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MANUAL

IN ACCORDANCE WITH

THE PROMOTION OF ACCESS TO
INFORMATION ACT (NO. 2 OF 2000)



AIDS HELPLINE: 0800-0123-22 Prevention is the cure

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**MANUAL IN TERMS OF THE PROMOTION OF ACCESS TO INFORMATION
ACT 2 OF 2000 ("the Act") FOR THE ETHOS GROUP, NAMELY:**

1. COMPANIES

NAME OF COMPANY	COMPANY REGISTRATION NUMBER
Ethos Holdings Limited	1998/012684/06
Ethos Private Equity Limited	1985/003363/06
Trillion Nominees (Pty) Limited	1959/001630/07
Ethos Capital I Limited	1967/000873/06
Ethos Short-Term Ventures Limited	1992/003538/06
Ethos Long-Term Ventures Limited	1992/003434/06
Ethos Capital II Limited	1992/003460/06
Ethos Capital II GP (Pty) Limited	1998/010458/07
Ethos Capital III Limited	1984/006289/06
Ethos Capital III GP (SA) Limited	1996/001260/06
Ethos Capital III GP (Jersey) Limited	N/A
Ethos Capital III AG	N/A
Ethos Capital IV GP (SA) (Pty) Limited	1998/007726/07
Ethos Advisors IV (Pty) Limited	1998/018040/07
Ethos Capital IV (Pty) Limited	1998/017836/07
Ethos Founders Fund IV (Pty) Limited	1998/014600/07
Ethos Capital IV GP AG	N/A
Ethos Tech Fund I (Pty) Limited	1999/022813/07
Ethos Tech Fund I GP (Pty) Limited	1999/022821/07
Coshelf No 235 (Pty) Limited	1999/022972/07

2. PARTNERSHIPS

NAME OF PARTNERSHIP

Ethos Fund II Partnership
 Ethos Private Equity Fund II
 Ethos Fund III Partnership SA
 Ethos Private Equity Fund III (South Africa Dollar)
 Ethos Private Equity Fund III (South Africa Rand)
 Ethos Private Equity Fund III L.P.
 Ethos Private Equity Fund IV (SA)
 Ethos Private Equity Fund IV (Delaware) L.P.
 Ethos Technology Fund I Partnership SA
 Ethos Tech Fund I GP Partnership

3. INTER VIVOS TRUSTS

NAME OF TRUST	TRUST NUMBER
Ethos Share Incentive Scheme Trust	4634/99
Ethos Friends Fund III Co-Investment Trust	10411/96
Ethos Fund III Co-Investment Trust	10412/96

Ethos Fund III Founders Trust	4034/96
FirstRand Fund IV Co-Investment Trust	17/00
Fund IV Business Associates Co-Investment Trust	721/00
Ethos Accommodation Trust	741/00
Ethos Fund IV Co-Investment Trust	5900/99
Ethos Tech Fund I Founders Trust	3248/02
Ethos Technology Fund I Co-Investment Trust	8344/02

The above companies, partnerships and trusts are hereinafter referred to as "the Ethos Group".

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1. Information required in terms of section 51 (1) (a) of the Act**Head of the Ethos Group for the purposes of the Act**

The head of the Ethos Group is Mr André Roux (Chief Executive Officer) who has delegated this power to Mr Craig John Dreyer (Chief Financial Officer of the Ethos Group) who for the purposes of this manual is known as the Information Officer.

Postal & Street Address of the Information Officer:

35 Fricker Road
Illovo
JOHANNESBURG
2196

P O Box 9773
JOHANNESBURG
2000

Tel No: (011) 328 7400
Fax No: (011) 328 7420

e-Mail address of Information Officer: cdreyer@ethos.org.za

website: www.ethos.org.za

2. The South African Human Rights Commission (SAHRC) guide to the Act in terms of section 10 (1) (section 51 (1) (b)):

Section 51(1)(b) of the Act calls for a description of the guide referred to in section 10 of the Act, if available, and how to obtain access to it. The guide referred to in section 10 is a guide that must be compiled by the SAHRC containing such information to help people understand the provisions of the Act, its objects and how to make use of the provisions in the Act. To date this guide has not been compiled and the SAHRC believes it will be completed by August 2003. As soon as it is available it will form part of this manual.

