

COMPANY LIMITED BY SHARES.

MEMORANDUM OF ASSOCIATION OF

1. The name of the Company is
ALEXANDRA LAND INDUSTRIAL AND INVESTMENT COMPANY LIMITED.
2. The registered office of the Company will be situate in the Transvaal Province.
3. The objects for which Company is established are:-
 - (a) To acquire by purchase, lease, exchange or in any other manner whatsoever immovable property and movable property of any nature and kind and wheresoever in any immovable or movable property, and to sell or otherwise dispose of and deal in all such property.
 - (b) To lend and advance money to any person, persons or body of persons, corporate or incorporate without any security, or upon the security of Promissory Notes, Bills of Exchange, Bills of Lading, patents, cessions, mortgages, pledges, leases, titles or any other documents of value whatsoever., further upon security of jewellery, stock in trade, livestock produce, vehicles, furniture and generally in all kinds of movables of any nature whatsoever., further upon security of real estate, stands, houses, shops, farms, surface rights, mineral rights, servitudes and all other immovable property of any kind whatsoever.
 - (c) To establish and conduct schools, clinics, establishments for vocational training, and all and any other organisations or institutions for scholastic, tutorial, cultural, or training purposes.
 - (d) To carry on business of general, estate, financial and insurance agents in all its branches and also to carry on business of salesmen, manufacturers, representatives, commission agents, factors, brokers and merchants.
 - (e) To acquire, conduct and carry on the business of bill brokers and dealers, purchasers, acceptors and discounters of bills of exchange, bills of lading, mortgage bonds, Promissory Notes, negotiable instruments, hire purchase agreements, suspensive sales contracts, warrants or debentures or any other securities whatsoever, and to arrange for the purchase, acquisition, sale, disposal and collection thereof.
 - (f) To acquire, conduct and carry on the business of transporters of mail, goods and passengers and cartage and transport contractors.
 - (g) To carry on business of motor dealers, garage proprietors, motor repairers, panel beaters, service stations, suppliers of petrol and oil and motor car accessories, as well as the business of builders and repairers of motor, lorry and omnibus bodies.
 - (h) To buy, sell, import, export, manipulate, prepare for market and deal in merchandise of all kinds and generally to carry on business as merchants, importers and exporters.
 - (i) To assist the establishment, carrying on and development of trades and businesses of all kinds, and to subsidise, grant special rights to, or otherwise assist, support, protect and encourage all persons and companies engaged

or proposing.....

or proposing to engage therein, and to manage, direct and act as Secretaries of all such businesses.

- (j) To enter into any arrangement for sharing profits, union of interest, reciprocal concessions or co-operation with any partnership, person or company and either in perpetuity or otherwise.
- (k) To carry on the business of financiers, investors, speculators and general and commission agents in any or all the branches.
- (l) To carry on the business of negotiating, transacting, or conducting any sale or purchase or other dealing in Government or other stocks, in script or shares (whether issued or not) in any joint stock company, association or body, or in any marketable or negotiable security whatsoever and to subscribe for, tender, purchase, exchange, or otherwise acquire and hold, sell, dispose of and deal in stocks, shares, debentures, stock or securities of any other authority, supreme, municipal, local or otherwise or in any company or corporation whatever.
- (m) To undertake and execute any trusts, either gratuitously or otherwise.
- (n) To purchase, subscribe for or otherwise acquire and to hold and deal in shares, stocks or obligations of any company in the Union of South Africa or elsewhere.
- (o) To carry on business of general dealers, merchants, wholesalers and retailers of and in all classes and kinds of goods, materials, provisions and produce.
- (p) To carry on and conduct the business or occupation of auctioneers, live-stock dealers, live-stock salesmen, commission agents, and dealers in horses, cattle, sheep and other live animals, and to buy, sell, exchange, dispose of and deal in all classes and kinds of live-stock, horses, cattle and other live animals and any farm and agricultural produce., and to carry on business as farmers, ranchers, stock breeders of all classes of stock and horses, and as dairymen and nurserymen.
- (q) To acquire and undertake the whole or any part of the business, property and liabilities of any person, or company, carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purpose of this Company, and as the consideration for the same pay cash or to issue shares, stocks or obligations of this Company.
- (r) To sell or otherwise dispose of the undertaking of the Company or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other Company having objects wholly or in part similar to those of this Company.
- (s) To make advances with or without security, and upon which terms as the Company may approve, and generally to act as financiers, underwriters, company promoters and investors.
- (t) To borrow, raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon or secured by a conveyance to trustees or otherwise of all or any part of the Company's undertaking and property (both present and future) including any uncalled capital for the time being, and by ...

and by passing bonds for registration with the proper authority.

