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SOUT3190-001

Annex C''

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Form CM 3

Republic of South Africa
Companies Act, 1973
(Section 64)

CERTIFICATE OF INCORPORATION
of a company not having a share capital



This is to certify that

THE SOUTH AFRICAN APARTHEID MUSEUM AT FREEDOM PARK
(Association incorporated under section 21)

was this day incorporated under the Companies Act, 1973 (Act 61 of 1973), and that the company is a company limited by guarantee and is incorporated under section 21 of the Act.

Signed and sealed at PRETORIA this 14 day of AUGUST Two Thousand and One (2001).

This certificate is not valid unless sealed by the seal of the Companies Registration Office

Registrar of Companies

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Form CM 4

Republic of South Africa
Companies Act, 1973
(Section 64)

REGISTRATEUR VAN MAATSKAPPYE
EN VAN BESLUTE KORPORASIES
2001-08-07
REGISTRAR OF COMPANIES
AND OF CLOSE CORPORATIONS

MEMORANDUM OF ASSOCIATION
of a company not having a share capital

[Section 54(1); regulation 17(3)]

SA Companies Registration Office
THE SOUTH AFRICAN APARTHEID MUSEUM A mpany
2001/019108/08

Paste revenue receipt here or affix revenue stamps here or impress revenue franking machine impression here



1. **NAME**

(a) The name of the company is :

THE SOUTH AFRICAN APARTHEID MUSEUM AT FREEDOM PARK

(Association incorporated under section 21)

(b) The name of the company in the other official language of the Republic is :

NOT APPLICABLE.

(c) The shortened form of the name of the company is :

NOT APPLICABLE.

2. PURPOSE DESCRIBING THE MAIN BUSINESS

The main business which the company is to carry on :

To conduct and manage the South African Apartheid Museum and its site, known as Freedom Park, Gauteng.

3. MAIN OBJECT

The main object of the company is :

To maintain an historical museum and in addition, if so decided, a conference centre for conflict negotiations, including, without limiting the generality of the foregoing, international conflict negotiations.

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 :

No specific ancillary objects are excluded.

5. POWERS

(a) The specific powers or part of any powers of the company, if any, which are excluded from the plenary powers set out in schedule two to the Act :

Power (s) is hereby excluded.

The company shall not be entitled to distribute *in specie* or in kind any of its assets among its members.

(b) The specific powers or part of any specific powers of the company set out in schedule 2 to the Act which are qualified under section 34 of the Act are :

I. Power (k) to be modified to read as follows:

"To form and to have an interest in any company or companies or associations having the same or similar objects to the company, for the purpose of acquiring the undertaking or all or any of the assets or liabilities of that company or companies or associations or for any other purpose which may seem, directly or indirectly, calculated to benefit the company, and to transfer to any such company or companies or associations the undertaking or all or any assets or liabilities of the company."

II. Power (l) to be modified to read as follows :

"To amalgamate with other companies having the same or similar objects to the company."


III. Power (m) to be modified to read as follows :

"To take part in any management, supervision and control of business or operations of any other company or business having the same or similar objects as the company and to enter into partnerships having the same or similar objects as the company."

IV. Power (n) to be modified to read as follows :

"To remunerate any person or persons in cash or otherwise for services rendered in its formation or in the development of its business."

V. Power (o) to be modified to read as follows :

 "To make donations only to organisations having the same or similar objects to that of the company ^{EXCLUDING members and directors}"

VI. Power (r) to be modified to read as follows :

"To establish a pension scheme and medical aid scheme and any incentive scheme in respect of its employees."

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 are :

6.1. The income and property of the company whencesoever derived shall be applied solely towards the promotion of its main object and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the company or to its holding company or subsidiary: Provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer or servant of the company or to any member thereof in return for any services actually rendered to the company.