Any queries regarding this guide can be addressed directly to the SAHRC at:

The South African Human Rights Commission
Private Bag 2700
HOUGHTON
2041

Tel No. (011) 484 8300
Fax No.: (011) 484 0582
Email Address: PAIA@sahrc.org.za
Website: www.sahrc.org.za

3. Information required in terms of section 51 (1) (c) of the Act:

No section 52 (2) notice has yet been published by the Minister.

4. Records kept by the Ethos Group in terms of other legislation (section 51(d) of the Act)

The Ethos Group is required in terms of certain statutes to keep particular records referred to therein. A description of these records is set out in Annexure A. These records are kept at the physical address of the Ethos Group and/or at its Company's Secretarial Office at:

1st Floor
4 Merchant Place
Cnr Fredman Drive and Rivonia Road
Sandton
2196

Tel No: (011) 282 1623
Fax No: (011) 282 1699
Email: glenda.pearson@firststrand.co.za

5. Information required in terms of section 51 (1) (e) of the Act

The Ethos Group keeps certain records as a matter of standard practice. The subjects and categories of records held are set out in Annexure A.

6. Availability of the manual (section 51(3)):

The manual is available for inspection at the offices of the Ethos Group free of charge. Further copies of the manual are available from the SAHRC, in the Government Gazette and at the website address of the Ethos Group.

7. Making a request in terms of the Act

The process

7.1 The first step in the process is to obtain "Request Form-C".

7.2 You will be able to get the form together with a list of applicable fees from the Ethos Group. These fees must be paid before access to a record will be allowed. You will be informed of the amount of your fees once you have submitted your request. The Minister may exempt certain persons from having to pay the fees referred to in the Act. To date, no such exemptions have been published.

- 7.3 Once you have filled in the form you need to submit it to the Ethos Group.
- 7.4 Your request will be processed within 30 days, if the record you have requested does not relate to a third party, and if it is not necessary to grant an extension for the reasons set out below.
- 7.5 This period may be extended **ONCE** for a further 30 days if:
 - 7.5.1 the request is for a large number of records or requires a search through a large section of records and compliance with the original period would unreasonably interfere with the activities of the Ethos Group;
 - 7.5.2 the request requires a search for records in, or collection thereof from, an office not situated in the same town or city as the office of the Information Officer and this search cannot reasonably be completed within the original 30 days;
 - 7.5.3 consultation among the Ethos Group or with another private body is necessary or desirable to decide upon the request and this consultation cannot reasonably be completed with the original period;
 - 7.5.4 more than one of the circumstances contemplated in paragraphs 7.5.1, 7.5.2 and 7.5.3 exist in respect of the request, making compliance with the original period not reasonably possible; or
 - 7.5.5 you, as the requester, consents in writing to such extension.
- 7.6 There are various grounds upon which your request for access to a record may be refused. They are:
 - 7.6.1 The protecting of personal information of a third party (who is a natural person) from unreasonable disclosure;
 - 7.6.2 The protecting of commercial information of a third party. (for example trade secrets; financial, commercial, scientific or technical information that may harm the commercial or financial interests of a third party);
 - 7.6.3 If disclosure of the record would result in the breach of a duty of confidence owed to a third party.
 - 7.6.4 If access to the record would jeopardise the safety of an individual or prejudice or impair certain property rights of a third person.
 - 7.6.5 If the record was privileged from production in legal proceedings, unless that privilege has been waived.

