

## Schedule 1

### PROVISIONS CONCERNING NON- PROFIT COMPANIES [[Sch. 1](#) amended by [s. 122](#) of [Act No. 3 of 2011](#).]

#### 2. Fundamental transactions.

- (1) A non-profit company may not-
  - (a) amalgamate or merge with, or convert to, a profit company; or
  - (b) dispose of any part of its assets, undertaking or business to a profit company, other than for fair value, except to the extent that such a disposition of an asset occurs in the ordinary course of the activities of the non-profit company.
- (2) If a non-profit company has voting members, any proposal to-
  - (a) dispose of all or the greater party of its assets or undertaking; or amalgamate or merge with another non-profit company, must be submitted to the voting members for approval, in a manner comparable to that required of profit companies in accordance with [sections 112](#) and [113](#), respectively.
- (3) [Sections 115](#) and [116](#), read with the changes required by the context, apply with respect to the approval of a proposal contemplated in sub-item (2).

[Para. (3) amended by s. 122 (a) of [Act No. 3 of 2011](#). (English only)]

must be submitted to the voting members for approval, in a manner comparable to that required of profit companies in accordance with [sections 112](#) and [113](#), respectively.

(4) [Sections 115](#) and [116](#), read with the changes required by the context, apply with respect to the approval of a proposal contemplated in sub-item (2).

[Para. (3) amended by s. 122 (a) of [Act No. 3 of 2011](#). (English only)]