bestaan het, gedurende die bestaan van die vereniging : Met dien verstande dat sodanige tydperk van vyf jaar verleng kan word by besluit aangeneem deur minstens twee-derdes van al die lede van die vereniging teenwoordig in eie persoon of deur gevollmagtigdes verteenwoordig (waar dit deur die regulasies toegelaat word) op 'n algemene vergadering spesiaal vir daardie doel byeengeroep.
- (2) Indien—
- (a) 'n lid van so'n vereniging of maatskappy dood is ; of
- (b) 'n lid van so'n koöperatiewe landbouvereniging of koöperatiewe landboumaatskappy of spesiale koöperatiewe boeremaatskappy bedank het omdat hy nie meer boer nie ; of
- (c) 'n lid van so'n koöperatiewe handelsvereniging bedank het omdat hy nie meer in die gebied waar die vereniging besigheid drywe, woon nie,
- dan kan so'n lid wat bedank het en die eksekuteur van so'n oorlede lid, mits die regulasies van die vereniging of maatskappy daarvoor voorsiening maak, 'n bestaande lid van die vereniging of maatskappy in geskrif magtig om, vir die doeleindes van hierdie artikel, by die waarde van die besigheid van bedoelde bestaande lid met die vereniging of maatskappy gedurende die tydperk van vyftien jaar of vyf jaar onmiddellik voor die likwidatie of gedurende die bestaan van die vereniging of maatskappy (na gelang van die geval), die waarde te voeg van die besigheid van die lid, wat bedank het of wat dood is, met die vereniging of maatskappy gedurende die betrokke tydperk : Met dien verstande dat so'n magtiging geen uitwerking het nie, tensy dit binne drie maande na sodanige dood of bedanking, alna die geval, by die vereniging of maatskappy ingedien word.
77. (1) Indien daar, nadat alle bate van 'n koöperatiewe landbouvereniging of maatskappy tot geld gemaak is, nog onvoldane laste of verpligtings bestaan, moet die likwidator 'n kontribusierekening opstel waarby die skulde en verpligtings verdeel word onder diegene wat vir die betaling daarvan aanspreeklik is, ooreenkomsdig die bepalings van sub-artikel (1) van artikel twintig, in die geval van 'n vereniging met onbeperkte spreeklikheid, of, in die geval van 'n vereniging of maatskappy met beperkte aanspreeklikheid, ooreenkomsdig die

Opstelling van
kontribusie-
rekening as daar 'n
tekort is.

with the provisions of sub-section (2) of that section : Provided that if the winding-up of a society with unlimited liability is commenced within twelve months after the resignation or expulsion of any member, such resigned or expelled member shall also remain liable for costs, charges and expenses of the 5 winding-up.

(2) If any person liable to pay dies before or after his name has been included in the plan of contribution, his estate shall be liable to pay.

(3) If the estate of any person liable to pay is sequestrated 10 or if he assigns his estate, either before or after his name has been included in the plan of contribution, there may be proved against the insolvent or assigned estate the estimated amount of liability to future calls as well as calls already made : Provided that if any such person's estate is rehabilitated before the 15 date upon which the society's affairs are finally liquidated, he shall remain personally liable for the whole or any calls fixed under the first or any subsequent plan of contribution.

(4) The liquidator may, in framing the said plan of contribution, take into consideration the probability that some of the 20 persons liable to pay may partly or wholly fail to pay.

(5) If any person liable to contribute under the plan of contribution confirmed as hereinafter provided, has not paid his contribution and has not, to the knowledge of the liquidator, property or effects sufficient to meet his liability, the liquidator 25 shall frame a further plan of contribution apportioning, subject to the relative provisions of section *twenty*, and to the proviso to sub-section (1) of this section, among each of the other persons the share of the defaulting person's unsatisfied liability ; and if any person liable to pay under the second plan of contribution, after confirmation thereof, is unable to pay, the liquidator shall frame a third plan of contribution in the manner aforesaid, and so on until all the liabilities and obligations of the society have been settled. The provisions of sub-sections (2), (3) and (4) of this section shall apply to the second and any 35 subsequent plans of contribution framed by the liquidator.

Lodging of liquidation account and plan of distribution or plan of contribution.

78. (1) Every liquidator shall, not later than six months (or such longer period as the registrar may approve) after his appointment, frame and lodge with the registrar an account of his receipts and payments and if there is a surplus the plan 40 of distribution framed by him in terms of section *seventy-six*, or, if there is a deficit, the plan of contribution framed by him in terms of section *seventy-seven*.

(2) The account and plan shall be in duplicate and in a form approved by the registrar, and shall be verified by affidavit by 45 the liquidator.

(3) The account shall be fully supported by vouchers.

(4) If the account and plan are not the final account and plan, the liquidator shall from time to time, and as the registrar may direct, frame and lay before the registrar a further account 50 and plan.

(5) Except where the office of the society or company is situate within the district of Pretoria, the registrar shall transmit a duplicate of the account and plan to the magistrate of the district in which the office of the society or company is 55 situate.

Inspection of liquidation account and plan of distribution or contribution.

79. (1) The account and plan shall lie open at the registrar's office and, if the registered office of the society or company is not situate within the district of Pretoria, the duplicate thereof shall lie open at the office of the magistrate of the district in which the 60 registered office of the society or company is situate, for inspection by persons interested for such reasonable time, not being less than fourteen days, as the registrar may determine.

(2) The registrar shall, at the cost of the society or company, cause to be published in the *Gazette* and in a newspaper circulating in the district in which the registered office of the society or company is situate a notice stating the period during which 65 and the place or places at which the account and plan will lie

bepalings van sub-artikel (2) van daardie artikel : Met dien verstande dat, indien die likwidasie van 'n vereniging met onbeperkte aanspreeklikheid begin binne twaalf maande na die bedanking of uitsetting van 'n lid, daardie lid wat bedank het 5 of uitgesit is ook aanspreeklik bly vir die koste, onkoste en uitgawes verbonde aan die likwidasie.

(2) Indien 'n persoon wat vir betaling aanspreeklik is, sterf voor of nadat sy naam in die kontribusierekening opgeneem is, dan is sy boedel verplig om by te dra.
 10 (3) Indien die boedel van 'n persoon wat vir betaling aanspreeklik is gesekwestreer word, of as hy sy boedel afstaan, hetsy voor of nadat sy naam in die kontribusierekening opgeneem is, dan kan die beraamde bedrag van aanspreeklikheid vir toekomstige sowel as reeds gedane vorderings teen die 15 insolvente of afgestane boedel bewys word : Met dien verstande dat, indien so'n persoon se boedel gerehabiliteer word voor die datum waarop die sake van die vereniging finaal gelikwieder word, hy persoonlik aanspreeklik bly vir die hele bedrag of enige vorderings vasgestel by die eerste of 'n volgende kontribusie-
 20 rekening.

(4) By die opstelling van genoemde kontribusierekening kan die likwidateur rekening hou met die waarskynlikheid dat party van die persone wat vir betaling aanspreeklik is, deels of geheel enal in gebreke mog bly om te betaal.

25 (5) Indien 'n persoon wat ingevolge 'n kontribusierekening, bekragtig soos hierin verder bepaal, aanspreeklik is om by te dra, sy bydrae nie betaal het nie en ook nie, vir sover die likwidateur weet, voldoende goed of besittings het om aan sy verpligting te voldoen nie, moet die likwidateur 'n verdere 30 kontribusierekening opstel waarby die onvoldane deel van die verpligting van die persoon wat in gebreke bly, met inagneming van die toepaslike bepalings van artikel *twintig* en van die voorbehoudsbepaling by sub-artikel (1) van hierdie artikel, onder al die ander persone verdeel word ; en indien 'n persoon, wat 35 volgens die tweede kontribusierekening vir betaling aanspreeklik is, na bekragtiging daarvan nie in staat is om te betaal nie, moet die likwidateur op die voormalde wyse 'n derde kontribusierekening opstel, en moet hy so voortgaan totdat alle laste en verpligtings van die vereniging voldaan is. Die 40 bepalings van sub-artikels (2), (3), en (4) van hierdie artikel is van toepassing op die tweede en enige daaropvolgende kontribusierekenings wat deur die likwidateur opgestel word.

78. (1) Elke likwidateur moet binne hoogstens ses maande Voorlegging van (of sodanige langer tydperk as die registrateur mag goedkeur) likwidasierekening en distribusie- of kontribusierekening.
 45 na sy aanstelling 'n rekening van sy ontvangste en uitbetalings en, as daar 'n oorskot is, die distribusierekening deur hom opgestel ingevolge artikel *ses-en-sewentig*, of, as daar 'n tekort is, die kontribusierekening deur hom opgestel ingevolge artikel *sewen-en-sewentig*, opstel en by die registrateur indien.

50 (2) Die likwidasierekening en die distribusie- of kontribusierekening moet in duplikaat opgestel word in 'n deur die registrateur goedgekeurde vorm en moet deur beëdigde verklaring van die likwidateur bevestig word.

(3) Die likwidasierekening moet ten volle deur bewysstukke 55 gestaaf wees.

(4) As die likwidasierekening en distribusie- of kontribusierekening nie finale rekenings is nie, moet die likwidateur van tyd tot tyd volgens voorskrif van die registrateur 'n verder likwidasierekening en distribusie- of kontribusierekening opstel en 60 aan hom voorlê.

(5) Behalwe wanneer die kantoor van die vereniging of maatskappy in Pretoria geleë is, moet die registrateur 'n duplikaat van die likwidasierekening en distribusie- of kontribusierekening stuur aan die magistraat van die distrik waarin die kantoor van 65 die vereniging of maatskappy geleë is.

79. (1) Die likwidasierekening en distribusie- of kontribusierekening moet in die kantoor van die registrateur beskikbaar gehou word, en, as die geregistreerde kantoor van die vereniging of maatskappy nie binne die distrik Pretoria geleë is, moet 70 die duplikaat daarvan in die kantoor van die magistraat van die distrik waarin die geregistreerde kantoor van die vereniging of maatskappy geleë is, beskikbaar gehou word, ter insage deur belanghebbende persone vir so'n redelike tydperk, maar minstens veertien dae as die registrateur mag vasstel.

75 (2) Die registrateur moet, op koste van die vereniging of maatskappy, 'n kennisgewing in die *Staatskoerant* en in 'n koerant in omloop in die distrik waarin die geregistreerde kantoor van die vereniging of maatskappy geleë is, laat publiseer waarin die tydperk waaroor en die plek of plekke waar die 80 likwidasierekening en distribusie- of kontribusierekening ter insage soas voormeld beskikbaar gehou sal word, vermeld word,

open for inspection as aforesaid, and calling upon all persons interested to lodge with the registrar before a stated day, not being earlier than seven days after the close of the said period, any objection to the account or plan, with the reasons therefor, and stating that every such objection and the reasons therefor shall be verified by affidavit. 5

Objections by interested persons to liquidation account or plan of distribution or contribution.

80. (1) Any person interested in the winding-up of the society or company may, at any time before the day stated in the notice referred to in sub-section (2) of section *seventy-nine*, lodge with the registrar any objection to the account or plan, with the 10 reasons therefor, verified as aforesaid.

(2) If the registrar is of opinion that—

- (a) any objection so lodged with him ought to be sustained, wholly or in part, or
- (b) notwithstanding that no objection has been lodged 15 with him, any improper charge has been made against the assets, or the account or the plan is in any respect incorrect and should be amended,

he may direct the liquidator to amend the account or plan, or may give such other directions as he may think fit, and if he is 20 of opinion that any such objection ought not to be sustained, he shall notify the objector that he refuses to sustain it.

(3) The liquidator or any person aggrieved by any such direction of the registrar, or by the refusal of the registrar to sustain such objection, may apply by motion to any division of 25 the Supreme Court having jurisdiction in the district where the registered office of the society or company is situate within fourteen days after the date of the registrar's direction or refusal, and after notice to the liquidator, for an order to set aside the registrar's decision and the court may give such 30 direction as it thinks fit.

(4) Whenever any such direction of the registrar (which has not been set aside by the court) or any such direction of the court affects the interests of any person who has not lodged any objection with the registrar, the account and plan so amended 35 shall, unless the person affected consents in writing to the immediate confirmation of the account and plan, again lie open for inspection in the manner and with the notice prescribed in section *seventy-nine*, and the provisions of sub-sections (1), (2) and (3) of this section shall apply thereto. 40

Confirmation of liquidation account and plan of distribution or contribution.

81. When the registrar is satisfied that the account and plan have lain open for inspection or have again lain open for inspection (if necessary), in accordance with the provisions of sections *seventy-nine* and *eighty*, and that the directions of the court and those of the registrar (in so far as they have not 45 been set aside or varied by the court) have been given effect to, he shall confirm the account; and his confirmation shall have the effect of a final sentence.

Distribution of surplus or collection of deficit.

82. (1) Immediately after the confirmation of the account and plan, the liquidator shall, if there is a surplus, proceed to 50 distribute that surplus in accordance with the plan of distribution, or if there is a deficit, to collect from the persons liable to contribute the amounts for which they are liable under the plan of contribution.

(2) If any amount payable under the plan of distribution 55 remains unpaid for a period of three months after the confirmation of the account, the liquidator shall immediately pay the same into the Guardians' Fund for account of the person to whom it is due.

(3) The liquidator shall without delay lodge with the registrar the receipts for all amounts payable under the plan of distribution. 60

(4) If the liquidator, at the expiry of the period referred to in sub-section (2), has failed to lodge with the registrar a proper receipt for any amount payable under the plan of distribution, 65 his failure shall be *prima facie* evidence that the amount has been received and has not lawfully been disposed of by him, and the registrar may institute proceedings against the liquidator to answer for his default. The court hearing those proceedings may order the liquidator to pay such amount to the 70 person to whom it is due, or into the Guardians' Fund, and, in addition, by way of penalty such sum, not exceeding the

en waarin alle belanghebbende persone aangesê word om voor 'n bepaalde dag, minstens sewe dae na die verstryking van genoemde tydperk besware teen die likwidasierekening en distribusie- of kontribusierekening, met die redes daarvoor,
5 by die registrateur in te dien, en waarin vermeld word dat elke sodanige beswaar en die redes daarvoor deur beëdigde verklaring bevestig moet word.

80. (1) Iemand wat belang het by die likwidasierekening of vereniging of maatskappy, kan te eniger tyd voor die dag ver-
10 meld in die in sub-artikel (2) van artikel *negen-en-sewentig* bedoelde kennisgewing beswaar teen die likwidasierekening of distribusie- of kontribusierekening met redes daarvoor, bevestig soas voormeld, by die registrateur indien.

(2) As die registrateur van oordeel is—
15 (a) dat so'n by hom ingediende beswaar gedeeltelik of geheelenaal gehandhaaf behoort te word; of
 (b) hoewel geen beswaar by hom ingediend is nie, dat die bate met 'n onbehoorlike pos gedebiteer is, of dat die likwidasierekening of die distribusie- of kontribusierekening in een of ander opsig verkeerd is en gewysig behoort te word,

dan kan hy die likwidateur gelas om die likwidasierekening of distribusie- of kontribusierekening te wysig, of sodanige ander opdrag uitvaardig as hy goedvind, en as hy van oordeel is dat so'n beswaar nie gehandhaaf behoort te word nie, dan moet hy die persoon wat die beswaar ingediend het, meegeleel dat hy weier om dit te handhaaf.