6.2. Upon its winding-up, deregistration or dissolution the assets of the company remaining after the satisfaction of all its liabilities, shall be given or transferred to -

6.2.1. an historical institution in the Republic of South Africa which is exempt from income tax and donations tax, accruals to which are deductible for the purpose of any estate duty or similar duty or tax which may be applicable in the Republic of South Africa;

6.2.2. an educational fund recognised as such in terms of section 18A of the Income Tax Act, 1962,

and which is authorised to collect contributions from the public in terms of The Fund-raising Act, 1978. If the members of the company at or before the time of its dissolution fail to make such determination, same shall be made by the court, provided that it complies with clauses 6.2.1 and 6.2.2.

6.3. The company shall be entitled to bind members to contribute by way of subscriptions and levies towards the funds of the company and to enforce payment of, and to collect and receive from members such contributions and levies, limited in the aggregate in respect of each member to R100,00.

6.4. The company shall be entitled to enforce compliance with its articles of association in such manner as it may deem fit and, in particular, by means of a system of reasonable fines or such other appropriate and reasonable penalties as it may see fit to prescribe.

7. PRE-INCORPORATION CONTRACTS (IF ANY)

Not applicable

8. GUARANTEE

8.1. The liability of members is limited to the amount set out in paragraph 8.2 and the amounts, if any, contributed by way of subscription and levies as contemplated in paragraph 6.3.


8.2. Each member undertakes to contribute to the assets of the company in the event of its being wound-up while he is a member or within one year after he has ceased to be a member, for payment of the debts and liabilities of the company contracted before he ceased to be a member, the amount of R1,00 (one rand).


9. FINANCIAL YEAR END:

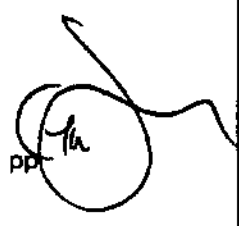
Last day of June in each year.


ASSOCIATION CLAUSE

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 become members of the company.


Particulars of member		Date and signature of member
Full name:	Kim Feinberg	Date: 1 August 2001
Occupation:	Educationalist	Sign: pp 
Residential address:	115A Forrest Avenue Atholl Johannesburg, 2196	
Business address:	1st Floor Sandown House Norwich Park cnr 5th Street & Norwich Close Sandton, 2196	
Postal address:	P.O. Box 1812 Saxonwold 2132	

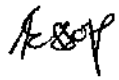
Particulars of witness		Date and signature of witness
Full name:	Suraya Essop	Date: 1 August 2001
Occupation:	Legal Secretary	Sign: pp 
Residential address:	78 Barilla Crescent Lotus Gardens 0025	
Business address:	4th Floor The Forum 2 Maude Street Sandown, Sandton 2196	
Postal address:	P.O. Box 783347 Sandton 2146	

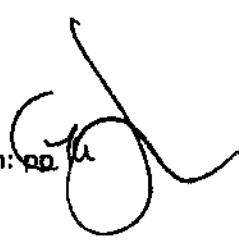
Particulars of member		Date and signature of member
Full name:	Steven Joffe	Date: 1 August 2001
Occupation:	Chartered account	Sign: 
Residential address:	7B Burnside Mews Burn Street Waverley, 2090	
Business address:	Gold Reef City Gate 4 Northern Parkway Ormonde, 2091	
Postal address:	Private Bag x1890 Gold Reef City 2159	

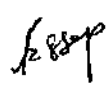
Particulars of witness		Date and signature of witness
Full name:	Suraya Essop	Date: 1 August 2001
Occupation:	Legal Secretary	Sign: 
Residential address:	78 Barilla Crescent Lotus Gardens 0025	
Business address:	4th Floor The Forum 2 Maude Street Sandown, Sandton 2196	
Postal address:	P.O. Box 783347 Sandton 2146	


"Annex C"

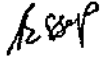
Particulars of member		Date and signature of member
Full name:	Christopher Kroese	Date: 1 August 2001
Occupation:	Architect	Sign: 
Residential address:	213 Dunkeld Square North Road Dunkeld West, 2196	
Business address:	Gapp Architects 97-2nd Avenue Melville, 2092	
Postal address:	P.O. Box 31133 Braamfontein 2017	