- (u) To guarantee the obligations of any persons, company or corporation, and for that purpose to bind the Company either as principal debtor or guarantor or otherwise, and also to bond the assets and to secure the payment by the company of any of its obligations either as guarantor or principal debtor in any legal manner and in particular by the granting and passing of mortgage bonds or Collateral Mortgage Bonds hypothecating all or any portion of the Company's assets, or by granting and giving any pledge or lien or preference as the Company may deem fit., to assume the liability of any person, persons, Company or corporation.
- (v) To open and operate upon banking accounts, to draw, endorse, discount, execute and issue cheques, promissory notes, bills of lading, bills of exchange, and other negotiable or transferable instruments.
- (w) To receive money on deposit or loan upon such terms and conditions as the Company may approve.
- (x) To remunerate any person or persons, either in cash or by the allotment of shares, credited as fully or partly paid-up for services rendered in the formation of the Company or in the development of its business.
- (y) To establish and support funds or institutions calculated to benefit employees or ex-employees of the Company or the dependants or connections of such persons, and to grant pensions and allowances and to subscribe or donate money for charitable or benevolent purposes or for any public, general or useful objects.
- (z) To distribute any of the property of the Company amongst the members in specie.
- (aa) To effect insurance against risk or loss to the Company and to insure any servants of the Company against risks or accidents in the course of their employment and to pay the premium of any such insurance.
- (bb) To pay for any property or rights acquired by the Company or services rendered to the Company, either in cash or shares with or without preferred rights in respect of dividends or repayment of capital or otherwise or by any securities which the Company has power to issue or partly in one mode or partly in another and generally upon such terms as the Company may determine.
- (cc) To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose, of, turn to account, or otherwise deal with all or any part of the property and rights of the company.
- (dd) To carry on any other business, whether commercial or otherwise, which may be conveniently carried on in connection with the objects of the Company, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (ee) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and by and through trustees, agents or otherwise and either alone or in conjunction with others.

It is the intention that the objects specified in each paragraph of this Clause shall be in no wise limited by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.
5. The capital of the Company is £5,000. 0. 0 (Five Thousand Pounds), divided into 10,000 (ten thousand) shares of 10/- (Ten Shillings) each, with power to increase or decrease the capital, to consolidate the shares, to subdivide the shares into shares of a smaller amount, and with power also to divide the shares in the original or any increased capital into several classes and to attach thereto respectively any preferential, qualified, special or deferred rights, privileges, and conditions, and from time to time to alter and modify such rights, privileges or conditions.

We, the several persons whose names, addresses and occupations are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

SIGNATURES OF SUBSCRIBERS	FULL NAMES AND ADDRESSES OF SUBSCRIBERS	OCCUPATION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER.
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UNDER SECTION (3) OF THE SCHEDULE.

The share capital amounts to £5,000 and particulars in connection therewith are those herein before set out.

UNDER SECTION (6) OF THE SCHEDULE.

- (a) The qualifications of a director shall be the possession of one fully paid up share in the Company to a nominal Value of 10/-
- (b) The remuneration of the directors shall be, from time to time, determined by the Company in general meeting and the directors shall further be entitled to travelling expenses properly and necessarily expended by them in or about the businesses of the Company.

A director may further hold any office or place of profit in the Company in conjunction with his directorship and may be appointed thereto upon such terms and conditions as to remuneration as may be fixed by the directors.

UNDER SECTION (7) OF THE SCHEDULE.

The first directors of the Company shall be:

"The names of the directors and auditors are as herein before fully set out."

MANAGING DIRECTOR.

RICHARD GRANVILLE BALOYI, 59, Second Avenue, Alexandra Township, Johannesburg.

UNDER SECTION (8) OF THE SCHEDULE.

(a) All directors must retire at the first general meeting of the Company and shall be eligible for re-election to the office of director.

At the ordinary meeting in every subsequent year one third or the number nearest one-third of the total number of directors shall retire but be eligible for re-election. The directors to retire in every year shall be those who have been longest in office since their last election, but at the first ordinary meeting and in connection with persons who became directors on the same day those to retire shall, unless they otherwise agree amongst themselves, be determined by lot.