(3) Die likwidateur of iemand wat ontevrede is met so'n opdrag van die registrateur of met die weiering van die registrateur om so'n beswaar te handhaaf, kan, binne veertien dae na die datum van die registrateur se opdrag of weiering, na kennisgewing aan die likwidateur, by wyse van mosie aan 'n afdeling van die Hooggereghof wat regsmag besit in die distrik waarin die geregistreerde kantoor van die vereniging of maatskappy geleë is, versoek om 'n order tot vernietiging van die registrateur se beslissing, en die hof kan so'n bevel verleen as hy goedvind.

(4) Wanneer so'n opdrag van die registrateur (wat nie deur die hof vernietig is nie), of so'n bevel van die hof, die belangraak van iemand wat nie by die registrateur beswaar ingediend het nie, dan moet die aldus gewysigde likwidasierekening en distribusie- of kontribusierekening, tensy die betrokke persoon skriftelik instem met die onmiddellike bekratiging daarvan, weer ter insage beskikbaar gehou word op die wyse en met die kennisgewing voorgeskrywe in artikel *negen-en-sewentig*, en die bepalings van sub-artikels (1), (2) en (3) van hierdie artikel is daarop van toepassing.

81. Wanneer die registrateur oortuig is dat die likwidasierekening en distribusie- of kontribusierekening ter insage beskikbaar gehou is of (indien nodig) weer ter insage beskikbaar gehou is ooreenkomsdig die bepalings van artikels *negen-en-sewentig* en *tagtig*, en dat die opdrag van die hof en van die registrateur (in soverre dit nie deur die hof opsy gesit of gewysig is nie) uitgevoer is, moet hy die rekening bekratig, en sy bekratiging het die werking van 'n eindvonnis.

82. (1) Onmiddellik na die bekratiging van die likwidasierekening en distribusie- of kontribusierekening, moet die likwidateur, as daar 'n oorskot is, oorgaan tot die verdeling van daardie oorskot volgens die distribusierekening, of, as daar 'n tekort is, van diegene wat vir bydraes aanspreeklik is die bedrae invorder waarvoor hulle volgens die kontribusierekening aanspreeklik is.

(2) Indien 'n volgens die distribusierekening betaalbare bedrag nie binne drie maande na die bekratiging van die rekening betaal word nie, dan moet die likwidateur dit onverwyld in die Voogdyfonds stort op rekening van die persoon aan wie dit verskuldig is.

(3) Die likwidateur moet die kwitansies vir alle bedrae betaalbaar volgens die distribusierekening sonder versuim aan die registrateur voorle.

(4) Indien die likwidateur na afloop van in die sub-artikel (2) gemelde tydperk in gebreke gebly het om 'n behoorlike kwitansie aan die registrateur voor te lê ten opsigte van enige bedrag betaalbaar volgens die distribusierekening, dan is sy versuim *prima facie* bewys dat die bedrag deur hom ontvang en nie op wettige wyse bestee is nie, en die registrateur kan 'n regsvordering teen die likwidateur instel om sy versuim te verantwoord. Die hof wat die regsvordering verhoor, kan die likwidateur gelas om sodanige bedrag aan die persoon aan wie dit verskuldig is, te betaal of dit in die Voogdyfonds te stort, en om bowendien by wyse van boete so'n verdere bedrag,

Besware deur belanghebbende persone teen likwidasierekening of distribusie- of kontribusierekening.

Bekratiging van likwidasierekening en distribusie- of kontribusierekening.

Verdeling van oorskot of invordering van tekort.

amount unpaid, as it may think fit, and such sum shall be paid into the Consolidated Revenue Fund.

(5) If any person liable to contribute any amount under the plan of contribution fails to pay such amount to the liquidator within ten days after a demand for such payment has been sent by registered letter addressed to him at his last known place of residence or business, the magistrate of the district in which the registered office of the society or company is situated shall, upon application by the liquidator, issue a warrant of execution against the property of such person. 10

(6) Every such warrant shall be executed against the movable property of the debtor, and, if there be not found sufficient movable property to satisfy the warrant, then against his immovable property. 5

(7) Every such warrant shall be executed in like manner, 15 and the same fees shall be payable in respect of the issue and execution thereof, as if it was issued pursuant to a judgment of a magistrate's court.

Power of court to summon persons suspected of having property of any society or company.

83. (1) Any court of competent jurisdiction may, upon the application of the registrar, the liquidator or any interested 20 person, summon before it any officer of a society or company which is being wound up, or person known or suspected to have in his possession any property of the society or company, or supposed to be indebted to the society or company, or any person whom the court deems capable of giving information 25 concerning the trade, dealings, affairs, or property of the society or company.

(2) The court may examine him on oath concerning the same, either by word of mouth or on written interrogatories, and may reduce his answers to writing and require him to sign them, 30 and he may be required to answer any question put to him at the examination, notwithstanding that the answer might tend to incriminate him, and any answer given to any such question may thereafter be used in evidence against him.

(3) The court may require him to produce any books and 35 papers in his custody or power relating to the society or company; but where he claims any lien on books or papers produced by him, the production shall be without prejudice to such lien, and the court shall have jurisdiction in the winding-up to determine all questions relating to that lien. 40

Power to order public examination of directors, etc.

(4) If any person so summoned, after being tendered a reasonable sum for his expenses, fails to appear before the court at the time appointed, having no lawful excuse (made known to the court at the time of its sitting and allowed by it), the court may cause him to be apprehended and brought before the 45 court for examination.

84. (1) Any court of competent jurisdiction may, upon the application of the registrar, the liquidator or any interested 50 person, and after considering a report by the registrar, showing that in his opinion a fraud has been committed by any person in the promotion or formation of the society or company which is being wound up, or by a director or officer of the society or company in relation to the society or company or any creditor thereof since its formation, direct that any person who has taken part in the promotion or formation of the society or company 55 or has been a director or officer of the society or company, shall attend before the court on a day appointed by the court for that purpose, and be publicly examined as to the promotion or formation, or the conduct of the business of the society or company, or as to his conduct and dealings as director or 60 officer thereof.

(2) The registrar may take part in the examination and for that purpose may, if specially authorized by the Minister in that behalf, employ an attorney with or without counsel.

(3) The liquidator and any creditor or contributory may 65 also take part in the examination either personally or by attorney with or without counsel.

(4) The court may put such questions to the person examined as the court thinks fit.

(5) The person examined shall be examined on oath, and shall answer all such questions as the court may put or allow 70 to be put to him notwithstanding that any answer may tend to incriminate him.

(6) A person ordered to be examined under this section shall at his own cost, before his examination, be furnished at his request with a copy of the registrar's report, and may at his 75

hoogstens gelyk aan die onbetaalde bedrag, te betaal, as die hof goedvind, en daardie bedrag word in die Gekonsolideerde Inkomstefonds gestort.

(5) Indien iemand wat volgens die distribusierekening aanspreeklik is om 'n bedrag by te dra, versuim om bedoelde bedrag aan die likwidateur te betaal binne tien dae nadat 'n eis vir sodanige betaling aan hom gestuur is per geregistreerde brief gerig aan sy laasbekende woonplek of besigheidsplek, dan moet die magistraat van die distrik waarin die geregistreerde kantoor van die vereniging of maatskappy geleë is op versoek van die likwidateur 'n lasbrief van eksekusie teen die goed van sodanige persoon uitreik.

(6) Elke sodanige lasbrief word ten uitvoer gelê teen die roerende goed van die skuldnaar, en as daar nie voldoende roerende goed gevind kan word om aan die lasbrief te voldoen nie, dan teen sy onroerende goed.

(7) Elke sodanige lasbrief word ten uitvoer gelê op dieselfde wyse, en dieselfde fooie is ten opsigte van die uitreiking en ten uitvoerlegging daarvan betaalbaar, asof dit uitgereik was in gevolge 'n vonnis van 'n magistraatshof.

83. (1) 'n Bevoegde hof kan, op aansoek van die register, die likwidateur of 'n belanghebbende persoon, enige beampete van 'n vereniging of maatskappy wat gelikwideer word, of persoon van wie dit bekend is of wat verdink word, dat hy goed van die vereniging of maatskappy in sy besit het, of wat veronderstel word by die vereniging of maatskappy in skuld te wees, of 'n persoon wat die hof in staat ag om inligting te verstrek aangaande die besigheid, transaksies, sake of goed van die vereniging of maatskappy, voor hom dagvaar.

30 (2) Die hof kan hom onder eed daaromtrent ondervra, hetsy mondeling of deur skriftelike vraagpunte, en kan sy antwoorde op skrif stel en van hom eis dat hy dit onderteken, en van hom kan geëis word om enige vraag by die ondervraging gestel, te beantwoord, al sou die antwoord hom ook kan inkrimineer, en 35 enige antwoord gegee op so'n vraag kan daarna as getuenis teen hom gebruik word.

(3) Die hof kan van hom eis dat hy enige boeke en stukke wat betrekking het op die vereniging of maatskappy, en wat in sy bewaring is of waaroor hy beskik, moet oorlê, maar as hy 40 aanspraak maak op 'n retensiereg op boeke of stukke deur hom oorgelê, dan doen die oorlegging geen afbreuk aan daardie retensiereg nie, en die hof isregsbevoeg om by die likwidasië alle kwessies in verband met daardie retensiereg te beslis.

(4) Indien 'n aldus gedagvaarde persoon aan wie 'n redelike bedrag vir sy onkoste aangebied is, in gebreke bly om op die vasgestelde tyd voor die hof te verskyn, sonder wettige verontskuldiging aan die hof (tydens sy sitting bekend gemaak en deur hom aangeneem), kan die hof hom in hegtenis laat neem en voor die hof laat bring om ondervra te word.

50 84. (1) 'n Bevoegde hof kan, op aansoek van die register, die likwidateur of 'n belanghebbende persoon, en na oorweging van 'n verslag van die register, waaruit blyk dat volgens sy oordeel bedrog gepleeg is deur iemand in verband met die aanleidende stapte tot oprigting of in verband met die oprigting

55 van die vereniging of maatskappy wat gelikwideer word, of deur 'n direkteur of beampete van die vereniging of maatskappy met betrekking tot die vereniging of maatskappy of 'n skuldeiser daarvan sedert sy oprigting, gelas dat enige persoon, wat aan die aanleidende stapte tot oprigting of aan die oprigting 60 van die vereniging of maatskappy deelgeneem het of wat 'n direkteur of beampete van die vereniging of maatskappy was, voor die hof verskyn op 'n dag deur die hof vir daardie doel vasgestel om openbaar ondervra te word aangaande die aanleidende stapte tot oprigting of aangaande die oprigting of die 65 drywe van die besigheid van die vereniging of maatskappy of aangaande sy gedrag en transaksies as direkteur of beampete daarvan.

(2) Die register kan aan die ondervraging deelneem en kan, indien spesiaal daartoe gemagtig deur die Minister, vir 70 daardie doel van die dienste van 'n prokureur met of sonder advokaat gebruik maak.

(3) Die likwidateur en enige skuldeiser of kontribuant kan ook aan die ondervraging deelneem, hetsy persoonlik of deur 'n prokureur met of sonder advokaat.

75 (4) Die hof kan aan die ondervraagde persoon sodanige vrae stel as die hof goedvind.

(5) Die ondervraagde persoon moet onder eed ondervra word en moet alle vrae beantwoord wat die hof aan hom stel of toelaat om aan hom te stel, al sou 'n antwoord hom kan inkrimineer.

80 (6) 'n Persoon van wie die ondervraging ingevolge hierdie artikel gelas is, moet as hy dit verlang, voor sy ondervraging op eie koste voorsien word van 'n afskrif van die register se

Bevoegdheid van gereghof om persone verdag in besit te wees van goed van vereniging of maatskappy, te dagvaar.

Bevoegdheid om openbare ondervraging van direkteure, ens., te gelas.

own cost employ an attorney with or without counsel, who shall be at liberty to put to him such questions as the court may deem just for the purpose of enabling him to explain or qualify any answers given by him: Provided that if he is, in the opinion of the court, exculpated from any charges made or suggested against him, the court may allow him such costs as in its discretion it may think fit. 5

(7) Notes of the examination shall be taken down in writing and shall be read over to or by, and signed by, the person examined, and may thereafter be used in evidence against him, and shall be open to the inspection of any creditor or contributory at all reasonable times. 10

(8) The court may, if it thinks fit, adjourn the examination from time to time.

Power to arrest absconding contributory.

85. Any court of competent jurisdiction may upon the application of the registrar, the liquidator or any interested person, and on proof that there is reason to believe that a contributory of a society or company which is being wound up is about to quit the Union, or otherwise to abscond, or to remove or to conceal any property for the purpose of evading payment of calls, or of avoiding examination, respecting the affairs of the society or company, may cause the contributory to be arrested, and his books and papers and movable property to be seized, and him and them to be safely kept until such time as the court may order. 15 20

Dissolution of society or company.

86. When the affairs of a society or company have been wound up in accordance with the provisions of this Act and otherwise to the satisfaction of the registrar, the registrar shall remove the name of the society or company from the register, and thereupon the society or company shall be dissolved. 25

Release of liquidator.

87. The liquidator of a society or company which has been wound up may at any time after its dissolution apply to the registrar for his release, and the registrar shall, if the Minister approves, grant such release. 30

Disposal of books and papers.

88. After five years from the date of release of the liquidator, the books and papers of the society or company and those relating to the winding-up of the society or company may be destroyed. 35

Registrar may strike defunct society or company off register.

89. (1) When the registrar has reasonable cause to believe that a society or company is not carrying on business or is not in operation, he shall send to the society or company by post a letter enquiring whether it is carrying on business or is in operation. 40

(2) If the registrar does not within one month of sending the letter receive any answer thereto, he shall, within fourteen days after the expiration of the month, send to the society or company a registered letter referring to the first letter and stating that no answer thereto has been received, and that if an answer is not received to the second letter within one month from the date thereof, a notice will be published in the *Gazette* with a view to striking the name of the society or company off the register. 45 50

(3) If the registrar either receives an answer from the society or company to the effect that it is not carrying on business or is not in operation, or does not within one month after sending the second letter receive any answer, he may publish in the *Gazette* and send to the society or company by post a notice that at the expiration of three months from the date of that notice the name of the society or company mentioned therein will, unless cause is shown to the contrary, be struck off the register and the society or company will be dissolved. 55

(4) At the expiration of the period mentioned in any such notice as is described in sub-section (3), the registrar may, unless cause to the contrary is previously shown by the society or company, strike its name off the register and shall publish notice thereof in the *Gazette*, and on the publication of this notice the society or company shall be dissolved: Provided that the liability (if any) of every director, managing officer and member of the society or company shall continue and may be enforced as if the society or company had not been dissolved. 60 65

(5) If a society or company or any member or creditor thereof feels aggrieved by the society or company having been struck off the register, any court of competent jurisdiction may, on the application of the society or company or member or creditor, and if satisfied that the society or company was at the time of 70

verslag, en kan op eie koste gebruik maak van die dienste van 'n prokureur met of sonder 'n advokaat wat vrae aan hom mag stel wat die hof billik ag ten einde hom in staat te stel om antwoorde deur hom verstrekk te verduidelik of te kwalificeer:

5 Met dien verstande dat indien so'n persoon volgens oordeel van die hof onskuldig is aan enige beskuldigings wat teen hom ingebring of geopper is, die hof aan hom die koste kan toestaan wat die hof volgens sy diskresie billik ag.

