

# Memorandum of association

## of a company having a share capital

[Section 54(1); regulation 17 (1) and 17 (2)]

Registration No. of company

### 1. NAME

(a) The name of the Company is \_\_\_\_\_

(b) The name of the Company in the other official language of the Republic is \_\_\_\_\_

(c) The shortened form of the name of the Company is \_\_\_\_\_

**ASSOCIATION CLAUSE**

*(a) Where more than one person signs the memorandum*

We, the several persons whose full names, occupations, residential, business and postal addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association and we respectively agree to take up the number of shares in the capital of the Company, set opposite our respective names.

We also agree to pay for the par value as determined by this memorandum and to pay for the number of no par value shares of the Company, that amount determined by the Company when the shares are issued to us.

Particulars of subscribers	Number in words and type of shares taken	Date and Signature of subscriber	Particulars of witness	Date and Signature of witness
1. Full names: _____ Occupation: _____ Residential address: _____ _____ Business address: _____ _____ Postal address: _____ _____			Full names: _____ Occupation: _____ Residential address: _____ _____ Business address: _____ _____ Postal address: _____ _____	
2. Full names: _____ Occupation: _____ Residential address: _____ _____ Business address: _____ _____ Postal address: _____ _____			Full names: _____ Occupation: _____ Residential address: _____ _____ Business address: _____ _____ Postal address: _____ _____	
3. Full names: _____ Occupation: _____ Residential address: _____ _____ Business address: _____ _____ Postal address: _____ _____			Full names: _____ Occupation: _____ Residential address: _____ _____ Business address: _____ _____ Postal address: _____ _____	
4. Full names: _____ Occupation: _____ Residential address: _____ _____ Business address: _____ _____ Postal address: _____ _____			Full names: _____ Occupation: _____ Residential address: _____ _____ Business address: _____ _____ Postal address: _____ _____	
5. Full names: _____ Occupation: _____ Residential address: _____ _____ Business address: _____ _____ Postal address: _____ _____			Full names: _____ Occupation: _____ Residential address: _____ _____ Business address: _____ _____ Postal address: _____ _____	
6. Full names: _____ Occupation: _____ Residential address: _____ _____ Business address: _____ _____ Postal address: _____ _____			Full names: _____ Occupation: _____ Residential address: _____ _____ Business address: _____ _____ Postal address: _____ _____	
7. Full names: _____ Occupation: _____ Residential address: _____ _____ Business address: _____ _____ Postal address: _____ _____			Full names: _____ Occupation: _____ Residential address: _____ _____ Business address: _____ _____ Postal address: _____ _____	
Total shares taken				

**REPUBLIC OF SOUTH AFRICA**  
**COMPANIES ACT, 1973**

Form CM 2B

**8. Capital**

(a) *Par value:* The share capital of the Company is ..... rand, divided into:

- (i) ..... ordinary par value shares of ..... rand/cents each;
- (ii) ..... preference par value shares of ..... rand/cents each; and
- (iii) ..... redeemable preference par value shares of ..... rand/cents each.

(b) *No par value:*

- (i) the number of no par value ordinary shares is ..... ;
- (ii) the number of no par value preference shares is ..... ; and
- (iii) the number of redeemable no par value preference shares is .....

**2. Purpose describing the main business**

The main business which the Company is to carry on:

“

”

**3. Main object**

The main object of the Company is:

“To

”

**4. Ancillary objects excluded**

The specific ancillary objects, if any, referred to in section 33 (1) of the Act, which are excluded from the unlimited ancillary objects of the Company \_\_\_\_\_

**5. Powers**

(a) The specific powers or part of any powers of the Company, if any, which are excluded from the plenary powers or the powers set out in Schedule 2 to the Act \_\_\_\_\_

(b) The specific powers or part of any specific powers of the Company set out in Schedule 2 to the Act, if any, which are qualified under section 34 of the Act \_\_\_\_\_

**6. Conditions**

Any special conditions which apply to the Company and the requirements, if any, additional to those prescribed in the Act for their alteration \_\_\_\_\_

**7. Pre-incorporation contracts (if any)**

*(b) Where one person signs the memorandum*

I, \_\_\_\_\_  
(full names)

whose occupation is \_\_\_\_\_  
(occupation)

residing at \_\_\_\_\_  
(residential address)

having a business address at \_\_\_\_\_  
(business address)

and the following postal address \_\_\_\_\_  
(postal address)

am desirous of forming a company in pursuance of this memorandum of association and agree to take up the number of shares in the capital of the Company, set opposite my signature below.

I also agree to pay for the par value of the shares of the Company as determined by this memorandum and to pay for the number of no par value shares of the Company, that amount determined by the Company when the shares are issued to me.

\_\_\_\_\_  
*Date and signature of subscriber*

*Number, in words, and type of shares taken*

\_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

\_\_\_\_\_  
*Date and signature of witness*

*Particulars of witness*

Full names

\_\_\_\_\_  
 \_\_\_\_\_

Occupation

\_\_\_\_\_  
 \_\_\_\_\_

Residential address

\_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

Business address

\_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

Postal address

\_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_