

THE COMPANIES ACT NO. OF 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

WAY IMPEX CO. LIMITED

Incorporated this.....day of.....2017

Drawn by
KUYELA JUMA MAULID
(SUBSCRIBER)
P.O. BOX 75667
DAR ES SALAAM



5000/-
362899 07/18/17
Abraham

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
WAY IMPEX CO. LIMITED

25000/-
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1. The name of the Company is "WAY IMPEX CO. LIMITED"
2. The registered office of the company will be situated in the Republic of Tanzania.
3. The objectives for which the company is established are.
 - a) To carry on business as general traders, to engage in business as commission agents of all kinds including forwarding and clearing agents, insurance agents, commission agents, insurance brokers, court brokers, auctioneer, manufactures' representative and any other agency that can conveniently be carried on for the purpose of enhancing the company's objects.
 - b) To carry on all or any of businesses of clearing and forwarding agents ship owners, shipbrokers, and ships' Agent, managers of shipping property, freight contractors, landing agents, storekeepers, warehousemen, tug owners and operators, and to provide logistic and support services to ships generally.
 - c) To carry on the business as manufacturers, principals or agents representatives of importing, exporting, buying, selling, distributing of motorcycle, motor vehicles, cars, trucks, lorries or other vehicles, bicycles, motor vehicles spares and parts of all descriptions, railway, fuel and other oils, petroleum of all kinds and other spares, accessories, motor cycles, bicycles, tractors, fishing gears, new and second hand spare parts and accessories and generally to deal in all types of motor spare parts and industrial and agricultural machinery and parts, electronic goods and accessories thereof.

Abraham

- d) To carry on the business as importers, exporters, packers, suppliers, distributors, general merchants, sellers, buyers, worldwide traders, wholesalers, retailers, dealers in goods, consumable articles, general merchandise and commodities, agricultural products such as instant coffee, raw coffee, maize, wheat, tea, rice, jute, bags, corn, sugar, beans, sisal, hides, leather products, leather goods, beeswax, honey, coconuts and coconut products, green peas, food and cash crops including livestock farming of every kind.
- e) To own, hire, rent, operate transport facilities including trucks, lorries, saloon cars, combies, carries, taxis, aero plane and ships including steamers, barge boats and tug-boats for the express or implied purpose carrying or ferrying cargo, passengers, tourist and to act as transport and general haulage contractors and consultants, tour operators, travel agents, clearing and forwarding agents and to own, lease or hire godowns, warehouses, bonded warehouses, goods sheds and seal like facilities for the purpose of storing, preserving, packaging and repacking goods, cargo and all other articles and goods whatsoever to facilitate transportation, air freight and general delivery thereof whatsoever to customers and owners.
- f) To carry on the business clearing and forwarding agents, freights forwarders, transporting of goods and passengers, trucking, importing and sale of motor vehicles, lorries, cars, micro buses, tractors, spare parts, self or chauffeur drive for transportation of passengers and goods within Tanzania and or in carrying on the business of grain and seed merchants and millers of all types of food products, Agricultural Equipments and all general merchandise.
- g) To carry on the business of transporters haulage contractors and general carriers and conveyors of goods by land, water or air and deal in the business of passenger transporters taxis hires, tour operators for private and the public. Purchase, character hires or otherwise acquire all kinds of motor vehicle, air crafts, marine, river and lake vessels and to use for the purposes above mentioned.

- l) To set up and to otherwise acquire and operate the business of hotel motels, restaurants, cafes, taverns road house, casinos, apartment house keepers, lodging guest house, safari lodges and any similar trade, and to engage in the business of catering, food beverage, beer and spirit suppliers.
- m) To carry on the business of fishing, fish processing, breeding, fish farming and any other sea products and to stock the same for local distribution and exporting.
- n) To carry on the business of importers of industrial machinery, agricultural machinery, office machines and equipment's and any other goods of whatever description that can conveniently be imported and distributed by the Company for the purpose of enhancing its profits.
- o) To carry on the business of buying, selling, distributing and merchandising of goods of every description including but not limited to agricultural products, sea products, industrial machinery, equipment, spares parts, tools and accessories, hardware, textiles, stationery, confectionery, footwear, building material, electrical appliances and any other goods that can conveniently be traded in.
- p) To carry on the business of processing manufacturing, packing and distributing and other related products.
- q) To engage in the cultivation and export of agricultural produce and sea products, industrial products, textiles, consumable goods and goods of any other description.
- r) To process and manufacture all or any kind of industrial and agricultural products, building materials, consumer goods, electrical wood, metal, sanitary ware, pulp and paper products, sea products and other foodstuff for local distribution and export.