(7) Notule moet van die ondervraging gehou en aan die 10 ondervraagde persoon voorgelees of deur hom gelees en deur hom onderteken word, en kan daarna as getuienis teen hom gebruik word en kan op alle redelike tye deur enige skuldeiser of kontribuant ingesien word.

(8) Die hof kan die ondervraging van tyd tot tyd na goed-15 dunke verdaag.

85. 'n Bevoegde hof kan, op aansoek van die Registrateur, die likwidateur of 'n belanghebbende persoon, en as bewys gelewer word dat daar rede is om te glo dat 'n kontribuant van 'n vereniging of maatskappy wat gelikwideer word op die punt 20 staan om die Unie te verlaat, of hom andersins uit die voete te maak, of om goed te verwijder of te verberg, ten einde die betaling van opvorderings te ontdruk of ondervraging aangaande die sake van die vereniging of maatskappy te ontwyk, die kontribuant in hechtenis laat neem en sy boeke en dokumente 25 en roerende goed in beslag laat neem en hom en die boeke, dokumente en goed in veilige bewaring laat hou tot 'n tyd wat die hof mag bepaal.

86. Wanneer die sake van 'n vereniging of maatskappy ontbinding van gelikwideer is ooreenkomsdig die bepalings van hierdie Wet 30 en andersins tot bevrediging van die registrateur, moet die registrateur die naam van die vereniging of maatskappy van die register verwijder, en daarop is die vereniging of maatskappy ontbind.

87. Die likwidateur van 'n vereniging of maatskappy wat ontbinding van gelikwideer is, kan te eniger tyd na die ontbinding daarvan by die registrateur aansoek doen om sy ontslag, en as die Minister dit goedkeur, moet die registrateur sodanige ontslag toestaan.

88. Na vyf jaar vanaf die datum van ontslag van die likwidateur, kan die boeke en stukke van die vereniging of maatskappy en die boeke en stukke met betrekking tot die likwidasie 40 van die vereniging of maatskappy vernietig word.

89. (1) Wanneer die registrateur gegronde redes het om te glo dat 'n vereniging of maatskappy geen besigheid drywe of nie in werking is nie, dan moet hy per brief, deur die pos gestuur, 45 van die vereniging of maatskappy verneem of hy besigheid drywe of in werking is.

(2) As die registrateur nie binne een maand na versending van die brief 'n antwoord daarop ontvang nie, dan moet hy binne veertien dae na verloop van die maand aan die vereniging 50 of maatskappy 'n geregistreerde brief stuur waarin hy na die eerste brief verwys en meedeel dat geen antwoord daarop ontvang is en dat, as geen antwoord op die tweede brief ontvang word nie binne een maand vanaf sy datum 'n kennisgewing in die *Staatskoerant* gepubliseer sal word met die oogmerk om 55 die naam van die vereniging of maatskappy uit die register te skrap.

(3) As die registrateur 'n antwoord van die vereniging of maatskappy ontvang dat hy geen besigheid drywe of nie in werking is nie of binne een maand na die versending van die 60 tweede brief, geen antwoord ontvang nie, dan kan hy in die *Staatskoerant* en aan die vereniging of maatskappy deur die pos kennis gee dat na verloop van drie maande vanaf die datum van die kennisgewing die naam van die vereniging of maatskappy wat daarin genoem word van die register geskrap en 65 die vereniging of maatskappy ontbind sal word, tensy 'n rede daarteen aangevoer word.

(4) Na verloop van die tydperk vasgestel in 'n kennisgewing vermeld in sub-artikel (3), mag die registrateur, tensy die vereniging of maatskappy voorheen gronde daarteen aanvoer, 70 sy naam van die register skrap, en moet hy daarvan in die *Staatskoerant* kennis gee, en by publikasie van daardie kennisgewing is die vereniging of maatskappy ontbind: Met dien verstande dat die aanspreeklikheid (as die bestaan) van elke direkteur, besturende beampete en lid van die vereniging of 75 maatskappy voortbestaan en ingevorder kan word asof die vereniging of maatskappy nie ontbind was nie.

(5) As 'n vereniging of maatskappy of enige lid of skuldeiser daarvan beswaar daarteen het dat die vereniging of maatskappy van die register geskrap is, kan 'n bevoegde hof, op versoek 80 van die vereniging of maatskappy of lid of skuldeiser, en indien oortuig dat die vereniging of maatskappy, toe hy geskrap

Bevoegdheid om voortvlugtige kontribuant in hechtenis te neem.

Ontbinding van vereniging of maatskappy.

Ontslag van likwidateur.

Beskikking oor boeke en dokumente.

Registrateur kan vervalle vereniging of maatskappy uit register skrap.

the striking off carrying on business or was in operation, or otherwise that it is just that the society or company be restored to the register, order the name of the society or company to be restored to the register, and thereupon the society or company shall be deemed to have continued in existence as if its name 5 had not been struck off ; and the court may give such directions and make such provision as seem just for placing the society or company and all other persons in the same position, as nearly as may be, as if the society or company had not been struck off.

(6) A letter or notice under this section shall be addressed 10 to the society or company at its registered office, or, if no office has been registered, to the care of some director or officer of the society or company, or, if there is no director or officer of the society or company whose name and address are known to the registrar, may be addressed to any or all of the persons who 15 signed the proposed regulations of the society or company submitted to him under paragraph (c) of sub-section (2) of section thirteen.

CHAPTER VIII.

APPLICATION OF ACT TO CO-OPERATIVE SOCIETIES AND CO- OPERATIVE COMPANIES FORMED AND REGISTERED UNDER SOME OTHER LAW BEFORE THE COMMENCEMENT OF THIS ACT.

Application of
Act to
Co-operative
Societies and
Companies
registered or
deemed to be
registered under
Act 28 of 1922.

90. (1) This Act shall apply to every co-operative society or 25 company which, at the commencement of this Act, was registered under Act No. 28 of 1922, or which, in terms of section fifty-six of that Act, was deemed to be so registered, in the same manner as if the society or company had been formed and registered under this Act ; and every society or company 30 to which this Act is so applicable shall be deemed to be duly registered under this Act : Provided that—

- (a) reference in this Act, express or implied, to the date of registration, shall be construed as a reference to the date at which the society or company was registered 35 under Act No. 17 of 1908 (Transvaal) or Act No. 1 of 1910 (Orange Free State) or Act No. 30 of 1916, or Act No. 28 of 1922, as the case may be ;
- (b) the provisions of this Act relating to the liquidation and dissolution of co-operative societies and companies 40 shall not apply to any such society or company if it has commenced to be dissolved before the commencement of this Act, but the dissolution of any such society or company shall be continued as if this Act had not been passed ; 45
- (c) any society or company registered or deemed to be registered as a co-operative society or company under Act No. 28 of 1922 may continue to carry on its operations in the same manner and to the same extent as before the commencement of this Act, notwithstanding 50 that its regulations or memorandum and articles of association are in conflict with any of the provisions of this Act ;
- (d) the second proviso to sub-section (1) of section twenty of this Act shall not apply in the case of any person 55 who became a member of a co-operative agricultural society with unlimited liability before the twenty-first day of June, 1933.

(2) The registers of co-operative societies and companies kept by the registrar of societies and companies registered or 60 deemed to be registered under Act No. 30 of 1916 shall be deemed to form part of the registers to be kept under this Act.

Certain companies
registered under
laws other than
the laws relating
to co-operative
societies and
companies may
apply for
registration as
farmers' special
co-operative
companies.

91. (1) Any company with limited liability which desires to carry on under a co-operative system any or all of the objects specified in section seven, and which at the commencement of 65 this Act was registered under a law (other than Act No. 28 of 1922 or any law repealed by that Act) may apply to the registrar, in a form authorized by him, to be registered under this Act as a farmers' special co-operative company with limited liability : Provided that before such application is made such 70 company shall first obtain from the registrar a draft of amend-

geword is, besigheid gedrywe het of in werking was, of andersins dat dit billik is dat die vereniging of maatskappy op die register herstel word, gelas dat die naam van die vereniging of maatskappy op die register herstel word, en daarop word die vereniging of maatskappy geag voort te bestaan het net asof sy naam nie geskrap was nie; en die hof mag die bevele gee en voor-
 5 sieming maak wat billik lyk om die vereniging of maatskappy en alle ander persone soveel as moontlik in dieselfde toestand te plaas asof die vereniging of maatskappy nie geskrap was nie.
 10 (6) 'n Brief of kennisgiving ingevolge hierdie artikel moet aan die vereniging of maatskappy aan sy geregistreerde kantoor geadresseer word, of as geen kantoor geregistreer is nie, per adres van een of ander direkteur of beampie van die vereniging of maatskappy, of as daar geen direkteur of beampie van die
 15 vereniging of maatskappy is nie wie se naam en adres aan die Registrateur bekend is, dan kan dit gestuur word aan een of ander of elkeen van die persone wat die voorgestelde regulasies van die vereniging of maatskappy onderteken het, wat ingevolge paragraaf (c) van sub-artikel (2) van artikel *dertien* aan hom
 20 voorgelê is.

HOOFSTUK VIII.

TOEPASSING VAN WET OP KOÖPERATIEWE VERENIGINGS EN KOÖPERATIEWE MAATSKAPPYE WAT VOOR DIE INWERKINGTREDING VAN HIERDIE WET KRAGTENS 'N ANDER WET OPGERICHT EN GERECHTER IS.

90. (1) Hierdie Wet is op elke koöperatiewe vereniging of maatskappy wat by die inwerkingtreding van hierdie Wet Wet op krugtens Wet No. 28 van 1922 geregistreer was of wat ingevolge artikel *ses-en-vyftig* van daardie Wet geag was aldus geregistreer te wees, op dieselfde wyse van toepassing asof die vereniging of maatskappy krugtens hierdie Wet opgerig en geregistreer was; en elke vereniging of maatskappy waarop hierdie Wet aldus toepaslik is, word geag behoorlik krugtens hierdie Wet geregistreer te wees: Met dien verstande dat—
- 35 (a) 'n vermelding in hierdie Wet hetsy uitdruklik of stilswygend, van die datum van registrasie, geag word 'n vermelding te wees van die datum waarop die vereniging of maatskappy geregistreer was krugtens Wet No. 17 van 1908 (Transvaal) of Wet No. 1 van 1910 (Oranje-Vrystaat) of Wet No. 30 van 1916, of Wet No. 28 van 1922, na gelang van die geval;
- 40 (b) die bepalings van hierdie Wet betreffende die likwidasie en ontbinding van koöperatiewe verenigings en maatskappye nie op so'n vereniging of maatskappy van toepassing is nie, indien met die ontbinding daarvan begin is voor die inwerkingtreding van hierdie Wet, maar die ontbinding van so'n vereniging of maatskappy word voortgesit asof hierdie Wet nie ingevoer was nie;
- 45 (c) 'n vereniging of maatskappy wat geregistreer is of geag word geregistreer te wees as 'n koöperatiewe vereniging of maatskappy krugtens Wet No. 28 van 1922, sy ondernemings kan voortsit op dieselfde wyse en in dieselfde mate as voor die inwerkingtreding van hierdie Wet, ondanks enige botsing tussen sy regulasies of memorandum en statute en die bepalings van hierdie Wet;
- 50 (d) die tweede voorbehoudbepaling tot sub-artikel (1) van artikel *twintig* van hierdie Wet nie van toepassing is nie in die geval van iemand wat voor die een-en-twintigste dag van Junie 1933 lid geword het van 'n koöperatiewe landbouvereniging met onbeperkte aanspreeklikheid.
- 55 (2) Die registers van koöperatiewe verenigings en maatskappye gehou deur die registrateur van verenigings en maatskappye geregistreer of geag geregistreer te wees krugtens Wet No. 30 van 1916, word geag deel uit te maak van die registers gehou ingevolge hierdie Wet.
- 60 (3) 'n Maatskappy met beperkte aanspreeklikheid wat volgens 'n koöperatiewe stelsel een of meer van die doeleindes vermeld in artikel *sewe* wil uitvoer, en wat tydens die inwerkingtreding van hierdie Wet krugtens 'n ander Wet as Wet No. 28 van 1922 of 'n wet wat deur daardie Wet herroep is, geregistreer was, kan op 'n deur die registrateur goedgekeurde vorm by hom aansoek doen om krugtens hierdie Wet geregistreer te word as 'n spesiale koöperatiewe boeremaatskappy met beperkte aanspreeklikheid: Met dien verstande dat voordat so'n aansoek gedoen word, so'n maatskappy eers van die regi-
- Sekere maatskappye krugtens ander wette as die koöperasiewette geregistreer, kan aansoek doen om registrasie as spesiale koöperatiewe boeremaatskappye.

ments necessary to its existing memorandum and articles of association in order to enable the company to become registered as a farmers' special co-operative company.

(2) The said application shall be accompanied by the following documents—
5

- (a) a copy of a resolution approving of the application for registration and of amendment of the memorandum and articles of association as proposed, with a certificate, signed by the chairman and the secretary, stating that at a general meeting of the company, 10 specially convened for the purpose of considering the resolution, a majority of the members of the company voted in favour of the resolution in person or by proxy (where proxies are allowed);
- (b) a certificate of the company's registration under the 15 law under which it is registered;
- (c) two copies certified by the chairman and the secretary of the memorandum and articles of association of the company in force at the date of application for registration under this Act and of the proposed amendments thereof; 20
- (d) a copy, certified by the chairman and the secretary, of the balance sheet, profit and loss account, and the auditor's report for the financial year immediately preceding the date of application for registration 25 under this Act;
- (e) a list containing the names, addresses and occupations of all the existing members, and the number and class (if more than one class has been issued) of shares held by each of them; 30
- (f) a list of the directors of the company showing the name and address of each director.

(3) If in the opinion of the Minister the memorandum and articles of association, if amended as proposed, will enable the company to carry on operations as a farmers' special co-operative company, he may, in his discretion, approve the registration of the company as such, and thereupon the registrar shall register the company as such under this Act. Upon such registration the memorandum and articles of association amended as proposed shall be deemed to be the regulations of 35 the company. One copy of the amended memorandum and articles of association shall be filed in the office of the registrar and the other shall be returned to the company with the date of registration noted thereon by the registrar. The effect and consequences of registration shall be as provided in section 40 seventeen of this Act.