- 7.6.6 If the record contains trade secrets, financial or sensitive information or any information what would put the Ethos Group at a disadvantage in negotiations or prejudice it in commercial competition.
- 7.6.7 If the record contains information about research being carried out or about to be carried out on behalf of a third party or by the Ethos Group.
- 7.7 **Section 70** of the Act contains an overriding provision. Disclosure is compulsory if it would reveal a substantial contravention of, or failure to comply with the law, or imminent and serious public safety or environmental risk **AND** the public interest in the disclosure of the record clearly out weights the harm contemplated by its disclosure.
- 7.8 If your request does affect a third party then we will first need to inform the third party within 21 days of us receiving your request. By this we mean that if the record you request affects any third party in any way, that third party will have to be informed that you are requesting access to the record.
- 7.9 The third party then has 21 days to make representations and/or submissions regarding the granting of access to the record.
- 7.10 Once the Information Officer of the Ethos Group has heard all submissions, he will make a decision as to whether or not access to the record will be granted. You must then be granted access to the record within thirty days of being informed of the decision.
- 7.11 If the Information Officer does not grant you access to the record you are entitled to appeal the decision. You must receive proper reasons as to why the request was refused. You need to lodge your appeal in the High Court.
- 7.12 If the Information Officer does decide to grant you access to the record, the third party that has been affected has thirty days in which to appeal the decision – also in the High Court. If no appeal is lodged within 30 days, you must be granted access to the record.

8. Other information

The schedule below outlines the time-periods, which are applicable to the Act. This will enable you to understand the process whereby requests for access to records are considered and the time periods involved.

SECTION OF THE ACT	DESCRIPTION OF ACTIVITY	TIME PERIOD
10	The Guide published by the South African Human Rights Commission to assist in the use of the Act must be published.	It is meant to be available from August 2003
51	Preparation of the manual of the Ethos Group.	To be available by 28 February 2003
56	Information Officer to decide whether to grant request for access to a record that does not relate to a third party and notify requester.	Within 30 days after the request has been received
57	Information Officer to notify third party of an extension of the 30 days time period with reasons for the extension.	Within 30 days of receiving the request (this may only be done once and only for the reasons in this section)
71	Information Officer to notify third party of request for access to information that relates to that third party.	Within 21 days of request for access to record affecting the third party has been received
71	Third party to give written consent or written/oral submissions to Information Officer.	Within 21 days of being informed by the Information Officer of the request for access to the record
73	Information Officer to make a decision about the granting of access to a record which relates to a third party and notify that third party and requester.	30 days after every third party has been informed of the request
73	Information Officer to give requester access to the record if a decision has been made to grant access.	Within 30 days of notifying requester of the decision to allow access
74	If access to a record is denied, the requester has 30 days in which to lodge an application at court to appeal against the refusal.	30 days from date of notification by Information Officer of decision
74	If access to a record which affects a third party is granted, third party may lodge an application to court to appeal decision of Information Officer within 30 days.	Within 30 days of notification by the Information Officer of the decision
71	If no appeals are lodged by third party, Information Officer must give access to the record.	Within 30 days of notification by Information Officer of third party

Any queries regarding the use of this manual should be directed to the Information Officer.

ANNEXURE A**SUBJECT AND CATEGORIES OF RECORDS HELD****1) Description of Records Held in Terms of Other Legislation****Companies Act 61 of 1973****Incorporation Documents:**

Certificates of incorporation
Memoranda and Articles of Association and any amendments thereto
Special Resolutions
Records of Directors

These documents are also available from the Registrar of Companies.

Constitution Documents of the Ethos Group

Shareholders Agreements including pre-emption, option and nominee agreements

Directors Meetings:

Directors Resolutions
Minutes of Meetings
Other Information including a register of directors and officials interests in contracts entered into by the Ethos Group
Minute Books of Directors Meetings and Other Meetings
Statutory Registers including Share Registers

Partnership Entities:**Partnership Agreements including, inter-alia:**

Investment Advisory and Administrative Agreements
Nominee Agreements
Consultancy Agreements
Reports of the General Partners
Board Reports by the General Partners
Valuations, Advisory Boards Minutes and Correspondence

Trust Property Control Act 57 of 1988**Trust Deeds including, inter-alia:**

Letters of Authority issued by the High Court
Deeds of Adherence
Rules of the Trust Entities
Acceptance Letters and Waivers to furnish security by trustees
Resolutions
Correspondence

