

**THE COMPANIES ACT 9CAP. 212)**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**

**OF**  
**KABAJEMI COMPANY LIMITED**

1. The name of the company is **KABAJEMI COMPANY LIMITED**
2. The registered office of the company will be situated in the united republic of Tanzania
3. The objectives for which the company is established are:-
  - a) 2022-To carry on the business of Manufacture of paints, varnishes and similar coatings, printing ink and mastics and manufacture of organic composite solvents and thinners
  - b) 0810-To carry on the business of quarrying of stone, sand and clay such as quarrying, rough trimming and sawing of monumental and building stone such as marble, granite, sandstone etc. Detailed structure and explanatory notes 83 ,quarrying, crushing and breaking of limestone ,mining of gypsum and anhydrite ,mining of chalk and uncalcined dolomite ,extraction and dredging of industrial sand, sand for construction and gravel ,breaking and crushing of stone and gravel ,quarrying of sand ,mining of clays, refractory clays and kaolin
  - c) 4663- To deal with Wholesale of construction materials, hardware, plumbing and heating equipment and supplies
  - d) 5224-To carry business on Cargo handling which includes loading and unloading of goods or passengers' luggage irrespective of the mode of transport used for transportation ,stevedoring ,loading and unloading of freight railway cars
  - e) 4649- To carry business of the wholesale of other household goods

- f) 1393- To manufacture of carpets and rugs
- g) 2220- To Manufacture of plastics products
- h) 2391- To conduct with manufacture of refractory products
- i) 2395- To deal with manufacture of articles of concrete, cement and plaster
- j) 2029- To manufacture of other chemical products
- k) 4610- To carry on the business of wholesale on a fee or contract basis
- l) 3315- To deal with repair of transport equipment, except motor vehicles
- m) 3312- To carry on the business of repair of machinery
- n) 4659- To conduct with wholesale of other machinery and equipment
- o) 0891- To deal with mining of chemical and fertilizer minerals
- p) 0899- To carry on the business of other mining and quarrying
- q) 2012- To manufacture of fertilizers and nitrogen compounds
- r) 5229- To deal with other transportation support activities
- s) 8212- To carry on the business of combined office administrative service activities
- t) 4922- To deal with other passenger land transport
- u) 4722- To conduct with retail sale of beverages in specialized stores
- v) 7710- To deal with renting and leasing of motor vehicles
- w) 3822- To deal with treatment and disposal of hazardous waste
- x) 4100- To conduct with construction of buildings

y) 4329- To conduct with other construction installation including installation in buildings or other construction projects of: elevators, escalators ,automated and revolving doors ,lightning conductors ,vacuum cleaning systems thermal, sound or vibration insulation.

4. The liability of members is limited

**5. The authorized share capital of the company is Tanzania shillings One hundred million only (Tshs. 100,000,000.00) divide into 1000 ordinary shares each of Tanzania shillings One hundred thousand Only (Tshs.100,000.00)**


We, the several persons whose names and addresses 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.

Name, postal address and description of subscribers	Number of shares taken by each subscriber	Signature of each subscribers
<b>1. TWAHA ALLY KABAJEMI</b> <b>P.O.BOX 15066</b> <b>DAR ES SALAAM</b>	<b>500</b>	<b>SIGNED</b>
<b>2. AMINA JABIR SAID</b> <b>P.O.BOX 15066</b> <b>DAR ES SALAAM</b>	<b>200</b>	<b>SIGNED</b>

Dated at Dar es Salaam this .....day of .....2019

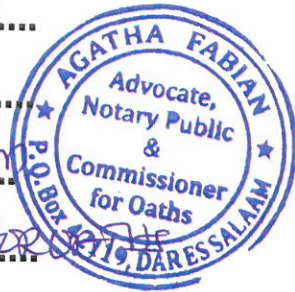
WITNESS to the above Signature

Name: AGATHA FABIAN

Signature: 

Address: BOX 42119 DSM

Qualification: Commissioner for Oaths



**THE COMPANIES ACT (CAPA. 212)**  
**PRIVATE COMPANY LIMITED BY SHARES**

**Articles of association**

**Of**

**KABAJEMI COMPANY LIMITED**

**INTERPRETATION**

1. In these articles:-

"The act" means the companies act.

"The act" means the articles of the company.

"Clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"The seal" means any person appointed to perform the duties of the secretary of the company.

"secretary" shall mean any person appointed to perform the duties of secretary of the company.

Expressions referring to writing shall unless the contrary intention appears be construed as including references to printing lithography, photograph and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the act or any statutory modification thereof in force at the date at which these articles become binding on the company

**MEMBERS**

2. The number of members with which the company proposes to be registered is 4 but the directors may from time to time register an increase of members.

3. The subscribers to the memorandum of association and such other persons as the directors shall admit to membership shall be members of the company .

### **GENERAL MEETINGS**

4. The company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it, and not more than fifteen months shall elapse between the date of one annual of the company and that of the next.