(4) The Minister may approve of the registration as a farmers' special co-operative company with limited liability under this Act, of any such company with limited liability, formed before the commencement of this Act and registered as aforesaid, notwithstanding that its memorandum and articles of association as amended are in conflict with any of the provisions of this Act, and, subject to the amendments effected in the memorandum and articles of association, such company when registered may continue to carry on its operations in the same 50 manner and to the same extent as before the commencement of this Act.

(5) Upon registration under this section of any such company the registrar shall give notice thereof to the registrar of companies, who shall thereupon remove the name of the 60 company from the register of companies kept in the companies registration office.

(6) The provisions of sub-section (3) of section sixteen shall apply in respect of any registration under this section.

Co-operative agricultural companies may apply for registration as farmers' special co-operative companies.

92. (1) A co-operative agricultural company with limited 65 liability which at the commencement of this Act was registered or deemed to be registered under Act No. 28 of 1922 may apply to the registrar, in a form authorized by him, to be registered under this Act as a farmers' special co-operative company with limited liability.
70

(2) The said application shall be accompanied by the following documents—

- (a) a copy of a resolution approving of the application for registration, with a certificate signed by the chairman and the secretary, stating that at a general meeting of 75 the company, especially convened for the purpose of,

strateur 'n konsep moet verkry van wysigings wat in sy bestaande memorandum en statute aangebring moet word om die maatskappy in staat te stel om as 'n spesiale koöperatiewe boeremaatskappy geregistreer te word.

5 (2) Genoemde aansoek moet vergesel gaan van onderstaande stukke —

- (a) 'n afskrif van 'n besluit wat die aansoek om registrasie en die voorgestelde wysiging van die memorandum en statute goedkeur, met 'n sertifikaat, onderteken deur die voorstitter en die sekretaris, waarin verklaar word dat 'n meerderheid van die lede van die maatskappy, persoonlik teenwoordig of deur gevollmagtiges verteenwoordig (waar dit toegelaat word) hul stemme ten gunste van die besluit uitgebring het op 'n algemene vergadering van die maatskappy wat spesial byeengeroep is met die doel om die besluit te oorweeg ;
- 10 (b) 'n sertifikaat van registrasie van die maatskappy kragtens die wet uit kragte waarvan hy geregisteerd is ;
- 15 (c) twee deur die voorstitter en die sekretaris gesertifiseerde afskrifte van die memorandum en statute van die maatskappy van krag op die datum van aansoek om registrasie kragtens hierdie Wet en van die voorgestelde wysigings daarvan ;
- 20 (d) 'n deur die voorstitter en die sekretaris gesertifiseerde afskrif van die balansstaat, wins- en verliesrekening en die ouditeursverslag oor die boekjaar wat die datum van aansoek om registrasie kragtens hierdie Wet onmiddellik voorafgaan ;
- 25 (e) 'n lys bevattende die name, adresse en die beroepe van al die bestaande lede en die aantal en klasse (indien meer as een klas uitgereik is) aandele wat elkeen van hulle besit ;
- 30 (f) 'n lys van die direkteure van die maatskappy met vermelding van die naam en adres van elke direkteur.

(3) As die memorandum en statute volgens oordeel van die Minister, indien gewysig soas voorgestel, die maatskappy in staat sal stel om as 'n spesiale koöperatiewe boeremaatskappy transaksies te onderneem, dan kan hy na goeddunke die registrasie van die maatskappy as sulks goedkeur, en die registrateur moet vervolgens die maatskappy as sulks kragtens hierdie Wet registreer. By sodanige registrasie word die memorandum en statute, gewysig soas voorgestel, geag die regulasies van die maatskappy te wees. Een afskrif van die gewysigde memorandum en statute moet op die kantoor van die registrateur bewaar en die ander een aan die maatskappy teruggestuur word met die datum van registrasie daarop deur die registrateur aangeteken. Die uitwerking en gevolge van registrasie is dieselfde as in artikel *seventien* van hierdie Wet bepaal word.

(4) Die Minister kan die registrasie as 'n spesiale koöperatiewe boeremaatskappy met beperkte aanspreeklikheid kragtens hierdie Wet goedkeur van so'n maatskappy met beperkte aanspreeklikheid opgerig voor die inwerkingtreding van hierdie Wet en geregistreer soas voormeld, al bots sy memorandum en statute soas gewysig ook met bepalings van hierdie Wet, en bedoelde maatskappy kan, met inagneming van die wysigings aangebring in sy memorandum en statute, as hy geregistreer is, sy ondernemings voortsit op dieselfde manier en in dieselfde mate as voor die inwerkingtreding van hierdie Wet.

(5) By die registrasie kragtens hierdie artikel van so'n maatskappy moet die registrateur die registrateur van maatskappye daarvan kennis gee, en laasgenoemde moet daarop die naam van die maatskappy rojeer uit die register van maatskappy gehou in die Registrasiekantoor vir Maatskappye.

(6) Die bepalings van sub-artikel (3) van artikel *sestien* is van toepassing op 'n registrasie kragtens hierdie artikel.

92. (1) 'n Koöperatiewe landboumaatskappy met beperkte aanspreeklikheid wat by die inwerkingtreding van hierdie Wet geregistreer is of geag is geregistreer te wees kragtens Wet No. 28 van 1922, kan by die registrateur in 'n deur die registrateur goedgekeurde vorm aansoek doen om kragtens hierdie Wet as 'n spesiale koöperatiewe boeremaatskappy met beperkte aanspreeklikheid geregistreer te word.

(2) Genoemde aansoek moet vergesel gaan van onderstaande stukke —

- (a) 'n afskrif van 'n besluit wat die aansoek om registrasie goedkeur, met 'n deur die voorstitter en die sekretaris ondertekende sertifikaat waarin verklaar word dat 'n meerderheid van die lede van die maatskappy, per-

Koöperatiewe landboumaatskappye kan aansoek doen om registrasie as spesiale koöperatiewe boeremaatskappye.

considering the resolution, a majority of the members of the company voted in favour of the resolution in person or by proxy (where proxies are allowed);

- (b) the certificate of the company's registration;
- (c) a copy of the regulations of the company in force at 5 the date of application.

(3) If in the opinion of the Minister such company can function to better advantage as a farmers' special co-operative company, he may, in his discretion, approve the registration of the company as such, and thereupon the registrar shall register 10 the company as such under this Act.

(4) Upon registration under this section of any such company the registrar shall make notes to that effect upon the certificate of registration and the copy of regulations submitted with the application and the copy of the regulations filed of record in his 15 office, and thereupon the company shall for all purposes be deemed to be so registered.

(5) As soon as the registration and notes have been so effected, the registrar shall return to the company the certificate of registration and the copy of the regulations submitted with the 20 application. The provisions of paragraph (a) of section *fifty-one* shall not apply to the company between the time of the submission of these documents to the registrar under this section and the time of their receipt by the company.

(6) A fee of five shillings shall be paid to the registrar by 25 means of revenue stamps, and such stamps shall, as soon as the registration and notes have been effected, be affixed to the application for registration and defaced by the registrar.

Certain societies or companies registered under laws other than the laws relating to co-operative societies and companies may apply for registration under this Act.

93. (1) Any society or company, which at the commencement of this Act was registered under a law (other than Act No. 28 30 of 1922 or any law repealed by that Act) and which desires to carry on under a co-operative system any or all of the objects specified in section *eleven* and is prepared to amend its memorandum and articles of association to conform to the requirements of this Act, may apply to the registrar, on a form 35 authorized by him, to be registered under this Act: Provided that before such application is made such society or company shall first obtain from the registrar a draft of amendments necessary to its existing memorandum and articles of association in order to enable it to be registered under this Act. 40

(2) The said applicatoin shall be accompanied by the following documents—

- (a) a copy of a resolution approving of the application for registration and of amendment of the memorandum and articles of association as proposed, with a certificate, signed by the chairman and the secretary, stating that at a general meeting of the society or company specially convened for the purpose of considering the resolution, a majority of the shareholders of the society or company voted in favour of the 50 resolution in person or by proxy (where proxies are allowed);
- (b) a certificate of the society's or company's registration under the law under which it is registered;
- (c) two copies certified by the chairman and the secretary 55 of the memorandum and articles of association of the society or company in force at the date of application for registration under this Act and of the proposed amendments thereof;
- (d) a copy certified by the chairman and the secretary of 60 the balance sheet, profit and loss account, and the auditor's report for the financial year immediately preceding the date of application for registration under this Act;
- (e) a list containing the names and addresses of all the 65 existing shareholders, and the number of shares held by each of them;
- (f) a list of the directors of the society or company showing the name and address of each director.

- soonlik teenwoordig of deur gevolgmaatigdes verteenwoordig (waar dit toegelaat word) hul stemme ten gunste van die besluit uitgebring het op 'n algemene vergadering van die maatskappy wat spesiaal byeen geroep is met die doel om die besluit te oorweeg ;
- 5 (b) die sertifikaat van registrasie van die maatskappy ;
 (c) 'n afskrif van die regulasies van die maatskappy wat op die datum van die aansoek van krag was.
- (3) Indien die maatskappy volgens oordeel van die Minister op 'n meer voordeelige wyse as 'n spesiale koöperatiewe boeremaatskappy sake kan doen, dan kan hy na goeddunke die registrasie van die maatskappy as sulks goedkeur, en die registrator moet die maatskappy vervolgens as sulks registreer kragtens hierdie Wet.
- 10 15 (4) By registrasie van so'n maatskappy kragtens hierdie artikel, moet die registrator dienooreenkomsige aantekenings maak op die registrasiesertifikaat en die afskrif van die regulasies met die aansoek ingedien en die afskrif van die regulasies wat op sy kantoor bewaar word, en daarop word die maatskappy vir alle doeinde geag aldus geregistreer te wees.
- 15 (5) Sodra die registrasie aldus geskied het en die aantekenings aldus gemaak is, moet die registrator die registrasiesertifikaat en die afskrif van die regulasies ingedien met die aansoek aan die maatskappy terugstuur. Die bepalings van 20 paragraaf (a) van artikel *een-en-vyftig* is nie vanaf die datum waarop hierdie dokumente ingevolge hierdie artikel by die registrator ingedien word tot die datum waarop die dokumente weer deur die maatskappy ontvang word, op die maatskappy van toepassing nie.
- 25 30 (6) 'n Fook van vyf sjielings voldaan deur middel van inkomsteseëls is betaalbaar aan die registrator, en bedoelde seëls word sodra die registrasie geskied het en die aantekenings gemaak is, deur die registrator aan die aansoek vir registrasie geplak en gekanselleer.
- 35 40 45 50 55 60 65 70 75 80 (7) 'n Vereniging of maatskappy wat tydens die inwerking-treding van hierdie Wet kragtens 'n ander wet as Wet No. 28 van 1922 of 'n wet wat deur daardie Wet herroep is, geregistreer was, en wat volgens 'n koöperatiewe stelsel een of meer van die doeinde vermeld in artikel *elf* wil uitvoer en bereid is om sy memorandum en statute te wysig om aan die bepalings van hierdie Wet te voldoen, kan op 'n deur die registrator goedgekeurde vorm by hom aansoek doen om kragtens hierdie Wet geregistreer te word : Met dien verstande dat, voordat so 'n aansoek gedoen word, so 'n vereniging of maatskappy eers van die registrator 'n konsep moet kry van wysigings wat in sy bestaande memorandum en statute aangebring moet word om die vereniging of maatskappy in staat te stel om kragtens hierdie Wet geregistreer te word.
- (2) Genoemde aansoek moet vergesel gaan van onderstaande stukke—
- (a) 'n afskrif van 'n besluit wat die aansoek om registrasie en die voorgestelde wysiging van die memorandum en statute goedkeur, met 'n sertifikaat, onderteken deur die voorsitter en die sekretaris, waarin verklaar word dat 'n meerderheid van die aandeelhouers in die vereniging of maatskappy, persoonlik teenwoordig of deur gevolgmaatigdes verteenwoordig (waar dit toegelaat word) hul stemme ten gunste van die besluit uitgebring het op 'n algemene vergadering van die vereniging of maatskappy wat spesiaal byeengeroep is met die doel om die besluit te oorweeg ;
- 55 (b) 'n sertifikaat van registrasie van die vereniging of maatskappy kragtens die Wet uit kragte waarvan hy geregistreer is ;
- (c) twee deur die voorsitter en die sekretaris gesertificeerde afskrifte van die memorandum en statute van die vereniging of maatskappy van krag op die datum van aansoek om registrasie kragtens hierdie Wet en van die voorgestelde wysigings daarvan ;
- (d) 'n deur die voorsitter en die sekretaris gesertificeerde afskrif van die balansstaat, wins- en verliesrekening en die ouditeursverslag oor die boekjaar wat die datum van die aansoek om registrasie kragtens hierdie Wet onmiddellik voorafgaan ;
- 65 (e) 'n lys bevattende die name en adresse van al die bestaande aandeelhouers en die aantal aandele wat elkeen van hulle besit ;
- (f) 'n lys van die direkteure van die vereniging of maatskappy met vermelding van die naam en adres van elke direkteur.
- Sekere verenigings of maatskappye kragtens ander wette as die koöperasiewette geregistreer, kan aansoek doen om registrasie onder hierdie Wet.

(3) If in the opinion of the Minister the memorandum and articles of association, if amended as proposed, will enable the society or company to carry on under a co-operative system any or all of the objects specified in section eleven, he may, in his discretion, approve the registration of the society or company as such, and thereupon the registrar shall register the society or company as such under this Act. Upon such registration the memorandum and articles of association, amended as proposed, shall be deemed to be the regulations of the society or company. One copy of the amended memorandum and articles of association shall be filed in the office of the registrar and the other shall be returned to the society or company with the date of registration noted thereon by the registrars. The effect and consequences of registration shall be as provided in section seventeen of this Act. 15

(4) Upon registration under this section of any such society or company the registrar shall give notice thereof to the registrar of companies, who shall thereupon remove the name of the society or company from the register of companies kept in the companies registration office. 20

(5) The provisions of sub-section (3) of section sixteen shall apply in respect of any registration under this section.

(6) If in terms of the existing memorandum and articles of association any persons who were not shareholders of such society or company were, prior to registration under this Act, 25 members thereof, it shall be competent, notwithstanding anything to the contrary contained in this Act, for the society or company, after its registration under this Act, to apply part of the surplus funds of the society or company, accumulated up to the date of the balance sheet mentioned in paragraph (d) 30 of sub-section (2) of this section, in payment or part payment of shares to be allotted by the society or company to persons who were members of the society or company before its registration under this Act: Provided that no funds of the society or company shall be used for such purpose without the written 35 approval of the Minister.

CHAPTER IX.

GENERAL AND SUPPLEMENTARY PROVISIONS.

Amalgamation of
two or more
co-operative
companies or
societies with
limited liability.