(b) Unless the shareholders otherwise determine in general meeting any casual vacancy occurring in the board of directors may be filled up by the directors, but the person so chosen shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.

(c) The Company may from time to time in general meeting increase or reduce the number of directors, and may also determine in what rotation such increased or reduced number is to go out of office.

(d) The directors shall have power at any time, and from time to time to appoint a person as an additional director who shall retire from office at the next following ordinary general meeting, but shall be eligible for election by the Company at that meeting as an additional director.

(e) The Company may by extraordinary resolution remove any director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead, the person so appointed shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.

UNDER SECTION (9) OF THE SCHEDULE.

The minimum amount which in the opinion of directors must be obtained by the issue of shares in order to provide the amount necessary for the undermentioned objects is £150.

This is comprised as follows:-

- (a) The Purchased Price of any property bought or to be bought which will be paid wholly or partially out of the proceeds of this issue..... Nil.
- (b) Preliminary expenses incurred by the Company..... £150.
- (c) The repayment of any money borrowed by the Company in connection with any of the foregoing objects..... Nil.
- (d) Working Capital..... £3000.

Except for the proceeds of this issue, there are no amounts outstanding in connection with the foregoing objects.

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Under Section (10) of the schedule.....9.../..

UNDER SECTION (10) OF THE SCHEDULE.

The amount payable on application is the full nominal value of the share, that is 10/-. This is the first offer of shares to the public.

UNDER SECTION (17) OF THE SCHEDULE.

The Articles authorise the payment to any person of a maximum commission of 10% of the price at which the shares are issued for subscribing to, or agreeing to subscribe to, or for obtaining subscriptions, or an agreement to subscribe to shares.

UNDER SECTION (18) OF THE SCHEDULE.

The amount or the approximate amount of the preliminary costs is £150.

UNDER SECTION (19) OF THE SCHEDULE.

No material contracts have been entered into.

UNDER SECTION (20) OF THE SCHEDULE.

The directors have no interest in the promotion of the Company except for the shares they have agreed to take.

4. There are no founders, management or deferred shares.
5. There are no contracts or arrangements whereby any option or preferential right has been given to any person or company, to subscribe any reserve capital or any increase of capital.
11. No shares or debentures have been issued to any vendor, promoter or other person as fully or partly paid up otherwise than in cash.
12. There are no vendors of any property purchased or acquired or proposed to be purchased or acquired by the Company.
13. The Company has not purchased or acquired any property, nor has it proposed to purchase or acquire any property, the purchase of which is to be defrayed in whole or in part out of the proceeds of the issue.
14. No amount was paid or is payable as purchase money in cash, shares or debentures for any property.
15. Prior to the date of the prospectus no fixed property was purchased, nor has an option been obtained over any fixed property.
16. No amount is payable or has been paid to any promoter or to any partnership syndicate or other association of which he is or was a member.
21. The Company has issued no debentures.
22. The Company has carried on no business, nor has it acquired any business.

SIGNED at Johannesburg the 27th day of September 1944:

1. R.G. Baloyi.
2. D.M. Shibambo.
3. L. Matlabe.
4. S.J. Mathebula.
5. A.H. Mbanjwa.
6. A. Maleke.
7. D.B. Gumede.

ALEXANDRA LAND, INDUSTRIAL AND INVESTMENT COMPANY LIMITED.

FORM OF APPLICATION FOR SHARES.

To the Directors,
Alexandra Land, Industrial and Investment Company Limited,
59 Second Avenue,
ALEXANDRA TOWNSHIP.

Dear Sirs,

I enclose a remittance of £..... being payment
in full for Shares of 10/- each in the above Company and
request you to allot me upon the terms of the Prospectus and
Memorandum and Articles of Association of the Company, I hereby
agree to accept the same or any lesser number of shares which may
be allotted to me and I authorise you to register me as the holder
of the said shares.

Dated at..... this..... day of 19

Signature of Applicant.....

Signature of Witnesses.

Full Name.....
(In Block Capitals)

.....
.....

Ladies should state whether spinster,
married or widow. If married must be
assisted by husband.

Occupation.....

Full Address.....

.....

(Africans only need apply)

Cheques must be crossed and made out in the name of the Company.

For use of the Company's Office only:-

Receipt No.....

Allotment No.....

Collection Number: AD843

XUMA, A.B., Papers

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