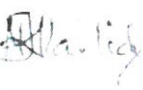


- s) To carry on the business of printing, book publishers, bookshops, duplicators, copiers, stationery, secretarial services of all kinds, book binders, post cards, printer and any other articles or things of a character similar or analogous to the foregoing or connected therewith.
- t) To carry on within the United Republic of Tanzania and elsewhere the business on clearing and forwarding, packers, shipping importers and exporters, warehousing stores, dealers in hirers, repairers, cleaners, stores and fumigators of vehicles and general carriers of goods, garage proprietors and sellers of all types of motor vehicles.
- u) To promote, establish, take over, acquire engage and carry on the business of travel agents, tourist agents safari and tour operators, safari outfitters, organizer of hunting and site seeing trips, wildlife and fishing safaris, photographic expeditions and provision of conveniences and guidance general as may required of tourist, passengers and others.
- v) To carry on the business of repairs, servicing and deal in spare parts of agricultural and industrial machinery and equipment, motor vehicles and machinery, or equipment of any other description.
- w) To purchase or otherwise acquire for any estate of interest any business, undertaking property, assets or rights of any kind, patents, patent rights, inventions and concessions and to develop and turn to account and deal with the same in such manner as may be though expedient.
- x) To engage in and carry on the business of architects, surveyors, valuers, designers, draughts men, planners, supervises and consultants on the business aforementioned.
- y) To advise and prepare plans, drawings, binders documents and specifications for projects of all kinds including engineering works and to advise generally regarding planning, construction, maintenance, improvement, development, supervision, management and control of such works.

- z) To carry on the business of importers, dealers and distribution of kerosene, petroleum, crude oil, motors, spirit, mineral oil, lubricating oil, industrial diesel oil, jet oil, greases and all other kinds of minerals and petroleum products.
- aa) To carry on the business of general merchandise, general stockist importers, exporters and wholesalers and retail traders of or otherwise dealers in hard wares, glass wares, building materials, utensils, cookery, cutlery hosiery, ready garments, clothing materials, different textiles and sundries.
- bb) To carry on business of metal scarps, iron mongery, machinery, turners, spares parts of every description, house hold fittings and requirements and other articles and commodities of personal household use and consumption, provisions, groceries, medicines, drugs surgical, optical photography and other laboratory instruments and apparatus, stationeries and generally in manufactured goods of all types and merchandise of all kinds.
- cc) To carry on the business of mining, gemstones and valuables mines.
- dd) To buy, sell manufacture and deal in all types of mineral, to carry on the business of mining, smelting and refining any types of minerals, to employ mining experts, agents, enter into partnerships with companies which have expertise in the field of mining for exploring, surveying prospecting and land development for the purpose which will be beneficial to the company in the execution on the foregoing objects.
- ee) To carry on the business of diamond and general processors of minerals from their ram form into a form ready for use and consumption both and abroad and internally.
- ff) To carry on the business of Chemists, druggists, drysalters, oil and colourmen, importers, exporters and manufactures of and dealers in compounds, oil, paints, pigments and varnishes, glue and colour grinder, makers of and dealers in proprietary articles of all kinds and electrical, chemical photographically, surgical and scientific apparatus and materials.

- gg) To carry on the business of pharmaceutical and general chemists and druggists and manufactures of and dealers in all kinds of toilet requisites and manufactures of all kinds of boxes cases wholly of card board, wood, metal, or otherwise and printers, colour printers, publishers candle makers, manufactures of perfumes and to buy, sell manufactures regime, manipulate, import, export and deal in all substances, apparatus and things capable of being used in any such business as aforesaid, or required by any customers or person having dealing with the company, either the wholesale or retail.
- hh) To act as business promotes of industrial, agricultural and commercial activities, including investment and supply of technical, financial, and managerial assistance.
- ii) To amalgamate, enter into partnership or into any arrangements for sharing profits, union of interest, cooperation, joint-venture, reciprocal concession or otherwise, with any person, firm or company carrying on or engage in any business of transaction capable of being conducted so as directly or otherwise acquire, share and securities of any such company and to sell, hold, reissue, or otherwise deal with the same.

And it is hereby declared that the word "company" in this clause except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Tanzania or elsewhere, and that the intention is that each of the objects set forth in any sub-clause of this clause shall not, except when the context expressly so requires, be in wise limited or restricted by reference to or inference from the terms of any other sub-clause or by the name of the company.

4. The liability of the member is limited.
5. The share capital of the company is Tshs. 10,000,000/= Divided into 100 shares of Tshs. 100,000/- each and the company shall have the power to divide the original or any increased capital into several classes, and to attach there to any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions as may be determined by or in accordance with the regulations of the company.