94. (1) Two or more co-operative agricultural companies with limited liability or farmers' special co-operative companies 40 with limited liability or two or more co-operative trading societies with limited liability (hereinafter called the original companies or societies), may by resolution adopted by a majority of the total number of members of each company or society, present or represented by proxy (where proxies are allowed) 45 at a general meeting of each company or society convened for this purpose, proceed to amalgamation and thus constitute one co-operative company or society (hereinafter called the new company or society).

(2) The provisions of section sixteen (with the exception of 50 the provision relating to section thirteen) and of section eighteen shall, *mutatis mutandis*, apply to any such amalgamation.

(3) The registrar shall, on receipt of copies of such resolutions, duly certified by the secretaries of the original companies or societies and of two copies of the regulations which 55 are to govern the new company or society, remove the names of the original companies or societies from his register and register the new company or society, and thereupon all assets and liabilities of the original companies or societies shall be the assets and liabilities of the new company or society. 60

(4) Any registrar of deeds in whose deeds registry is filed any document relating to any of the original companies or societies shall, upon production to him of the duplicate of such document, make, free of charge or stamp duty, such notes upon such document and duplicate and such entries in the registers 65 in his office as may be necessary to give effect to the provisions of sub-section (3).

(5) Nothing done under the provisions of this section shall affect the rights of any creditor of either or any of the companies or societies concerned. 70

Preferential
claim on certain
agricultural
produce and
livestock.

95. Notwithstanding anything to the contrary contained in any law a co-operative agricultural society or company or farmers' special co-operative company shall, in the event of the

(3) As die memorandum en statute volgens oordeel van die Minister, indien gewysig soas voorgestel, die vereniging of maatskappy in staat sal stel om volgens 'n koöperatiewe stelsel een of meer van die doeleindes vermeld in artikel *elf* uit te voer, kan hy na goeddunke die registrasie van die vereniging of maatskappy as sulks goedkeur, en die registrator moet vervolgens die vereniging of maatskappy as sulks kragtens hierdie Wet registreer. By sodanige registrasie word die memorandum en statute, gewysig soas voorgestel, 10 geag die regulasies van die vereniging of maatskappy te wees. Een afskrif van die gewysigde memorandum en statute moet op die kantoor van die registrator bewaar en die ander een aan die vereniging of maatskappy teruggestuur word met die datum van registrasie daarop deur die registrator aangeteken.

15 Die uitwerking en gevolge van registrasie is dieselfde as in artikel *seventien* van hierdie Wet bepaal word.

(4) By die registrasie kragtens hierdie artikel van so 'n vereniging of maatskappy moet die registrator die registrator van maatskappye daarvan kennis gee, en laasgenoemde moet 20 daarop die naam van die vereniging of maatskappy rojeer uit die register van maatskappye gehou in die registrasiekantoor vir maatskappye.

(5) Die bepalings van sub-artikel (3) van artikel *sestien* is van toepassing op 'n registrasie kragtens hierdie artikel.

25 (6) Indien volgens die bestaande memorandum en statute persone, wat nie aandeelhouers in so 'n vereniging of maatskappy was nie, lede daarvan was voor registrasie kragtens hierdie Wet, is die vereniging of maatskappy ondanks andersluidende bepalings in hierdie Wet bevoeg om, na registrasie 30 kragtens hierdie Wet, 'n gedeelte van die surplus fondse van die vereniging of maatskappy, opgehoop tot datum van die balansstaat vermeld in paragraaf (d) van sub-artikel (2) van hierdie artikel, aan te wend ter betaling of gedeeltelike betaling van aandele deur die vereniging of maatskappy toegeken te 35 word aan persone wat lede van die vereniging of maatskappy was voor sy registrasie kragtens hierdie Wet: Met dien verstande dat die fondse van die vereniging of maatskappy nie sonder skriftelike goedkeuring van die Minister vir so 'n doel gebruik mag word nie.

40

HOOFSTUK IX.

ALGEMENE EN AANVULLENDE BEPALINGS.

94. (1) Twee of meer koöperatiewe landboumaatskappye met beperkte aanspreeklikheid of spesiale koöperatiewe boeremaatskappye met beperkte aanspreeklikheid, of twee of meer koöperatieve handelsverenigings met beperkte aanspreeklikheid (hierna genoem die oorspronklike maatskappye of verenigings) kan by besluit aangeneem deur 'n meerderheid van die totale aantal lede van elke maatskappy of vereniging, teenwoordig of deur gevollagtigdes verteenwoordig (waar dit toegelaat word), 50 op 'n algemene vergadering van elke maatskappy of vereniging vir daardie doel byeen geroep, tot amalgamasie oorgaan en aldus een koöperatiewe maatskappy of vereniging (hierna genoem die nuwe maatskappy of vereniging) vorm.

Amalgamasie van
twee of meer
koöperatiewe
maatskappye of
verenigings met
beperkte aan-
spreeklikheid.

(2) Die bepalings van artikel *sestien* (uitgesonder die bepaling wat betrekking het op artikel *dertien*) en van artikel *achtien* is *mutatis mutandis* van toepassing op so 'n amalgamasie.

(3) Na ontvangs van afskrifte van bedoelde besluite, behoorlik gesertificeer deur die sekretaris van die oorspronklike maatskappye of verenigings, en van twee afskrifte van die regulasies wat die nuwe maatskappy of vereniging sal beheers, moet die registrator die name van die oorspronklike maatskappye of verenigings in sy register deurhaal, en die nuwe maatskappy of vereniging registreer, en daarop word alle bate en laste van die oorspronklike maatskappye of verenigings die bate en laste 65 van die nuwe maatskappy of vereniging.

(4) Elke registrator van aktes in wie se registrasiekantoor 'n dokument bewaar word wat betrekking het op een of ander van die oorspronklike maatskappye of verenigings moet, op vertoning aan hom van die duplikaat van daardie dokument, 70 kosteloos en vry van seëlreg op bedoelde dokument en duplikaat en in die registers in sy kantoor sodanige aantekeninge maak as wat nodig mag wees om aan die bepalings van sub-artikel (3) gevolg te gee.

(5) Geen handeling ingeval die bepalings van hierdie artikel 75 maak enige inbreuk op die regte van 'n skuldeiser van een of ander van die betrokke maatskappye of verenigings nie.

95. Ondanks andersluidende regsbepalings, het 'n koöperatieve landbouvereniging of -maatskappy of spesiale koöperatieve boeremaatskappy, ingeval die boedel van 'n lid daarvan Preferente reg op landbouprodukte en lewende hawe.

sequestration or assignment of the estate of a member thereof, have a preferential claim on the value of any agricultural produce or livestock delivered by such member to the society or company to the extent of any advance made thereon by the society or company : Provided that nothing in this section 5 contained shall affect any rights conferred upon the Government by any Act of Parliament.

Ownership in
and pledge of
certain farming
requisites and
agricultural
produce.

96. (1) Notwithstanding anything to the contrary contained in any law, as long as a member of a co-operative agricultural society or of a co-operative agricultural company or of a farmers' 10 special co-operative company is indebted to the society or company in respect of seeds, fertilizers or bags supplied by the society or company to the member—

- (a) ownership in the seeds, fertilizers or bags so supplied shall remain vested in the society or company as fully 15 and effectually as if they had been retained in the possession of the society or company ;
- (b) all produce, whether gathered or not, in the production of which the seeds or fertilizers were used, or for which the bags were supplied, shall be deemed to be pledged 20 in favour of the society or company for the amount of such indebtedness as fully and effectually as if such produce had been gathered and pledged by delivery to the society or company and were retained in its possession ;
- (c) the seeds, fertilizers or bags so supplied, and the produce whether gathered or not, in the production of which the seeds or fertilizers were used, or for which the bags were supplied, shall not be seized in execution of the judgment of any court of law at the instance of any 30 creditor other than such society or company :

Provided that the provisions of this sub-section shall not apply to any produce lawfully disposed of in accordance with sub-section (2) or to any bags containing such produce and disposed of with such produce. 35

(2) So long as any amount is owing by the member to the society or company in respect of the supply of seeds, fertilizers or bags, no produce, in the production of which such seeds or fertilizers were used, or for which such bags were supplied, shall be disposed of by the member otherwise than through the agency 40 of the society or company, except under the authority of a permit signed by an officer of the society or company ; and no person shall acquire any such produce otherwise than through the agency of the society or the company, except under the authority of a permit signed by an officer of the society or 45 company, if he knows or has reasonable grounds to suspect that it is produce produced with seeds or fertilizers so supplied, or for which bags were so supplied, and that any amount is owing by the member to the society or company in respect of such seeds, fertilizers or bags : Provided that nothing in this 50 sub-section contained shall prohibit the consumption by the member, his household and his servants of that portion of such produce which is reasonably necessary for their sustenance.

(3) Whenever a co-operative agricultural society or co- 55 operative agricultural company or farmers' special co-operative company has supplied seeds or fertilizers or bags to a member on credit, it shall have power at any time, while any amount is owing by the member to the society or company in respect of the supply of such seeds, fertilizers or bags—

- (a) to require such member to indicate the lands he intends sowing or has sown with such seeds, or fertilizing or has fertilized with such fertilizers ;
- (b) to cause such lands and the crops standing thereon or reaped therefrom to be inspected by any of its officers 65 or other duly appointed representatives ;
- (c) to require that the member produce proof of the manner in which the crops, in the production of which the seed and fertilizers so supplied were used, or for which the bags were required, have been disposed of 70 by him.

(4) Any person who—

- (a) contravenes any of the provisions of sub-section (2) ; or
- (b) fails to comply with any requirement or order of a society or company lawfully made upon him under 75 sub-section (3) ; or

gesekwestreer of afgestaan word, 'n preferente reg op die waarde van enige landbouprodukte of lewende hawe deur bedoelde lid aan die vereniging of maatskappy gelewer tot 'n bedrag gelyk aan enige bedrag wat die vereniging of maatskappy daarop voorgesket het: Met dien verstande dat hierdie artikel geen inbreuk maak nie op enige regte wat deur 'n Wet van die Parlement aan die Regering verleen word.

96. (1) Nieteenstaande andersluidende regsbepalings, solank as 'n lid van 'n koöperatiewe landbouvereniging of koöperatiewe landboumaatskappy of spesiale koöperatiewe boeremaatskappy by die vereniging of maatskappy in skuld staan ten opsigte van saad, misstowwe of sakke deur die vereniging of maatskappy aan die lid verskaf—

Eiendomsreg
in en verpanding
van sekere
boerderybenodig-
hede en land-
bouprodukte.

(a) bly die eiendomsreg in die saad, misstowwe of sakke aldus verskaf by die vereniging of maatskappy berus, so volkome en werkdadiglik asof hulle in die besit van die vereniging of maatskappy gebly het;

(b) word alle produkte, hetsy ingesamel of nie, by die voortbrenging waarvan die saad of misstowwe gebruik is, of waarvoor die sakke verskaf was, geag verpand te wees aan die vereniging of maatskappy vir die bedrag van daardie skuld, so volkome en werkdadiglik asof bedoelde produkte ingesamel gewees het en by oorhandiging aan die vereniging of maatskappy verpand gewees het en die vereniging of maatskappy hulle in sy besit gehou het;

(c) word die saad, misstowwe of sakke aldus verskaf, en die produkte, hetsy ingesamel of nie, by die voortbrenging waarvan die saad of misstowwe gebruik is, of waarvoor die sakke verskaf was, nie op versoek van 'n skuldeiser, behalwe die vereniging of maatskappy, ter uitvoering van 'n vonnis van 'n gereghof is beslag geneem nie;

Met dien verstande dat die bepalings van hierdie sub-artikel nie van toepassing is nie op produkte wat wettiglik van die hand gesit is ooreenkomsdig sub-artikel (2) of op sakke wat sulke produkte bevat en tesame met sulke produkte van die hand gesit is.

(2) Solank as enige bedrag deur die lid aan die vereniging of maatskappy ten opsigte van die verskaffing van saad, misstowwe of sakke verskuldig is, word geen produkte by die voortbrenging waarvan die saad of misstowwe gebruik is, of waarvoor die sakke verskaf was, deur die lid van die hand gesit nie, op 'n ander wyse dan deur bemiddeling van die vereniging of maatskappy, behalwe by magte van 'n permit onderteken deur 'n beampete van die vereniging of maatskappy, as hy weet, of redelike gronde het om te vermoed dat hulle produkte is wat geproduseer is met saad of misstowwe aldus verskaf, of waarvoor sakke aldus verskaf was, en dat 'n bedrag deur die lid aan die vereniging of maatskappy ten opsigte van bedoelde saad, misstowwe of sakke verskuldig is: Met dien verstande dat die bepalings van hierdie sub-artikel die verbruiking deur 'n lid, sy huisgesin en sy bediendes van so'n gedeelte van daardie produkte wat redelik nodig is vir hul onderhoud nie belet nie.

(3) Wanneer 'n koöperatiewe landbouvereniging of koöperatiewe landboumaatskappy of spesiale koöperatiewe boeremaatskappy saad of misstowwe of sakke aan 'n lid op krediet verskaf het, besit die vereniging of maatskappy die reg om te eniger tyd, terwyl enige bedrag deur die lid aan die vereniging of maatskappy ten opsigte van die verskaffing van bedoelde saad, misstowwe of sakke verskuldig is—

(a) te eis dat daardie lid die grondē aandui wat hy voor-nemens is om met die saad te besaai of met die misstowwe te bemes, of wat hy met die saad besaai of met die misstowwe bemes het;

(b) sulke gronde en die gewasse wat daarop staan of wat reeds daarvan ingesamel is, te laat inspekteer deur 'n beampete van die vereniging of maatskappy of ander behoorlik aangestelde verteenwoordiger;

(c) te eis dat die lid bewys lewer van die wyse waarop die produkte by die voortbrenging waarvan die aldus verskafte saad en misstowwe gebruik is, of waarvoor die sakke verskaf was, deur hom van die hand gesit is.

(4) Enigeen wat—

(a) enige bepaling van sub-artikel (2) oortree; of
(b) versum om te voldoen aan enige eis of bevel wat 'n vereniging of maatskappy wettiglik kragtens sub-artikel (3) aan hom gerig het; of

(c) in response to any such requirement or order furnishes to the society or company or any of its officers or other representatives any information which to his knowledge is false or which he has reasonable grounds for believing or suspecting to be false ; or

(d) obstructs any officer or other representative of the society or company in carrying out any inspection under paragraph (b) of sub-section (3),

shall be guilty of an offence and on conviction be liable to a fine not exceeding one hundred pounds.

(5) Whenever in the course of any proceedings in any court any question arises as to whether any produce raised by a member of a co-operative agricultural society or co-operative agricultural company or farmers' special co-operative company, to whom seeds or fertilizers or bags have been supplied by the society or company on credit, and by whom any amount is owing to the society or company in respect thereof, is produce in the production of which the seeds or fertilizers were used or for which the bags were supplied, then, unless the contrary is proved, such produce shall be deemed to be produce in the production of which the seeds or fertilizers were used or for which the bags were supplied, as the case may be.

Exemption of co-operative agricultural societies and co-operative agricultural companies from obligation to obtain trading licences.

Insurance and banking laws.

