

No. 25, 1920.]

PRIVATE ACT

To legalize the reduction of capital, to increase the objects and powers of the Eastern Province Guardian Loan and Investment Company, and to amend Act No. 20 of 1863 (Cape of Good Hope).

Preamble. WHEREAS by deed, bearing date the seventeenth day of December, 1861, a joint stock company was formed at Grahamstown in the (then) Colony of the Cape of Good Hope under the style or firm of The Eastern Province Guardian Loan and Investment Company for a period or term of 21 years with power to continue for further periods for the purpose of carrying out the objects of the said deed :

AND WHEREAS the company was incorporated under and by virtue of Act No. 20 of 1863 (Cape of Good Hope) :

AND WHEREAS the duration of the company has been duly extended from time to time in terms of the said deed :

AND WHEREAS by the said deed it was provided that the capital stock of the company should be divided into 20,000 shares of the value of £10 sterling each, of which 4,000 shares were by the said deed declared to have been subscribed for and allotted, and 1,500 shares were reserved for such persons residing in Europe as should apply and subscribe for the same on or before the thirtieth day of September, 1862, and 4,500 shares were to be disposed of by the directors at their discretion and the remaining 10,000 shares were to be held in reserve to be disposed of by the directors as deemed by them to be advisable for the benefit of the company, and subject to the provisions of the said deed :

AND WHEREAS by the issue from time to time of shares in addition to the said 4,000 shares the subscribed capital of the company in December, 1867, amounted to the sum of £61,000 sterling :

AND WHEREAS the directors, finding that the subscribed capital of the company was unnecessarily large, decided to and did purchase for and on behalf of the company certain of the said allotted shares, and thereafter called a special general meeting of shareholders of the company for the purpose of confirming their said action and authorizing the purchase of further shares on behalf of the company and altering the said deed accordingly, at which special general meeting duly held on the eleventh day of January, 1871, a resolution was passed confirming the action of the directors in the said purchase, and further authorizing the directors to purchase for and on behalf of the company further shares amounting, with those already so purchased, to the number of not more than 2,100, which shares when acquired were to be considered reserved shares, and altering the said deed accordingly :

AND WHEREAS the directors, in the year 1888, again finding the capital of the company unnecessarily large, decided to and did purchase further of the said allotted shares, and thereafter called a special general meeting of shareholders for the purpose of confirming their said action and authorizing the purchase of further shares and altering the said deed accordingly, at which special general meeting duly held on the ninth day of January, 1889, a resolution was passed confirming the action of the directors in the said purchase and authorizing the directors

to purchase for and on behalf of the company further shares amounting, with those already so purchased, to the number of not more than 1,000 shares which shares when acquired were to be considered reserved shares, and altering the said deed accordingly:

AND WHEREAS the said resolutions bearing date the eleventh day of January, 1871, and the ninth day of January, 1889, and the alterations in the said deed effected thereby were not filed with the Registrar of Deeds as required by section three of Act No. 20 of 1863 (Cape of Good Hope):

AND WHEREAS at a general meeting of shareholders of the company specially convened for the purpose and duly held on the nineteenth August, 1913, a resolution was duly passed altering the provisions of clause 2 of the said deed by the addition of a sub-clause 4 to be inserted after sub-clause 3 as follows:—

“4. The furnishing of bonds and guarantees, such to be signed and executed by or on behalf of the trustees for the time being of the company, deemed necessary or required by law, as well as for the purposes and objects before mentioned, as on behalf of persons who may be joined or associated to or with the company in any office or business of trust, and also on behalf of persons who may have been or may hereafter be appointed or concerned in any such office or business and who may appoint the company or any of its officials to control or administer the same on their behalf:”

AND WHEREAS thereafter the directors applied to the Registrar of Deeds of the Province of the Cape of Good Hope to enregister the aforesaid resolutions, amendments and alterations, and upon his refusal so to do made application to the Cape Provincial Division of the Supreme Court of the Union of South Africa for an order authorizing and directing the said Registrar to enregister the same, which said application was refused by the said Court:

AND WHEREAS the subscribed capital of the Company now stands at the sum of £33,790 sterling:

AND WHEREAS it is expedient that the reductions of the capital of the Company effected under and by virtue of the resolutions hereinbefore set forth and bearing date the eleventh day of January, 1871, and the ninth day of January, 1889, should be confirmed, ratified, legalized and validated:

AND WHEREAS it is expedient that the company should be empowered from time to time to increase or reduce its capital:

AND WHEREAS it is expedient that the objects of the company as set out in the preamble of Act No. 20 of 1863 (Cape of Good Hope) should be increased by adding thereto the powers set forth in the resolution bearing date the nineteenth day of August, 1913, and that the company should be empowered to add to or amend the said objects from time to time:

AND WHEREAS it is expedient that all acts and things done and all guarantees entered into or given by the company under and by virtue of the said resolution bearing date the nineteenth day of August, 1913, and all matters and things in connection therewith should be confirmed, ratified, legalized and validated and the company should be indemnified in respect thereof:

AND WHEREAS it is desirable that the provisions of this Act should be elucidated by the addition of an interpretation clause:

BE IT THEREFORE ENACTED by the King's Most Excellent Majesty, the Senate and the House of Assembly of the Union of South Africa, as follows:—

Legalization
of resolutions
reducing
capital.

1. The aforesaid resolutions of the shareholders of the company for the reduction of the capital thereof bearing date the eleventh day of January, 1871, and the ninth day of January, 1889, respectively, are hereby retrospectively confirmed, ratified, legalized and validated and all acts and things done by the

company in pursuance of the said resolutions are hereby ratified and legalized as fully and effectually as if the said acts had been done under powers duly conferred by Act of Parliament on the company and the Registrar of Deeds for the Province of the Cape of Good Hope is hereby authorized and empowered to enregister the said resolutions, anything to the contrary in Act No. 20 of 1863 (Cape of Good Hope) notwithstanding.

power to increase or decrease capital. 2. (1) The company shall have the power by extraordinary resolution from time to time to increase or decrease the capital of the company.

(2) No such extraordinary resolution for decreasing the capital of the company shall come into operation until an order of the court is registered by the Registrar of Deeds of the Province of the Cape of Good Hope in accordance with the provisions of sections *thirty-eight* to *forty-eight* inclusive of the Companies' Act 1892 of the Cape of Good Hope, omitting the last proviso of section *forty-two* of the said Act which provisions are hereby declared to apply *mutatis mutandis*.

legalization of guarantees. 3. All acts and things done and all guarantees given or entered into by the company under and by virtue of the provisions of the said resolution bearing date the nineteenth August, 1913, and all matters in connection therewith are hereby confirmed, ratified, legalized and validated, and the company is hereby indemnified in respect thereof.

increase of objects of company. 4. In addition to the objects of the company set forth in the said deed and embodied in the preamble to Act No. 20 of 1863 (Cape of Good Hope), the object set forth in the said resolution bearing date the nineteenth day of August, 1913, shall be deemed and is hereby declared to be one of the objects of the company.

power to add or amend powers of company. 5. The company shall have the power by extraordinary resolution from time to time to add to or amend the objects of the company, provided that any such resolution shall require to be confirmed by an order of court and provided further that such resolution shall be subject to the provisions of section *three* of Act No. 20 of 1863 (Cape of Good Hope) as to the filing of such resolution with the Registrar of Deeds of the Cape of Good Hope.

interpretation of terms 6. In this Act—

“The company” shall mean “The Eastern Province Guardian Loan and Investment Company.”

“Shareholder” shall mean a person duly registered in the books of the company as entitled to a share or shares in the company.

“Extraordinary resolution” shall mean a resolution which has been passed by a majority of not less than three-fourths of the shareholders, for the time being entitled to vote, as may be present in person or by proxy (in cases where proxies are allowed) at any duly convened general meeting of shareholders, and voting as provided in clause xxx. of the said deed.

“The directors” shall mean the board of directors for the time being.

“Court” shall mean the Cape of Good Hope Provincial Division or the Eastern Districts Local Division of the Supreme Court of South Africa.

short title. 7. This Act may be cited for all purposes as the Eastern Province Guardian Loan and Investment Company Amendment, Indemnity and Further Powers, (Private) Act 1920.