Provided that so long as the company holds its annual general meeting within eighteen months of its incorporation , it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place, as the directors shall appoint.

5. All general meeting other than annual general meeting shall be called extraordinary general meetings.
6. The directors may whenever they think fit, convene an extraordinary general meeting , and extraordinary general meeting shall also be convened on such requisition, or in default may be convened by such requisition as provided by section 133 of the act. If at any time there are not within the Tanzania sufficient directors capable of acting to form a quorum, any director or any two members in the same manner as nearly as possible as that in which meeting in the same manner as nearly as possible as that in which meeting may be convened by the directors

### **NOTICE OF GENERAL MEETING**

7. Every general meeting shall be called by twenty –one clear days notice in writing at the leisters . the notice shall specify the place , the day and hour of meeting and in case2 of special the place they day and hour of meeting of meeting and in case of special business the general nature of that business.

Provided that a meeting of the company shall, notwithstanding that it is called by sorter notice than that specified in this article be deemed to have been duly called if it so agreed.

- (a) in the case of a meeting called as the annual general meeting by all the members entitled to attend and vote thereat and
- (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote at the meeting being a majority together representation not less than ninety five percent of the total voting rights at that meeting of all the members
8. subject to the provisions of the articles, the notice shall be given to all the members, to all persons entitled to share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omission to give notice of a meeting to, or the non receipt to notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
  9. All business shall be deemed special that is transacted at an extraordinary general meeting and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors the election in the place of those retiring and the appointment of, and fixing of the remuneration of the auditors.
  10. No business shall be transacted at any general meeting unless a quorum of members is present, at the time when the meeting proceeds to business two persons entitled to vote on the business to be transacted each being a member or a proxy for a member or duly authorized representative of a corporation shall be a quorum.
  11. If within half an hour from the time appointed for the meeting quorum is not present, or if during the course of a meeting a quorum is not present, the meeting shall stand adjourned to the same day in the week, at the same time and place, or to such other day such other time and place as the directors may determine.
  12. The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the general meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the directors present shall elect one of their number to be chairman of the meeting, and, if there is only one director and willing to act, he shall be chairman.

13. If at any meeting no director is willing to act as chairman or no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of the numbers to be a chairman of the meeting.
14. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if directed by the meeting), adjourn the meeting from time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more at least seven clear days notice of the meeting and the general nature of the business to be transacted. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
15. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on declaration of the results of the show of hands) demanded:-
- a) By chairman; or
  - b) By at least (three) members present in person or by proxy; or
  - c) Any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting. Unless a poll has been so demanded or carried or carried unanimously, or by a particular majority, or lost and an entry to the effect in the book containing the minutes of proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.
- The demand for a poll may, before the poll is taken, be withdrawn.
16. Except as provided in article 18, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the results of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
17. In the case of an equality of votes whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
18. A poll demanded on the election of a chairman, or on a question of adjournment shall be taken immediately.

- 19. A poll demanded on any other question shall be taken either immediately or at such time as the chairman directs, and any business other than upon which a poll has been demanded may be preceded with pending the taking of the poll.
- 20. A resolution in writing executed by or on behalf of each member who would have entitled to vote upon it if had been proposed at a general meeting at which he was present shall have effect as if it had been passed at a general meeting duly convened and held, and consist of several instruments in the like from each executed by or on behalf of one more member.

**VOTE OF MEMBERS**

- 21. Every member shall have one vote.
- 22. Member in respect of whose estate a manager has been appointed under section 26 of the Mental Diseases Act, may vote, whether on a show of hands or on a poll, by his said manager and any such manager may, on poll, vote by proxy.
- 23. No member shall be entitled to vote at any general meeting unless all moneys presently by him to the company have been paid.
- 24. On a poll votes may be given either personally or by proxy.
- 25. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or if the appointed is a corporation, either under sea) or under the hand of an officer or attorney duly authorized. A proxy needs not a member of the company.
- 26. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposit at the registered office of the company or at such other place within the Territory as is specified for that purpose in the notice convening the meeting of adjourned meeting, not less than 48 hours before the time for holding the meeting of adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, and in default the before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- 27. An instrument appointing a proxy shall be in the following form or a form as near hereto as circumstances admit

..... limited.  
 I/We.....  
 .....being a member/members of  
 the above named company, hereby appoint.....of or  
 failing him ..... of  
 ..... as my/our proxy to vote for me/us on my/or

behalf at the {annual or extraordinary, as the case maybe} general meeting of the company to be held on the .....day of ..... 20 ..... and at any adjournment thereof.

Signed this .....day of .....20.....

28. Where it is desired to 3 third members an opportunity of voting for or against a resolution the appointing a proxy shall be in the as circumstances admit

....., limited.