Exemption of co-operative societies and companies from certain taxation and duties.

97. Notwithstanding anything to the contrary contained in any other law whatsoever, whether in force throughout the Union or in any province thereof, or in any by-law or regulation in force within a local authority's area of jurisdiction, no co-operative agricultural society with unlimited liability and no co-operative agricultural company with limited liability shall be obliged to take out any licence to trade or carry on business, for the issue of which provision is made by or under any ordinance made by a provincial council or by or under any by-law or regulation made by a local authority, or any licence specified in the Second Schedule to the Licences Consolidation Act, 1925 (Act No. 32 of 1925).

98 (1) The provisions of the Insurance Act, 1923, as amended from time to time, shall not apply to any society or company registered under this Act and formed for the purpose of carrying on the business of insurance under a co-operative system.

(2) The provisions of section *two, three, four and five* of the Banks Act, 1917, and of sections *thirty, thirty-one and thirty-two* of the Currency and Banking Act, 1920, shall, as amended from time to time, apply to every society and company registered under this Act and formed for the purpose of carrying on the business of banking under a co-operative system : Provided that the Secretary for Finance may by writing under his hand exempt any such society or company from any of the said provisions of the Banks Act, 1917, or of the Currency and Banking Act, 1920, for such period and on such conditions as he thinks fit.

99. (1) Notwithstanding anything to the contrary contained in any law whatsoever, whether in force throughout the Union or in any province thereof, or in any by-law or regulation in force within a local authority's area of jurisdiction, every society or company registered under this Act shall be exempt from—

- (a) any taxation upon income, profits, or dividends other than the excess of interest and rent received and receivable from investments over interest and rent paid and payable ;
- (b) any auction duties in so far as such duties are chargeable in respect of agricultural produce and livestock sold by or on behalf of a co-operative agricultural society or company or a farmers' special co-operative company ;
- (c) any licence duties in so far as such duties are chargeable in respect of importation of goods or in respect of turnover or capital and any licence duty chargeable according to the value of stock in hand ; and
- (d) any other taxation or duty of a like nature to that mentioned in paragraphs (a), (b) and (c) :

Provided that whenever the operations of a society or company during any year result in a loss, any income derived by such society or company during that year from interest on moneys invested by it or from rent shall not be subject to taxation except in so far as such income exceeds the said loss plus the

(c) na aanleiding van so'n eis of bevel aan die vereniging of maatskappy of aan 'n beampte of ander verteenwoordiger van die vereniging of maatskappy gegewens verskaf met wete dat dit vals is of ten opsigte waarvan hy redelike gronde het om te glo of te vermoed dat dit vals is ; of

(d) 'n beampte of ander verteenwoordiger van die vereniging of maatskappy by die uitvoering van 'n inspeksie kragtens paragraaf (b) van sub-artikel (3) belemmer,

10 is aan 'n misdryf skuldig en by veroordeling strafbaar met 'n boete van hoogstens honderd pond.

(5) Wanneer in die loop van 'n saak in 'n geregshof die vraag ontstaan of produkte wat verbou is deur 'n lid van 'n ko-operatiewe landbouvereniging of koöperatiewe landboumaatskappy of spesiale koöperatiewe boeremaatskappy aan wie saad, misstowwe of sakke deur die vereniging of maatskappy op krediet verskaf is, en deur wie een of ander bedrag aan die vereniging of maatskappy verskuldig is, produkte is by 20 die voortbrenging waarvan die saad of misstowwe gebruik is, of waarvoor die sakke verskaf was, dan word daardie produkte, tensy die teenoorgestelde bewys word, geag produkte te wees by die voortbrenging waarvan die saad of misstowwe gebruik is, of waarvoor die sakke verskaf was, al na die geval.

25 97. Ondanks enige andersluidende bepaling in enige ander wet hoegenaamd, hetsy van krag deur die hele Unie of in 'n provinsie daarvan, of in 'n verordening of regulasie van krag binne die gebied van 'n plaaslike bestuur, is 'n koöperatiewe landbouvereniging met onbeperkte aanspreeklikheid of 'n koöperatiewe landboumaatskappy met beperkte aanspreeklikheid nie verplig om 'n lisensie om handel of besigheid te drywe, vir die uitreiking waarvan voorsiening gemaak word deur of kragtens 'n ordonnansie van 'n provinsiale raad of deur of kragtens 'n verordering or regulasie van 'n plaaslike bestuur, 'n as in die Tweede Bylae van die „Licenties Kon-solidatie Wet, 1925” (Wet No. 32 van 1925), genoemde lisensies, uit te neem nie.

35 98. (1) Die bepalings van die „Verzekeringswet, 1923,” soas Versekerings- en bankwette van tyd tot tyd gewysig, is nie op 'n kragtens hierdie Wet geregistreerde vereniging of maatskappy wat opgerig is met die doel om volgens 'n koöperatiewe stelsel assuransiebesigheid te drywe, van toepassing nie.

40 (2) Die bepalings van artikels *twee, drie, vier en vyf* van die Bankwet, 1917, en van artikels *dertig, een-en-dertig en twee-en-dertig* van die „Betaalmiddelen en Bankwet, 1920”, is, soas hulle van tyd tot tyd gewysig is van toepassing op elke kragtens hierdie Wet geregistreerde vereniging of maatskappy wat opgerig is met die doel om volgens 'n koöperatiewe stelsel bankbesigheid te drywe : Met dien verstande dat die Sekretaris 45 van Finansies by 'n deur hom ondertekende geskrif so 'n vereniging of maatskappy vir 'n tydperk en op voorwaardes wat hy goed ag van enige van die vermelde bepalings van die Bankwet, 1917, of van die „Betaalmiddelen en Bankwet, 1920”, kan vrystel.

50 99. (1) Ondanks enige andersluidende bepaling in enige ander wet hoegenaamd, hetsy van krag deur die hele Unie of in 'n provinsie daarvan, of in 'n verordening of regulasie van krag binne die gebied van 'n plaaslike bestuur, is elke kragtens hierdie Wet geregistreerde vereniging of maatskappy vry-

55 gestel van—

(a) enige belasting op inkomste, winste of dividende, behalwe die bedrag waarmee rente en huur ontvang en te ontvang op beleggings, rente en huur betaal en verskuldig, oorskry ;

60 65 (b) vendusieregte vir sover sulke regte betaalbaar is ten opsigte van landbouprodukte en lewende hawe verkoop deur of ten behoeve van 'n koöperatiewe landbouvereniging of -maatskappy of 'n spesiale koöperatiewe boeremaatskappy ;

70 70 (c) lisensiegeld vir sover sulke geldte betaalbaar is ten opsigte van die invoer van goedere of ten opsigte van omset of kapitaal en enige lisensiegeld betaalbaar volgens die waarde van voorraad in hande ; en

75 75 (d) enige ander belasting of reg van dergelike aard as dié vermeld in paragrawe (a), (b) en (c) :

Met dien verstande dat, wanneer die werksaamhede van 'n vereniging of maatskappy in 'n bepaalde jaar op 'n verlies uitloop, enige inkomste deur daardie vereniging of maatskappy in die loop van daardie jaar verkry uit rente op gelde deur hom belê of uit huur, nie aan belasting onderhewig is nie, behalwe vir sover daardie inkomste meer is as genoemde verlies plus

Vrystelling van koöperatiewe landbouverenigings en koöperatiewe landboumaatskappye van verpligting om handelslisensies uit te neem.

Vrystelling van koöperatiewe verenigings en maatskappye van sekere belastings en regte.

amount of interest and rent which it has paid or become liable for during that year : Provided further that, save in respect of any receipts derived from the handling on behalf of purchasers of any produce sold on behalf of members, the exemption from taxation or duty in terms of the preceding 5 provisions of this section shall not extend to—

- (i) the income, profit or dividend derived by any society or company registered under this Act from any transactions permitted by its regulations, which it may have had with, or undertaken for, any person who is 10 not a member of the society or company ; or
- (ii) the sale of agricultural produce or livestock by auction by or through a co-operative agricultural society or company or farmers' special co-operative company for account of any person who is not a member of the 15 society or company ; or
- (iii) the turnover of any society or company registered under this Act arising from its transactions with or on behalf of any person who is not a member of the society or company ; or 20
- (iv) the importation of goods by or the capital or stock in hand of a farmers' special co-operative company or a co-operative trading society which trades with any person who is not a member of the company or society ; 25

(2) Any society or company registered under this Act which has income not exempted from taxation in terms of sub-section (1) shall be liable for taxation upon such income in accordance with the rates in force under any law : Provided that where under any such law a minimum tax is payable, 30 such society or company shall not be liable for such minimum but shall pay taxation in accordance with the prescribed rates irrespective of and not subject to the minimum.

Shares, etc., issued in connection with capital not liable to stamp duty.

100. Notwithstanding anything to the contrary contained in any law, no share or any other instrument or document issued 35 in connection with its capital by a society or company, with limited liability registered under this Act, shall be liable to stamp duty.

Only registered societies or companies may carry on co-operative business.

101. (1) No person and no association of persons, other than a society or company which is registered under this Act, or 40 which in terms of this Act is deemed to be so registered, shall—

- (a) after a date set forth in a notice signed by the registrar (such date not being less than one month after the receipt of such notice by such person or association of persons) warning him or it that the minister is of 45 opinion that, having regard to the objects of this Act, the system or the constitution under which he or it carries on business is a system or constitution under which only a society or company registered under this Act ought to be allowed to carry on business, continue 50 to carry on business under that system or constitution ; or
- (b) use, as a part of the name under which he or it carries on business or otherwise in describing himself or itself or his or its business, the word "co-operative" 55 or any other word importing a similar meaning, in conjunction with the word "agricultural" or "farmers" or "trading", or any other word importing a similar meaning.

(2) No person shall pretend that any association of persons 60 which is not a society or company registered under this Act is a society or company registered under this Act.

(3) Any person or association of persons contravening any of the provisions of sub-section (1) or (2) shall be guilty of an offence and liable on conviction to a fine not exceeding one 65 hundred pounds.

Compulsory sale of produce through a society or company by non-members thereof.

102. (1) Whenever the Minister is satisfied—

- (a) that at least seventy-five per cent. of the number of the persons who in any area produce any kind of agricultural produce are members of a co-operative 70 agricultural society or company which is registered under this Act and has as one of its objects the disposal of that kind of agricultural produce ; and

die bedrag van rente en huur wat hy betaal het of waarvoor hy aanspreeklik geword het in die loop van daardie jaar:

Met dien verstande voorts dat, behalwe ten opsigte van ontvangste verkry uit die hanteer ten behoeve van kopers van 5 produkte verkoop ten behoeve van lede, die vrystelling van belastings of regte ingevolge voorgaande bepalings van hierdie artikel nie geld nie wat betref—

- (i) die inkomste, wins of dividend deur 'n kragtens hierdie Wet geregistreerde vereniging of maatskappy verkry uit volgens sy regulasies veroorloofde transaksies wat hy mag gehad het met, of onderneem het vir 'n persoon wat nie 'n lid van die vereniging of maatskappy is nie; of
- 10 (ii) die verkoop van landbouprodukte of lewende hawe by veiling deur of deur tussenkoms van 'n ko-operatiewe landbouvereniging of -maatskappy of spesiale koöperatiewe boeremaatskappy vir rekening van 'n persoon wat nie 'n lid van die vereniging of maatskappy is nie; of
- 15 (iii) die omset van 'n kragtens hierdie Wet geregistreerde vereniging of maatskappy ontstaande uit sy transaksies met of ten behoeve van 'n persoon wat nie 'n lid van die vereniging of maatskappy is nie; of
- 20 (iv) die invoer van goedere deur of die kapitaal of voorraad in hande van 'n spesiale koöperatiewe boeremaatskappy of 'n koöperatiewe handelsvereniging wat handel drywe met iemand wat nie 'n lid van die maatskappy of vereniging is nie.

(2) 'n Kragtens hierdie Wet geregistreerde vereniging of 30 maatskappy wat inkomste het wat nie ingevolge sub-artikel (1) van belasting vrygestel is nie, is belastingpligtig ten opsigte van daardie inkomste volgens die skaal van krag ingevolge enige wet, met dien verstande dat, waar 'n minimum belasting volgens so 'n wet betaalbaar is, bedoelde vereniging of maatskappy nie vir daardie minimum aangespreek kan word nie, maar belasting moet betaal volgens die voorgeskrewe skaal, afgesien van en nie onderworpe aan die minimum nie.

100. Ondanks andersluidende regsbepalings, is geen aandeel 40 deur 'n kragtens hierdie Wet geregistreerde vereniging of maatskappy met beperkte aanspreeklikheid aan seëlreg onderhewig nie.

101. (1) Geen persoon en geen vereniging van persone, behalwe 'n kragtens hierdie Wet geregistreerde vereniging of 45 maatskappy, of 'n vereniging of maatskappy wat volgens hierdie Wet geag word aldus geregistreer te wees, mag—

- (a) na 'n datum vermeld in 'n deur die registrateur onder-tekende kennisgewing (en daardie datum mag nie eerder as een maand na die ontvangs van bedoelde kennisgewing deur bedoelde persoon of vereniging van persone wees nie) waarin hy gewaarsku word dat die Minister van oordeel is dat, met die oog op die oogmerke van hierdie Wet, die stelsel of grondreëls waaronder hy besigheid drywe 'n stelsel of grondreëls is waaronder alleen 'n kragtens hierdie Wet geregistreerde vereniging of maatskappy toegelaat behoort te word om besigheid te drywe, voortgaan om onder daardie stelsel of grondreëls besigheid te drywe nie; of
- 50 (b) as 'n deel van die naam waaronder hy besigheid drywe, of andersins by wyse van beskrywing van homself of sy besigheid, die woord „koöperatiewe“ of 'n ander woord wat 'n dergelike betekenis weergee, gebruik nie in verband met die woord „landbou“ of „boere“ of „handel“ of 'n ander woord wat 'n dergelike betekenis weergee.
- 55 (c) Niemand mag voorgee dat 'n vereniging van persone, wat nie 'n kragtens hierdie Wet geregistreerde vereniging of maatskappy is nie, wel 'n vereniging of maatskappy is wat 70 kragtens hierdie Wet geregistreer is.

(3) 'n Persoon of vereniging van persone wat 'n bepaling van sub-artikel (1) of (2) oortree, is aan 'n misdryf skuldig en by veroordeling strafbaar met 'n boete van hoogstens honderd pond.

- 75 (4) 102. (1) Wanneer die Minister daarvan oortuig is—
 - (a) dat minstens vyf-en-sewentig persent van die persone wat in 'n gebied een of ander soort landbouprodukt produseer, lede is van 'n koöperatiewe landbouvereniging of -maatskappy wat kragtens hierdie Wet geregistreer is, en waarvan een van die doeleindes is om daardie soort landbouprodukt van die hand te sit; en

Aandele, ens., uitgereik in verband met kapitaal nie aan seëlreg onderhewig nie.

Alleen geregistreerde verenigings of maatskappye kan koöperatiewe besigheid drywe.