Particulars of witness		Date and signature of witness
Full name:	Suraya Essop	Date: 1 August 2001
Occupation:	Legal Secretary	Sign: 
Residential address:	78 Barilla Crescent Lotus Gardens 0025	
Business address:	4th Floor The Forum 2 Maude Street Sandown, Sandton 2196	
Postal address:	P.O. Box 783347 Sandton 2146	


Particulars of member		Date and signature of member
Full name:	Solomon Krok	Date: 1 August 2001
Occupation:	Businessman	Sign: 
Residential address:	80 Frederick Street Observatory Ext Johannesburg, 2198	
Business address:	69 Melville Road Hyde Park Sandton, 2196	
Postal address:	P.O. Box 411306 Craighall 2024	


Particulars of witness		Date and signature of witness
Full name:	Suraya Essop	Date: 1 August 2001
Occupation:	Legal Secretary	Sign: 
Residential address:	78 Barilla Crescent Lotus Gardens 0025	
Business address:	4th Floor The Forum 2 Maude Street Sandown, Sandton 2196	
Postal address:	P.O. Box 783347 Sandton 2146	


Particulars of member		Date and signature of member
Full name:	Christopher Martin Till	Date: 1 August 2001
Occupation:	Museum Director	Sign: 
Residential address:	31 Sandton Close Alexander Street Fourways, 2055	
Business address:	Apartheid Museum Northern Parkway Ormonde, 2091	
Postal address:	P.O. Box 2672 Morningside 2057	


Particulars of witness		Date and signature of witness
Full name:	Suraya Essop	Date: 1 August 2001
Occupation:	Legal Secretary	Sign: 
Residential address:	78 Barilla Crescent Lotus Gardens 0025	
Business address:	4th Floor The Forum 2 Maude Street Sandown, Sandton 2196	
Postal address:	P.O. Box 783347 Sandton 2146	


Particulars of member		Date and signature of member
Full name:	Richard Thabo Moloko	Date: 1 August 2001
Occupation:	Advocate	Sign: 
Residential address:	15A Gibson Drive Buccleuch 2066	
Business address:	Gold Reef City Gate 4 Northern Parkway Ormonde, 2091	
Postal address:	P.O. Box 792 Buccleuch 2066	

Particulars of witness		Date and signature of witness
Full name:	Suraya Essop	Date: 1 August 2001
Occupation:	Legal Secretary	Sign: 
Residential address:	78 Barilla Crescent Lotus Gardens 0025	
Business address:	4th Floor The Forum 2 Maude Street Sandown, Sandton 2196	
Postal address:	P.O. Box 783347 Sandton 2146	

Particulars of member		Date and signature of member
Full name:	Lesego Wa Lesego	Date: 1 August 2001
Occupation:	Director / Lawyer	Sign: 
Residential address:	5 Tier Street Brackenhurst 1448	
Business address:	371 Rivonia Road Rivonia 2196	
Postal address:	P.O. Box 568 Glen Vista 2058	

Particulars of witness		Date and signature of witness
Full name:	Suraya Essop	Date: 1 August 2001
Occupation:	Legal Secretary	Sign: 
Residential address:	78 Barilla Crescent Lotus Gardens 0025	
Business address:	4th Floor The Forum 2 Maude Street Sandown, Sandton 2196	
Postal address:	P.O. Box 783347 Sandton 2146	

Particulars of member		Date and signature of member
Full name:	Sidney Abramowitch	Date: 1 August 2001
Occupation:	Architect	Sign: 
Residential address:	63 Second Avenue Inanda 2196	
Business address:	63 Second Avenue Inanda 2196	
Postal address:	63 Second Avenue Inanda 2196	

Particulars of witness		Date and signature of witness
Full name:	Suraya Essop	Date: 1 August 2001
Occupation:	Legal Secretary	Sign: 
Residential address:	78 Barilla Crescent Lotus Gardens 0025	
Business address:	4th Floor The Forum 2 Maude Street Sandown, Sandton 2196	
Postal address:	P.O. Box 783347 Sandton 2146	