Name, Addresses, And Description Of Subscribers	Number Of Shares Taken By Each Subscribers	Signature
1. KUYELA JUMA MAULID P.O.BOX 75667 DAR ES SALAAM	50	
2. MUSSA YOHANA SHABANI P.O.BOX 75667 DAR ES SALAAM	30	
3. MAULIDI JUMA MAULIDI P.O.BOX 75667 DAR ES SALAAM	20	

Dated at..... this..... day of 2017.


Witness to the above signatures:

Name: ALICHAH MUKERRA KICOMBE

Signature: 

Postal Address: PO BOX 75667 DAR ES SALAAM

Qualification: ADVOCATE


 Confirmed to be
 correct original
Alichah

Strike out whichever is not desire

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

29. A vote given in accordance with the terms of an instruments of proxy, or poll demanded by proxy, or by the duly 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 instrument of proxy of proxy was duly deposited) before the commencement of the meeting or adjointed meeting at which the proxy is used

CORPORATIONS ACTING BY REPRESENTATION AT MEETING

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

DIRECTORS

31. The Number of the directors and the names of the first directors shall be determined in writing by the subscribers by the subscribers of the memorandum of association or majority of them and until such determination the signatories to the Memorandum of Association shall be the director. Unless otherwise determined by ordinary resolution, the number of directors, the number of directors shall not be subject to any maximum but shall not subject to maximum but shall not less than two.

1. KUYELA JUMA MAULID

2. MUSSA YOHANA SHABANI

3. MAULIDI JUMA MAULIDI

32. The remuneration of the directors shall from time be determined be the company in general meeting. Such remuneration shall be to accrue from day to day. The director s shall be paid all traveling, hotel and expenses properly incurred by attending and returning from meeting expresses properly incurred by them in attending returning from meeting of directors or any committee of the or general meeting the company in connection with the business of the company

THE COMPANIES ACT 2002

5000/-
362899 07/08/17

COMPANY LIMITED BY SHARES

DD handle

ARTICLES OF ASSOCIATION

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OF

Printed and Registered at the Registrar of Companies

WAY IMPEX CO. LIMITED

1. In these articles

The Act" means the Companies Act;

The Articles 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 moderns of representing r reproducing 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 proposed to register is 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 director's 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 first 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 meetings other than annual general meetings shall be called extraordinary general meetings.
6. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitions, 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 of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meeting may be convened by the directors.

NOTICE OF GENERAL MEETINGS

7. Every general meeting shall be called by twenty-one clear days notice in writing at the least. The notice shall specify the place, the 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 shorter 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.

PROCEEDING AT GENERAL MEETINGS

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 a 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 at 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 if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members 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 to 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 adjourned meeting shall be given specifying the time and place 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 result of the show of hands demand:-

- (a) by the chairman ; or
- (b) by at least (three) members present in person or by proxy; or
- (c) by any member of 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 be so demanded a declaration by the chairman that a resolution has on a show of hands been 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 articles 18, if a poll is dully demand it shall be taken in such manner as the chairman directs, and the result of the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demand.

17. In the case of an equality of votes, whether on a shoe 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, 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 proceeded with pending the taking of the poll.

19. A resolution in writing executed by or on behalf of each member who would have been 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 MEMBER

20. Every member shall have one vote.

21. 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 a poll, vote by proxy.

22. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.
23. On a poll votes may be given either personally or by proxy.
24. 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 need not be a member of the company.
25. 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, not less than 48 hours before the time for holding the meeting of adjourned meeting at which the per son 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.
26. An instrument appointing a proxy shall be in the following form or a form as near hereto 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 theday of.....200.....and at any adjournment thereof
 Signed this day of200....."
27. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit".....Limited.
 I/We.....of....., being a member/members of the above - named company, hereby appoint....., 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.....200.....and at any adjournment thereof.
 Signed thisday of200....."
 This form is to be used* in favour of / against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit

BORROWING POWERS

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

POWERS AND DUTIES OF DIRECTORS

34. Subject to the provisions of the Act, the memorandum and the articles and to any directors given by special resolution, the directors, who may exercise all the powers of the company, shall manage the business of the company, No alteration of the memorandum or articles and no such directions shall invalidate any prior act of the directors, which would otherwise have been valid. The powers given by these articles shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
35. The directors may be power of attorney appoint any person to be the attorney or agent of the company for such purpose and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.
36. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the company, shall be signed drawn, accepted, endorsed, or otherwise executed, as they case may be, in such manner as the directors shall from time to time by resolution determine.
37. The directors shall cause minutes to be made in books provided for the purposes:-
- (a) Of all appointments made by the directors;
 - (b) Of the names of the directors present at each meeting of the directors and of any committees of the directors.
 - (c) Of all resolution and proceedings at all meetings of the company, and of the directors, and of committees of directors.