Verpligte verkooping van produkte deur tussenkoms van 'n vereniging of maatskappy deur persone wat nie lede is nie.

(b) that the members of that society or company produce at least seventy-five per cent. of the total quantity of that kind of agricultural produce produced in that area,

he may, at the request of that society or company, by notice in the *Gazette*, declare that, from a date to be stated in the notice, no producer of that kind of agricultural produce in that area, which shall be defined in the notice, shall sell such produce produced by him in that area otherwise than through the said society or company, whether he is a member thereof or not; and any producer who, after the date so fixed, sells any such produce otherwise than through the said society or company, and any person who, after such date buys such produce from any such producer otherwise than through the said society or company, shall be guilty of an offence and liable on conviction to a fine not exceeding one hundred pounds.

(2) Every such producer who is not a member of the society or company shall, in respect of the delivery of such produce to, and the sale thereof by, the society or company, be subject to all such conditions and obligations as he would have been subject to had he been a member of the said society or company: Provided that in case the Minister considers it necessary, the receipt, inspection and grading of any such produce delivered by a producer who is not a member of the society or company shall be supervised by an officer specially appointed thereto by the Minister, and any expenditure incurred in connection with such supervision shall be paid by the society or company.

(3) If at any time there is lodged with the Minister a petition praying for the withdrawal of any notice issued under sub-section (1), and the Minister is satisfied that the persons who have signed the petition—

- (a) number at least seventy-five per cent. of the persons who, in the area to which the notice relates, produce the kind of agricultural produce to which the notice relates; or
- (b) produce at least seventy-five per cent. of the total quantity of that kind of agricultural produce produced in that area,

he may by notice in the *Gazette* withdraw such notice. 40

(4) If at any time there is lodged with the Minister a petition praying for the withdrawal from the operation of any notice issued under sub-section (1) of any magisterial district contained in the area to which that notice relates, or that portion of any magisterial district which is contained in the area to which that notice relates, and the Minister is satisfied that the persons who have signed the petition—

- (a) number at least seventy-five per cent. of the persons who in that magisterial district or in that portion of a magisterial district produce the kind of agricultural produce to which the notice relates; or
- (b) produce at least seventy-five per cent. of the total quantity of that kind of agricultural produce produced in that magisterial district or that portion of a magisterial district,

55

he may by notice in the *Gazette* withdraw that magisterial district or that portion of a magisterial district from the operation of that notice.

(5) Nothing in this section contained shall in any way affect the provisions of the Wine and Spirits Control Act, 1924. 60

(6) For the purposes of this section the term "agricultural produce" means tobacco and shall also include any other produce derived from farming operations, whether or not such product has undergone a change of form as the result of some process applied to it, if the Governor-General under the authority of a resolution of both Houses of Parliament has, by proclamation in the *Gazette*, declared such product to be agricultural produce.

(7) Nothing in this section contained shall be deemed in any way to affect any contract existing— 70

- (a) in respect of the sale of tobacco, on the fourth day of June, 1925; or

- (b) dat die lede van daardie vereniging of maatskappy minstens vyf-en-sewentig persent van die totale hoeveelheid van daardie soort landbouproduk wat in daardie gebied, geproduseer word, produseer,
- 5 dan kan hy op versoek van daardie vereniging of maatskappy by kennisgewing in die *Staatskoerant* verklaar dat, vanaf 'n datum in die kennisgewing vermeld te word, elke produsent van daardie soort landbouproduk in daardie gebied, wat in die kennisgewing omskrywe moet word, sodanige deur hom in
- 10 daardie gebied geproduseerde produk nie anders mag verkoop nie dan behalwe deur tussenkoms van bedoelde vereniging of maatskappy, hetsy hy al dan nie 'n lid daarvan is ; en so'n produsent wat na die aldus vasgestelde datum sodanige produk anders verkoop as deur tussenkoms van bedoelde vereniging
- 15 of maatskappy, en iemand wat na bedoelde datum sodanige produk van so'n produsent koop, behalwe deur tussenkoms van die vereniging of maatskappy, is aan 'n misdryf skuldig en by veroordeling strafbaar met 'n boete van hoogstens honderd pond.
- 20 (2) Elke sodanige produsent wat nie 'n lid van die vereniging of maatskappy is nie, is ten opsigte van die aflewering van sodanige produk aan, en die verkoping daarvan deur die vereniging of maatskappy, onderhewig aan al die voorwaardes en verpligtings waaraan hy onderhewig sou gewees het as hy
- 25 'n lid van genoemde vereniging of maatskappy was : Met dien verstande dat, ingeval die Minister dit nodig ag, die ontvangs, inspeksie en gradering van sodanige produk aangelever deur 'n produsent wat geen lid van die vereniging of maatskappy is nie, moet geskied onder toesig van 'n daartoe spesiaal deur die
- 30 Minister aangestelde beampete, en dat onkoste gemaak in verband met sodanige toesig deur die vereniging of maatskappy betaal moet word.
- (3) Indien te eniger tyd 'n versoekskrif by die Minister ingedien word, waarin verlang word dat 'n kragtens sub-artikel
- 35 (1) uitgevaardigde kennisgewing ingetrek word, en die Minister daarvan oortuig is dat die persone wat die versoekskrif onderteken het,—
- (a) minstens vyf-en-sewentig persent uitmaak van die persone wat in die gebied waarop die kennisgewing betrekking het, die soort landbouproduk waarop die kennisgewing betrekking het, produseer ; of
- 40 (b) minstens vyf-en-sewentig persent van die totale hoeveelheid van daardie soort landbouproduk wat in daardie gebied geproduseer word, produseer,
- 45 dan kan hy by kennisgewing in die *Staatskoerant* bedoelde kennisgewing intrek.
- (4) Indien te eniger tyd 'n versoekskrif by die Minister ingedien word, waarin verlang word dat aan die werking van 'n kragtens sub-artikel (1) uitgevaardigde kennisgewing 'n
- 50 magistraatsdistrik wat 'n deel uitmaak van die gebied waarop bedoelde kennisgewing betrekking het, of daardie gedeelte van 'n magistraatsdistrik wat 'n deel uitmaak van die gebied waarop bedoelde kennisgewing betrekking het, onttrek word, en die Minister daarvan oortuig is dat die persone wat die
- 55 versoekskrif onderteken het—
- (a) minstens vyf-en-sewentig persent uitmaak van die persone wat in bedoelde magistraatsdistrik of in bedoelde gedeelte van 'n magistraatsdistrik die soort landbouproduk waarop die kennisgewing betrekking het, produseer ; of
- 60 (b) minstens vyf-en-sewentig persent van die totale hoeveelheid van daardie soort landbouproduk wat in bedoelde magistraatsdistrik of in bedoelde gedeelte van 'n magistraatsdistrik geproduseer word, produseer,
- 65 dan kan hy by kennisgewing in die *Staatskoerant* bedoelde magistraatsdistrik of bedoelde gedeelte van 'n magistraatsdistrik aan die werking van bedoelde kennisgewing onttrek.
- (5) Geen bepaling van hierdie artikel doen op enigerlei wyse afbreuk aan die bepalings van die „Wet op de Kontrole over
- 70 Wijn en Spiritualiën“, 1924 nie.
- (6) By die toepassing van hierdie artikel word onder die uitdrukking „landbouproduk“ verstaan, tabak en ook enige ander produk verkry uit boerdery, hetsy daardie produk al dan nie 'n verandering van vorm ondergaan het as gevolg van een
- 75 of ander proses wat daarop toegepas is, indien die Goewerneur-generaal uit kragte van 'n besluit van albei Huise van die Parlement by proklamasie in die *Staatskoerant* verklaar het dat daardie produk 'n landbouproduk is.
- (7) Geen bepaling van hierdie artikel word geag op enigerlei
- 80 wyse afbreuk te doen aan 'n kontrak bestaande—
- (a) op die vierde dag van Junie, 1925, ten opsigte van die verkoop van tabak ; of

(b) in respect of the sale of any other product, on the date on which the notice of the resolution under the authority of which that product was by proclamation issued under sub-section (6) declared to be agricultural produce, was first given in either House of Parliament. 5

(8) Every notice and every proclamation which prior to the commencement of this Act was published under section seventeen of Act No. 38 of 1925, and which was in force at such commencement, shall continue in force, and shall be deemed to have been issued under this section. 10

Imposition of fines upon members for infringement of regulations.

103. (1) A society or company shall have the power to impose fines on its members for any infringement of its regulations.

(2) The circumstances in which such fines may be imposed and the amounts thereof shall, subject to the provisions of this section, be prescribed by the regulations of the society or 15 company.

(3) No such fine shall be imposed upon any member until written notice of intention to impose the fine and the reason therefor have been transmitted to him and he has had the opportunity of appearing before the directors in person, with or without witnesses, or of sending to them a written statement signed by himself and by others, for the purpose of showing cause against the imposition of the fine. 20

(4) Any such fine may be recovered by action in any competent court. 30

(5) If a fine is imposed on a member of a co-operative agricultural society or company or a farmers' special co-operative company because of failure to sell his produce through the society or company, and legal proceedings are instituted for payment of the fine, the burden shall lie upon the member of disproving 35 the allegation of the society or company in respect of which the fine was imposed.

(6) The whole or any part of a fine imposed under this section may be set off against any moneys due to such member in respect of produce delivered by him to the society or 40 company, but no part of the fine shall be set off against any advance due to him by it against produce so delivered.

(7) The member shall not be deemed to have infringed the regulations of a society or company on account of a failure to deliver produce to it, if the failure was due to the fact that 45 under the regulations of another society or company he was bound before he became a member of the firstmentioned society or company to deliver such produce to that other society or company and had actually delivered such produce to it.

Publication of name of registered society or company and of fact of registration.

104. Every society or company registered under this Act 50 shall cause to be painted or affixed and shall keep painted or affixed its name and a statement that it is so registered on the outside door of every office or place in which the business of the society or company is carried on, in a conspicuous place and in characters easily legible; and shall have its name and a 55 statement that it is so registered engraved in legible characters on its seal (if any); and shall have its name and a statement that it is so registered set forth in legible characters in all notices, advertisements and other official publications of the society or company and in all bills of exchange, promissory 60 notes, endorsements, cheques and orders for money or goods, purporting to be signed by or on behalf of the society or company, and in all delivery notes, invoices, receipts, letters and other documents of the society or company.

Registered office of society or company.

105. (1) Every society or company shall have a registered 65 office in the Union to which all communications and notices may be addressed.

(2) The society or company shall give notice to the registrar, in the form from time to time prescribed by the Minister, of the situation of its registered office and of any change thereof, 70 and the registrar shall record the same.

(3) A fee of five shillings for the recording of every such notice shall be paid by the society or company to the registrar by means of revenue stamps, and such stamps shall be affixed to the notice and defaced by the registrar. 75

Legal proceedings by or against society of company.

106. (1) All legal proceedings by or against any society or company shall be instituted or taken in the name of the society or company.

(b) ten opsigte van die verkoop van 'n ander produk, op die datum waarop vir die eerste maal in een van die twee Huse van die Parlement kennis gegee was van die besluit uit kragte waarvan daardie produk by proklamasie uitgevaardig kragtens sub-artikel 5 (6) tot 'n landbouproduk verklaar is.

5 (8) Elke kennisgewing en elke proklamasie wat voor die inwerkingtreding van hierdie Wet kragtens artikel *seventien* van Wet No. 38 van 1925 gepubliseer is, en wat by bedoelde 10 inwerkingtreding van krag was, bly van krag en word geag kragtens hierdie artikel uitgevaardig te gewees het.

10 **103.** (1) 'n Vereniging of maatskappy is bevoeg om aan sy lede boetes op te lê vir oortreding van sy regulasies. Oplegging van boetes aan lede weens oortreding van regulasies.

15 (2) Die omstandighede waaronder sulke boetes opgelê kan word en die bedrae daarvan, word, met inagneming van die bepalings van hierdie artikel, deur die regulasies van die vereniging of maatskappy voorgeskrywe.

20 (3) So'n boete mag nie aan 'n lid opgelê word nie totdat skriftelik van die voorneme om die boete op te lê en van die rede daarvoor aan hom kennis gegee is en hy in die geleentheid gestel is om voor die direkteure te verskyn in persoon met of sonder getuies, of aan hulle 'n deur hom en ander persone ondertekende verklaring te stuur, ten einde redes teen die oplegging van die boete aan te voer.

25 (4) So'n boete kan deur aksie in 'n bevoegde hof verhaal word.

30 (5) Indien aan 'n lid van 'n koöperatiewe landbouvereniging of -maatskappy of van 'n spesiale koöperatiewe boeremaatskappy 'n boete opgelê word weens versuim om sy produkte deur tussenkom van die vereniging of maatskappy te verkoop, en aksie ingestel word om betaling van die boete te vorder, rus die las op die lid om te bewys dat die bewering van die vereniging of maatskappy, ten opsigte waarvan die boete opgelê is, onjuis is.

35 (6) 'n Kragtens hierdie artikel opgelegde boete kan geheel of gedeeltelik verreken word teen enige gelde aan so'n lid verskuldig ten opsigte van produkte deur hom aan die vereniging of maatskappy gelewer, maar geen deel van die boete kan teen enige voorskot deur die vereniging of maatskappy aan hom verskuldig ten opsigte van aldus gelewerde produkte verreken word nie.

40 (7) Die lid word nie geag die regulasies van 'n vereniging of maatskappy oortree te hê weens versuim om produkte daaraan te lewer nie, indien die versuim te wyte was aan die feit dat, voordat hy lid van eersgenoemde vereniging of maatskappy geword het, hy volgens die regulasies van 'n ander vereniging of maatskappy verplig was om sodanige produkte aan daardie ander vereniging of maatskappy te lewer, en hy sodanige produkte ook werklik aan daardie vereniging of maatskappy gelewer het.

45 **104.** Elke vereniging of maatskappy wat kragtens hierdie Wet geregistreer is, moet sy naam en 'n vermelding van sy registrasie laat skilder of laat bevestig, en geskilder of bevestig hou op 'n in die oogvallende plek en in letters wat duidelik 50 leesbaar is, op die buitedeur van elke kantoor of plek waar die besigheid van die vereniging of maatskappy gedrywe word ; en moet sy naam en 'n vermelding van sy registrasie in leesbare letters op sy seël laat graveer as hy 'n seël het ; en moet sy naam en 'n vermelding van sy registrasie in leesbare letters 55 aangee op alle kennisgewings, advertensies en ander offisiële mededelings van die vereniging of maatskappy en op alle wissels, promesse, endossemente, tjeks en orderbriefes vir geld of goedere, wat voorgee onderteken te wees deur of namens die vereniging of maatskappy, en op alle afleweringsbriewe, fakture, 60 kwitansies, briewe en ander stukke van die vereniging of maatskappy.

65 **105.** (1) Elke vereniging of maatskappy moet 'n geregisterde kantoor in die Unie hê waarheen alle mededelings en kennisgewings gerig kan word.