Employment Equity Act 55 of 1998

Employment Equity Plan and Return

2) Description of Other Records Held by the Ethos Group**Financial Records:**

- Auditors – Deloitte & Touche of Woodmead, Sandton
- Annual Financial Statements
- General Ledgers
- Source Documents (Invoices etc)
- Monthly Financial Management Reports
- Auditors management letters
- Tax Returns – Tax Assessments and Tax Correspondence
- Other financial records

Banking Details**Banking Facilities:**

- Loan Facilities
- Preference Share Facilities
- Statements of Balance
- Correspondence relating to banking facilities

Other Banking Facilities:

- Short-Term banking facilities with banking institutions
- Bank statements
- ISDA agreements
- CAMS + ICAMS agreements
- List of all Ethos Group bank accounts:

Guarantees Issued

A list of guarantees issued is held by the Ethos Group

Lease Commitments:

- Office facility agreements
- Cell phone contract

Human Resources:

- Employment records
- List of employees (Current and past)
- Employment contracts
- Employee Benefits:
 - Group Cover
 - Share Incentive Trust Rules
 - Trust Deed
 - Schedule of allocations
- Compensation
- Bonus policy document

Personnel files:

- Staff appraisals
- Correspondence
- Restraint of trade agreements
- The Ethos Group Employee Code of Conduct

Intellectual Property**Trademarks**

- Ethos Name in Class 35
- Ethos Name in Class 36
- Ethos Logo in Class 35
- Ethos Logo in Class 36

Defensive Name

- Ethos Financial Services

Insurance Records:

- Policy contracts
- Insurance Correspondence

Moveable and Immovable Property:

- Lease Agreement
- Sub-Lease Agreements

Computer systems and Computer programmes:

- Maintenance Agreements
- Software Agreements
- Licence Agreements

Miscellaneous Agreements:

- Marketing Agreement

Agreements / Correspondence with Portfolio Companies

- Confidentiality Agreements
- Shareholders Agreements
- Loan Agreements
- Consortium Agreements
- Sale of Share Agreements
- Sale of Business Agreements

Security Agreements/Correspondence with Portfolio Companies

- Deeds of Suretyship
- Pledge of Shares
- Cession of Loan Accounts

Cession of Book Debts
Cession of Insurance Policies
Cession of Trademarks
General Notarial Bonds
Mortgage Bonds

Overseas Interests and Investments

Agreements with foreign entities
Documents pertaining to overseas interests

Other Correspondence

Correspondence including internal and external memoranda, emails, letters and telefaxes

Prescribed Fees

1. The fee for a copy of the manual as contemplated in regulation 9(2)(c) is R1,10 for every 1 of an A4-size page or part thereof.
2. The fees for reproduction referred to in regulation 11(1) are as follows:

	R
a) For every photocopy of an A4-size page or part thereof	1,10
b) For every printed copy of an A4-size page or part thereof held on a computer or in electronic or machine-readable form	0,75
c) For a copy in a computer-readable form on-	
(i) stiffy disc	7,50
(ii) compact disc	70,00
d) (i) For a transcription of visual images,	
for an A4-size page or part thereof	40,00
(ii) For a copy of visual images	60,00
e) (i) For a transcription of an audio record,	
for an A4-size page or part thereof	20,00
(ii) For a copy of an audio record	30,00
3. The request fee payable by a requester, other than a personal requester, referred to in regulation 11(2) is R50,00.
4. The access fees payable by a requester referred to in regulation 11(3) are as follows:

	R
a) For every photocopy of an A4-size page or part thereof	1,10
b) For every printed copy of an A4-size page or part thereof held on a computer or in electronic or machine-	

	readable form	0,75
c)	For a copy in a computer-readable form on-	
	(i) stiffy disc	7,50
	(ii) compact disc	70,00
d) (i)	For a transcription of visual images,	
	for an A4-size page or part thereof	40,00
	(ii) For a copy of visual images	60,00
e) (i)	For a transcription of an audio record,	
	for an A4-size page or part thereof	20,00
	(ii) For a copy of an audio record	30,00
5.	For purposes of section 54(2) of the Act, the following applies:	
	a) Six hours as the hours to be exceeded before a deposit is payable; and	
	b) One third of the access fee is payable as a deposit by the requester.	
6.	The actual postage is payable when a copy of a record must be posted to a requester.	