DISQUALIFICATION OF DIRECTORS

38. The officer of director shall be vacated if the directors:-

- (a) Without the consent of the company in general meeting holds any other office of profit under the company; or
- (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) Cases to be a directory by virtue of any provision of the Act or becomes prohibited by law from being a director; or
- (d) Becomes of unsound mind; or
- (e) Resigns his office by notice in writing to the company; or
- (f) Is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in manner required by the Act.

A director shall not vote in respect of any contract in which he is interested or any matter arising thereat, and if he does so vote shall not be counted.

A director shall not vote in respect of any contract in which he is interested or any matter thereat, and if he does so vote shall not be counted.

39. The company may by ordinary resolution appoint a person who is willing to act as director to fill vacancy or be an additional director.

40. The directors may appoint a person who is to act to be a director, either to fill a vacancy or as an additional director, but so that the total number of directors shall not at anytime exceed the number fixed by or in accordance with these articles. Any director so appointed shall hold office any until the next following annual general meetings, and shall then be eligible for re-election.

41. The company may by ordinary resolution, of which special notice had been given in accordance with section 144 of the Act, remove any director before the expiration of his period of office notwithstanding anything in the articles or any agreement between the company and such director, Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.

42. The company may by ordinary resolution appoint another person in place of a director remove from office under the immediately preceding article. Without prejudice to the powers of the directors under articles 40 the company in general meeting may appoint any person to be a director either to fill a vacancy or as an additional director.

43. Subject to the provisions of the Articles, the directors may regulate their meetings as they think fit. Questions arising at a meeting shall be decided by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any directors who are absent from Tanzania.
44. The quorum necessary for the transaction of the business of the directions may be fixed by the directors and unless so fixed shall be two.
45. The continuing directors may act notwithstanding any vacancy but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the act for the purpose of increasing the number of directors to that number, or summoning a general meeting of the company, but for no other purpose.
46. The directors may appoint one of their numbers to be the chairman of the board of directors and determine the period of which he is to hold office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if no such chairman is appointed, or if he is unwilling to preside, or if any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present within five minutes after the time appointed for holding the same, the directors present may present may choose one of their number to be chairman of the meeting.
47. The directors may delegate any of their powers to any committee consisting of one or more directors; any committees so formed shall in the exercise of the 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.
48. All act done by a meeting of the directors or of a committee of directors or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director, or that any of them were disqualified from holding of any such director, or that any of them disqualified from holding office, or had vacated office, or were not entitled to voted be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and was entitled to vote.

49. A resolution in writing signed by all the directors entitled 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

50. The Secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

51. A provisions of the Act or these articles requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

THE SEAL

52. 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.

53. The seal shall cause proper books of account to be 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.

Property books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and air view of the state of the company's affairs and to explain its transactions.




54. The books of account shall be kept at the registered officer of the company, or subject to section 151 (4) of the Act, at such other place or places as the directors think fit and shall always be open to the inspection of the company.

55. No number shall (as such) have right of inspecting any accounting records or other book or document of the company except as conferred by status or authorized by the directories or by ordinary resolution of the company

56. The directors shall from time to time in accordance with sections 153, 155 and 150 of the Act, cause to be prepared and to be laid before the company in general meeting, such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
57. In accordance with section 164 of the Act, the copy of the company's annual accounts to be laid before the company in general meeting.


AUDIT


58. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.
59. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of directors need not be in writing. The company may give any notice to a member either personally or by sending it by post in a prepared envelope addressed to the member at his registered address, or by leaving it at that address. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of seventy- two hours after the letter containing the same was posted. A member whose registered address is not within the Tanzania and who gives to the company an address within the Tanzania at which notices may be given him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.

Name, Addresses, And Description Of Subscribers	Number Of Shares Taken By Each Subscribers	Signature
1. KUYELA JUMA MAULID P.O.BOX 75667 DAR ES SALAAM	50	
2. MUSSA YOHANA SHABANI P.O.BOX 75667 DAR ES SALAAM	30	
3. MAULIDI JUMA MAULIDI P.O.BOX 75667 DAR ES SALAAM	20	

Dated at DAR-ES-SALAAM this August day of 21 2017.

Witness to the above signatures:

Name ALICHAH MUKADD KICOMBE
 Signature 
 Postal Address P.O. BOX 75667 DAR ES SALAAM
 Qualification WITNESS


 Certified true
 copy of original
Allichah