I/We.....  
of ..... Being a member/members of the above named company, hereby appoint.....of or failing him..... of

..... as my/our proxy to vote for me/us on my/or behalf at the {annual or extraordinary, as the case maybe} general meeting of the company to be held on the ..... day of .....20 ..... and at any adjournment thereof. This form is to be used in favor of / against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

Strike out whichever is not desire"

29. The instrument appointing a proxy shall be deemed to confer authority to deemed or join in demanding a poll.

30. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy or by the duty authorized representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at its registered office (or at such other at which the instrument of proxy was dilly deposited) before the commencement of the meeting or adjourned meeting at which at which the proxy is used.

### **CORPORATIONS ACTING BY REPRESENTATION AT MEETINGS**

31. Any corporation which is a member of the company may be resolution of its directors or other governing body authorize such person as it thinks fir to act as its representative at any meeting of the company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the company.

## **DIRECTORS**

32. The Number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them and until such determination the signatories to the Memorandum of Association shall be the first director. Unless otherwise determined by ordinary resolution, the number of directors shall not be subjected to any maximum but shall not be subjected to any maximum but shall less than two.
33. The remuneration of the directors shall from time to time be determined by the company in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors shall also be paid all traveling, hotel and other expenses properly incurred by them in attending and returning from meetings expresses properly incurred by them in attending and returning from meetings of the directories or any committee of the directors or general meetings of the company or in connection with the business of the company.
34. The following persons shall be first Directors to the Company
- i. **TWAHA ALLY KABAJEMI**
  - ii. **AMINA JABIR SAID**
35. The Board of Director shall appoint one of them to the office of Managing Director of such period and on such terms as they think fit and may revoke such appointment.
36. The Board of Directors may entrust to and confer upon a Managing Director any of the power exercisable by it upon such terms and conditions and with such restriction as it may think fit, and either collaterally with or to the exclusions of its own powers.

## **BORROWING POWERS**

37. The directors may exercises all the powers of the company to borrow money, and to mortgage or charge its undertaking and property, or any thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for debt, liability or obligation of the company or any third party

## **POWERS AND DUTIES OF DIRECTORS**

powers so to any such regulations the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying

52. All act done by a meeting of the director or of a committee of directors or by a person acting as a director shall., notwithstanding that it be after wards discovered that there was some defect in the appointment of any such director, or that any of them are disqualified from holding of any such director, or office or were not entitle to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and was entitle to vote.
53. A resolution in writing signed by all the directors entitle to receive of a meeting of the directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of the directors or [as the case may be] a committee of directors duly convened and held, and may consist of several documents in the like form each signed by one or more directors.

#### **SECRETARY**

54. The secretary shall be appointed by the directors for such terms, at such remuneration and upon such conditions as they may think fit and any secretary so appointed may be removed by the.
55. A provisions of the Act or these articles requiring or authorizing a thing to be done by or to a director and secretary shall not be certified by its being done by or to the same person acting both as director and as or in place of, the secretary.

#### **THE SEAL**

56. The seal shall only be used by the authority of the directors or of a committee of the directors authorized by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall by a director and by the secretary or by a second director
57. The seal shall cause proper books of account to kept with respect to:-
- (a) All sums of money received and expended by the company and the matters in respect to which the receipt and expenditure takes place:
  - (b) All sales and purchases of goods by the company; and
  - (c) The assets and liabilities of the company

application may, at like discretion either be employed in the business of the company or be invested in such investments [other than shares of the Company] as the Directors may from time think fit

### **ACCOUNTS**

73. The director shall cause proper books of accounts to be kept with respect to:
- (a) All sums of money received and expended by the company and the matters in respect of which the receipt and an expenditure taken place
  - (b) All shares and purchases of goods by the company and;
  - (c) The assets and liabilities of the company proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions
74. The books of account shall be kept at the Registered office or at such other place as the Directors think fit and shall always be open to inspection by the other members
75. The Directors shall from time to time cause to be prepared and to be laid before the company in general meeting such profit and loss accounts balance sheets group account [if any] and reports
76. Auditors shall be appointed and their duties regulated in accordance with the Act
77. A notice may be given to any member either personally or by sending it by post addressed to him at his registered address.

### **WINDING UP**

78. If the Company shall be wound up, the liquidator may with the sanction of a special resolution of the Company and any other sanction required by the Act divide among the members in special dividend the whole or any part of the assets of the Company [whether they shall consist of property of the same kind or not] and may, for such purpose set such value as he deems fit upon any property to be divided as aforesaid and may determine how much division shall be carried out as between the members of different classes of members

We, the several persons whose names and addresses 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

Name, postal address and description of subscribers	Number of shares taken by each subscriber	Signature of each subscribers
1.TWAHA ALLY KABAJEMI P.O.BOX 15066 DAR ES SALAAM	500	SIGNED
2.AMINA JABIR SAID P.O.BOX 15066 DAR ES SALAAM	200	SIGNED

Dated at Dar es salaam this.....day of.....2019

WITNESS to the above Signature:

Name: AGATHA FABIAN

Signature [Handwritten Signature]

Postal Address: BOX 4219 DSA

Qualification: COMMISSIONER FOR OATHS