Prescribed Forms**REQUEST FOR ACCESS TO RECORD OF PRIVATE BODY**

Section 53(1) of the Promotion of Access to Information Act, 2000

(Act No. 2 of 2000)

(Regulation 10)**A. Particulars of private body**

The Head:

B. Particulars of person requesting access to the record

a)	The particulars of the person who requests access to the record must be given below.
b)	The address and/or fax number in the Republic to which the information is to be sent must be given.
c)	Proof of the capacity in which the request is made, if applicable, must be attached.

Full names and surname:

Identity number:

Postal address:

Fax Number:

 Telephone number:

E-mail address:

Capacity in which request is made, when made on behalf of another person:

C. Particulars of person on whose behalf request is made

This section must be completed ONLY if a request for information is made on behalf of another person

Full names and surname: _____

Identity number: _____

D. Particulars of record

- a) Provide full particulars of the record to which access is requested, including the reference number if that is known to you, to enable the record to be located.
- b) If the provided space is inadequate, please continue on a separate folio and attach it to this form. **The requester must sign all the additional folios.**

1. Description of record or relevant part of the record:

2. Reference number, if available:

3. Any further particulars of record

E. Fees

- a) A request for access to a record, other than a record containing person information about yourself, will be processed only after a request fee has been paid.
- b) You will be notified of the amount required to be paid as the request fee.
- c) The **fee payable for access** to a record depends on the form in which access is required and the reasonable time required to search for and prepare a record.
- d) If you qualify for exemption of the payment of any fee, please state the reason for exemption

Reason for exemption from payment of fees:

F. Form of access to record

If you are prevented by a disability to read, view or listen to the record in the form of access provided for in 1 to 4 hereunder, state your disability and indicate in which form the record is required.

Disability _____

Mark the appropriate box with an X

NOTES:

- a) Compliance with your request in the specified form may depend on the form in which the record is available.
- b) Access in the form requested may be refused in certain circumstances. In such a case you will be informed if access will be granted in another form.
- c) The Fee payable for access to the record, if any will be determined partly by the form in which access is requested.

1. If the record is in written or printed form:									
<input type="checkbox"/>	Copy of record*	<input type="checkbox"/>	Inspection of record						
2. If record consists of visual images									
(this includes photographs, slides, video recordings, computer-generated images, sketches, etc.):									
<input type="checkbox"/>	View the images	<input type="checkbox"/>	Copy of the images*	<input type="checkbox"/>	Transcription of the images*				
3. If record consists of recorded words or information which can be reproduced in sound:									
<input type="checkbox"/>	Listen to the soundtrack (audio cassette)	<input type="checkbox"/>	Transcription of soundtrack* (written or printed document)						
4. If record is held on computer or in an electronic or machine-readable form:									
<input type="checkbox"/>	printed copy of record*	<input type="checkbox"/>	printed copy of information derived from the record*	<input type="checkbox"/>	Copy in computer readable form* (stiffy or compact disc)				
*If you requested a copy or transcription of a record (above), do you wish the copy or transcription to be posted to you?					<table border="1"> <tr> <td>YES</td> <td>NO</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>	YES	NO	<input type="checkbox"/>	<input type="checkbox"/>
YES	NO								
<input type="checkbox"/>	<input type="checkbox"/>								
Postage is payable.									

G. Particulars of right to be exercised or protected

If the provided space is inadequate, please continue on a separate folio and attach it to this form. **The requester must sign all the additional folios.**

1. Indicate which right is to be exercised or protected:

2. Explain why the record requested is required for the exercise or protection of the aforementioned right:

H. Notice of decision regarding request for access

You will be notified in writing whether your request has been approved/denied. If you wish to be informed in another manner, please specify the manner and provide the necessary particulars to enable compliance with your request.

How would you prefer to be informed of the decision regarding your request for access to the record?

Signed at _____ this _____ day of _____ 20____

SIGNATURE OF REQUESTER/PERSON ON
WHOSE BEHALF REQUESTED IS MADE