70 (2) Die vereniging moet aan die registrateur kennis gee, in die vorm wat die Minister van tyd tot tyd mag voorskrywe, van die ligging van sy geregisterde adres, en enige verandering daarvan, en die registrateur moet dit opteken.

75 (3) 'n Fook van vyf sjielings voldaan deur middel van inkomsteseëls moet aan die registrateur betaal word by die optekening van elke sodanige kennisgewing, en die registrateur moet die seëls op die kennisgewing plak en kanselleer.

80 **106.** (1) Alle geregtelike stappe deur of teen 'n vereniging of maatskappy word ingestel of gedoen in die naam van die vereniging of maatskappy.

Bekendmaking van naam en van registrasie van geregisterde vereniging of maatskappy.

Geregisterde kantoor van vereniging of maatskappy.

Geregtelike stappe deur of teen vereniging of maatskappy.]]

(2) If judgment has been obtained against a co-operative agricultural society, with unlimited liability, and such judgment is not within three months thereafter satisfied, the plaintiff may proceed by action against all members or any member of such society in respect of such liability. 5

(3) Save as aforesaid, or as in Act No. 18 of 1912, or in any amendment thereof, provided, no legal proceedings shall lie against a member of such society individually in respect of an obligation of the society.

Registration of property of societies and companies.

107. Any immovable property acquired by a society or company under this Act or its regulations may be registered in the name of the society or company without reference to the names of the members thereof. 10

Inspection of documents kept by registrar.

108. Save as is provided for in sub-section (5) of section forty-five, any person may inspect the documents kept by the registrar on payment of such fee as the Minister may prescribe; and any person may require a certificate of the registration of any society or company, or a copy or extract of any such document or part of any such document to be certified by the registrar, on payment of such fee as the Minister may prescribe. 15 20

Payment of fees prescribed by Minister.

109. All fees prescribed by the Minister under this Act, other than the liquidator's fees prescribed under section seventy, shall be paid by means of revenue stamps which shall be defaced by the registrar. 25

Remedies of Land Bank not affected by Act.

110. Nothing in this Act contained shall in any way affect the remedies and powers conferred on the Land and Agricultural Bank of South Africa or any obligation imposed on the members of any co-operative agricultural societies or companies to such bank, by or under any law relating to that bank. 30

Duty of registrar when evidence of membership required by Land Bank.

111. Whenever the said bank requires evidence of the membership of any co-operative agricultural society with unlimited liability or co-operative agricultural company with limited liability, the registrar, at the request of the said bank, shall transmit to it a complete list of members for the time being of 35 the society or company, according to the records of his office, duly certified by his signature.

Penalty if society or company fails to observe restrictions upon powers to trade.

112. (1) If a co-operative agricultural society or company, farmers' special co-operative company or co-operative trading society fails to observe the restrictions placed by this Act upon 40 its power to trade, it shall be liable to a fine not exceeding one hundred pounds.

(2) If any society or company is twice convicted of an offence under this section, the Minister may direct that the society or company be wound up. 45

Penalty if society or company continue operations after number of members reduced below the number with which a society or company may be formed.

113. Subject to the provisions of sub-section (2) of section sixty-three, if a society or company continues to carry on its operations when the number of its qualified members is reduced, in the case of a central or federal company, below two, or, in the case of a co-operative agricultural society or company 50 or a farmers' special co-operative company below seven, or, in the case of a co-operative trading society, below twenty-five, or, in the case of a co-operative trading society formed for the purpose of manufacturing and disposing of any commodity, below seven, for a period of one month after the number is so 55 reduced, every person who is a director of the society or company during the time that it continues to carry on its operations after such period, shall, unless he proves that he was ignorant of the fact that it was so carrying on its operations with less than two or seven or twenty-five (as the case may be) qualified 60 members, be guilty of an offence and liable on conviction to a fine of one hundred pounds, and shall further be jointly and severally liable to satisfy all the obligations of the society or company incurred during such time, and may be sued for the same without any other member being joined in the action. 65

Penalties for wilful false statements in documents required by this Act.

114. If any person makes in any return, report, financial statement or balance sheet, or other document required for the purposes of this Act, a statement false in any material particular, knowing it to be false, he shall be guilty of an offence and liable on conviction to a fine not exceeding one hundred pounds. 70

(2) Indien 'n vonnis teen 'n koöperatiewe landbouvereniging met onbeperkte aanspreeklikheid verkry is, en aan so'n vonnis nie binne drie maande daarna voldoen word nie, kan die eiser aksies instel teen alle lede of 'n aksie instel teen enige lid van daardie vereniging ten opsigte van daardie aanspreeklikheid.

(3) Behalwe soas voormeld of soas bepaal in Wet No. 18 van 1912 of 'n wysiging daarvan, kan geen lid van so'n vereniging persoonlik ten opsigte van 'n verpligting van die vereniging in regte aangespreek word nie.

107. Enige onroerende goed deur 'n vereniging of maatskappy verwerf ingevolge hierdie Wet of sy regulasies, kan in die naam van die vereniging of maatskappy geregistreer word sonder vermelding van die name van sy lede. Registrasie van goed van verenigings en maatskappy.

15 **108.** Behalwe soas bepaal in sub-artikel (5) van artikel *vyf-en-veertig*, kan iedereen die dokumente deur die registrateur gehou, insien by betaling van 'n bedrag wat die Minister mag voorskrywe en iedereen kan 'n sertifikaat van die registrasie van 'n vereniging of maatskappy vorder, of verlang dat 'n 20 afskrif of uittreksel van so'n dokument of 'n deel van so'n dokument deur die registrateur gesertifiseer word, by betaling van 'n bedrag wat die Minister mag voorskrywe. In sage van dokumente gehou deur registrateur.

25 **109.** Alle fooie deur die Minister ingevolge hierdie Wet voorgeskrywe, behalwe die besoldiging van 'n likwidateur soas voorgeskrywe in artikel *sewentig*, word betaal deur middel van inkomsteseëls wat deur die registrateur gekanselleer word. Betaling van bedrae deur Minister voorgeskrywe.

30 **110.** Die bepalings van hierdie Wet raak hoegenaamd nie die regsmiddels en bevoegdhede wat aan die Land- en Landboubank van Suid-Afrika verleen is nie, en ook nie die verpligtings wat aan lede van koöperatiewe verenigings of maatskappy teenoor bedoelde bank opgelê word nie, deur of ingevolge enige wet betreffende bedoelde bank. Regsmiddels van Landbank nie deur Wet geraak nie.

35 **111.** Wanneer genoemde bank bewys verlang van die lidmaatskap van 'n koöperatiewe landbouvereniging met onbeperkte aanspreeklikheid of koöperatiewe landboumaatskappy met beperkte aanspreeklikheid, moet die registrateur, op versoek van genoemde bank, aan hom 'n deur sy handtekening gesertifiseerde volledige lys stuur van persone wat volgens die rekords van sy kantoor dan lede van die vereniging of maatskappy is. Plig van registrateur wanneer bewys van lidmaatskap deur Landbank verlang word.

40 **112.** (1) As 'n koöperatiewe landbouvereniging of -maatskappy of spesiale koöperatiewe boeremaatskappy of koöperatiewe handelsvereniging versuim om die deur hierdie Wet op sy bevoegdheid om handel te drywe opgelegde beperkings in ag te neem, is hy strafbaar met 'n boete van hoogstens honderd pond. Straf indien vereening of maatskappy beperkings op regte om handel te drywe verontagsaam.

45 (2) Indien 'n vereniging of maatskappy tweemaal weens 'n oortreding ingevolge hierdie artikel veroordeel word, kan die Minister gelas dat die vereniging of maatskappy gelikwideer word.

50 **113.** Behoudens die bepalings van sub-artikel (2) van artikel *drie-en-sestig*, as 'n vereniging of maatskappy sy werkzaamhede voortsit wanneer die aantal van sy bevoegde lede gedaal het, in die geval van 'n sentrale of federale maatskappy, tot minder as twee, of, in die geval van 'n koöperatiewe landbouvereniging of -maatskappy of spesiale koöperatiewe boeremaatskappy, tot minder as sewe, of, in die geval van 'n koöperatiewe handelsvereniging, tot minder as vyf-en-twintig, of, in die geval van 'n koöperatiewe handelsvereniging opgerig met die doel om enige handelsartikel te vervaardig en van die hand te sit, tot minder as sewe, vir 'n tydperk van een maand nadat die aantal lede aldus gedaal het, dan is elke persoon wat 'n direkteur van die vereniging of maatskappy is gedurende die tyd wat hy na sodanige tydperk sy werkzaamhede voortsit, tensy hy bewys dat hy nie daarvan bewus was dat die vereniging of maatskappy sy werkzaamhede aldus voortgesit het met minder as twee of sewe of vyf-en-twintig bevoegde lede (na gelang van die geval) nie, aan 'n misdryf skuldig en by veroordeling strafbaar met 'n boete van honderd pond, en is hy bowendien gesamentlik en afsonderlik aanspreeklik om te voldoen aan alle verpligtings van die vereniging of maatskappy gedurende daardie tyd aangegaan, en kan hy daarvoor in regte aangespreek word sonder dat 'n ander lid in die aksie gevoeg word. Straf indien vereening of maatskappy werkzaamhede voortsit nadat ledetal verminder is tot benede aantal waarnee 'n vereniging of maatskappy opgerig kan word.

55 **114.** Iemand wat in 'n opgawe, verslag, finansiële verslag of balansstaat of ander dokument vereis vir die doeleindes van hierdie Wet 'n verklaring maak wat in enige besonderheid ter sake vals is, met wete dat dit vals is, is aan 'n misdryf skuldig en by veroordeling strafbaar met 'n boete van hoogstens honderd pond. Strawwe vir opsetlike valse verklarings in dokumente vereis ingevolge hierdie Wet

Penalty on
director or
officer accepting
commission, etc.

Penalty for
contravention
for which no
penalty expressly
provided.

Delegation of
powers by
Minister.

Amendment of
section 206 of Act
46 of 1926.

Repeal of laws.

Short title and
commencement.

115. Any director or officer of a society or company who accepts any commission, fee or reward, whether pecuniary or otherwise, from any person for or in connection with a transaction of any person with the society or company shall be guilty of an offence and liable on conviction to a fine not exceeding one hundred pounds, and shall further be liable to pay to the society or company double the value or amount of such commission, fee or reward. 5

116. Any person who contravenes any provision of this Act or who fails to comply with any requirement of this Act within 10 the time or in the manner thereby prescribed shall be guilty of an offence and, if no penalty is specially prescribed in this Act for such contravention or default, shall be liable on conviction to a fine not exceeding twenty-five pounds.

117. The Minister may, in his discretion, from time to time 15 by notice in the *Gazette* delegate all or any of the powers and duties conferred or imposed upon him by this Act (other than the powers and duties referred to in sections *fourteen, forty-seven, seventy, one hundred and one, one hundred and two, one hundred and eight and one hundred and twelve*) to the Secretary 20 for Agriculture and Forestry and withdraw any such delegation.

118. Section *two hundred and six* of the Companies Act, 1926 (Act No. 46 of 1926), is hereby amended by the insertion after the word "companies" of the words "farmers' special co-operative companies." 25

119. The laws mentioned in the Schedule to this Act are hereby repealed, to the extent set forth in the third column of that Schedule.

120. This Act shall be known as the Co-operative Societies Act, 1936, and shall come into operation on a date to be fixed 30 by the Governor-General by proclamation in the *Gazette*.

Schedule.

LAWS REPEALED.

No. and Year of Law.	Short Title of Law.	Extent of Repeal.
Act No. 28 of 1922	The Co-operative Societies Act, 1922.	The whole.
Act No. 38 of 1925	The Co-operative Societies Act, 1922, Amendment Act, 1925	The whole.
Act No. 2 of 1930 ..	The Co-operative Societies (Further Amendment) Act, 1930.	The whole.
Act No. 45 of 1931	The Financial Adjustments Act, 1931.	Section five.
Act No. 23 of 1933	The Co-operative Societies (Further Amendment) Act, 1933	The whole.
Act No. 33 of 1934	The Co-operative Societies (Amendment) Act, 1934.	The whole.

- 115.** 'n Direkteur of beampte van 'n vereniging of maatskappy wat enige kommissie, besoldiging of beloning, hetsy geldelik of andersins, van enige persoon aanneem vir of in verband met 'n transaksie tussen so'n persoon en die vereniging of maatskappy, is aan 'n misdryf skuldig en by veroordeling strafbaar met 'n boete van hoogstens honderd pond, en kan verder gelas word om 'n bedrag van tweemaal die waarde of bedrag van sodanige kommissie, besoldiging of beloning aan die vereniging of maatskappy te betaal.
- 116.** Iemand wat 'n bepaling van hierdie Wet oortree of versuim om aan enige vereistes van hierdie Wet te voldoen binne die tyd of op die wyse daarby voorgeskrywe, is aan 'n misdryf skuldig en ingeval daar in hierdie Wet vir so'n oortreding of versuim geen spesiale straf voorgeskrywe is nie, is hy by veroordeling strafbaar met 'n boete van hoogstens vyf-en-twintig pond.
- 117.** Die Minister kan, na goeddunke, van tyd tot tyd by kennisgewing in die *Staatskoerant* een of meer van die magte of pligte wat deur hierdie Wet aan hom verleen of opgelê word (behalwe die magte en pligte bedoel in artikels *veertien, sewen-en-veertig, sewentig, honderd-en-een, honderd-en-twee, honderd-en-agt, en honderd-en-twaalf*) aan die Sekretaris vir Landbou en Bosbou oordra en so'n oordrag intrek.
- 118.** Artikel *twee honderd-en-ses* van die Maatskappyywet, 1926 (Wet No. 46 van 1926) word hierby gewysig deur die invoeging na die woord „maatskappye“ van die woorde „spesiale koöperatiewe boeremaatskappy.“
- 119.** Die wette vermeld in die Bylae tot hierdie Wet word hiermee herroep vir sover as in die derde kolom van daardie Bylae vermeld.
- 120.** Hierdie Wet heet die Wet op Koöperatiewe Verenigings, 1936, en tree in werking op 'n datum deur die Goewerneur-generaal by proklamasie in die *Staatskoerant* vas te stel.

Bylae

HERROEPE WETTE.

No. en Jaar van Wet.	Kort Titel van Wet.	Wat herroep word.
Wet No. 28 van 1922	Die Wet op Koöperatieve Verenigings, 1922.	Die geheel.
Wet No. 38 van 1925	Die Wet op Koöperatieve Verenigingen, 1922, Wissigings Wet, 1925.	Die geheel.
Wet No. 2 van 1930	Die Verdere Wissigingswet op Koöperatiewe Verenigings, 1930.	Die geheel.
Wet No. 45 van 1931	Die Finansiële Reëlingswet, 1931.	Artikel vyf.
Wet No. 23 van 1933	Die Wet tot Verdere Wissiging van die Wet op Koöperatiewe Verenigings, 1933.	Die geheel.
Wet No. 33 van 1934	Die Wet tot Wissiging van die Wet op Koöperatiewe Verenigings, 1934.	Die geheel.

