

THE COMPANIES ACT, 2002

(CAP 212)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

SEASONS ORCHARDS LIMITED

Incorporated this day of 2017

DRAWN BY:

NYAGAWA & COMPANY ADVOCATES

P. O. BOX 35813

CHANIKA STREET, OFF BAGAMOYO ROAD

DAR ES SALAAM

THE COMPANIES ACT, 2002

(CAP 212)

COMPANY LIMITED BY SHARES

Memorandum of Association

Of

SEASONS ORCHARDS LIMITED

1. The name of the company is **SEASONS ORCHARDS LIMITED**.
2. The registered office of the company will be situated in the United Republic of Tanzania.
3. The objects for which the company is established are
 - I. To carry on all activities related to processing and exporting of fresh products.
 - II. carry on the business of farming, production, harvesting, procurement, grading, pooling, handling, marketing, agriculture and horticulture in all their respective farms and branches and to grow, produce, manufacture, process, prepare, refine, extract, manipulate, hydrolyze, deodorize, grind, bleach, hydrogenate buy, sell or otherwise deal in all kinds of agricultural, horticultural and farm produce and products including seeds, plants, flowers, vegetables, fruits and preparation of any nature or description.
 - III. To manufacture, produce, refine, process, formulate, buy, sell, export, import or otherwise deal in all types of heavy and light chemicals. chemical elements and compounds, including without limiting the generality of the foregoing, laboratory, and scientific chemicals or any nature used or capable of being used in the Pharmaceutical industry, agricultural chemicals, fertilizers, petrochemicals, industrial chemicals or any mixtures, derivatives and compounds, thereof.

- IV. To render technical services, consultancy Services, Training, Research and development and all other activities for the promotion of the interests of its members
- V. To develop, establish and maintain and aid in the development, establishment and maintenance of industries for the manufacture of machinery, equipment's, implements, tools, accessories agrochemicals and fertilizers used for developing, growing, raising, processing, packaging of all kinds of seeds.
- VI. To sell, purchase, import, export, take or let on hire or lease, repair, alter, improve, deal in machinery, equipment, implements, tools, accessories, used for developing, growing, raising processing packaging of all kinds of seeds and for attainment of main objects.
- VII. To develop, establish and maintain and aid in the development, establishment and maintenance of laboratories, research stations and programmers for the purpose of effecting improvement of foundation stocks of seeds and seed industry and agricultural products in general.
- VIII. To provide and arrange for technical training, education, and advice to any person in respect of any matters connected with or incidental to main objects of the company.
- IX. To purchase, take on lease or in exchange or otherwise acquire and/or supervise manage, develop and cultivate farms, agricultural land urban or rural property which the company may think necessary or convenient for the purpose of its business.
- X. To acquire, construct, carry out, equip maintain, alter, improve, develop, manage, work, control and superintend any electric light or gas works, power plants, telegraphs and telephones and any lands, plantations, reservoirs, waterworks, tanks, bridges, markets
- XI. worker's houses and bustees, villages, roads, ways, adequate water courses, dykes, drains, wharves dye-works, furnaces, crushing works, hydraulic works, mills, workshops, factories, godowns, warehouses, sheds, dwellings, offices, shops stores, buildings and other works and conveniences which may seem directly or indirectly conducive to any of the objects of the company and to contribute to, subsidies or otherwise aid by taking part in any such operations.

- XII. To buy, sell, plant, cultivate, convert, store, trade in, import, export and generally to deal in all the materials, substances, articles and things capable of being used in any business which the company is competent to carry on and to turn to account, experiment with, render marketable and deal in any of the by-products incidental to or obtained in any of the business carried on by the company.
- XIII. To do all or any of the above things either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise and to do all such things as are incidental or conducive to the attainment of the above objects.
- XIV. To apply for, purchase, enter into any contract for or otherwise acquire any Indian or foreign patent, brevets invention, monopoly, process, trade mark, right, privilege, concession and the like conferring any exclusive or non-exclusive right calculated directly or indirectly to benefit the company and to use, exercise, develop or grant licenses irrespective of or otherwise turn to account the property, right or information so acquired.
- XV. To enter into partnership or any joint arrangement or arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concessions with any government authority, company (whether incorporated in India or outside of India), firm or person carrying on or proposing to carry on any business with in the objects of the company and to acquire and hold sell, deal with dispose of shares, stocks, debentures or securities in this behalf.
- XVI. To enter into, adopt, carry out and give effect to any agreement or arrangement between the company, or any director or member thereof and any government, authority, company (whether incorporated in India or outside of India), firm or person in any way concerning the company or which may seem conducive to the company's objects.
- XVII. To pay out of the company's funds the costs and expenses incurred in connection with all matters preliminary and incidental to the formation, promotion and incorporation of the company.

XVIII. To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the company.

XIX. To purchase or otherwise acquire and undertake all or any part of the business, property, assets and liabilities of any company, firm or person carrying on any business which the company is authorized to carry on or which may seem conducive to the company's objects.

XX. To open bank accounts and to draw, make, accept, endorse, discount, execute and issue checks, promissory notes, bills of Exchange, bill of lading, warrants and other negotiable or transferable instruments.

XXI. To invest any moneys of the Company not for the time being required for any of the purposes of the company in such investments other than shares or stock in the company, as may be through proper and to hold, sell or otherwise deal with such investments.

XXII. To adopt such means of making known the products and activities of the Company as may seem expedient and in, particular by advertising in the press, by circulars pamphlets, hand bills, posters and cinema slides, by purchase and/or exhibition of works of art or interest, publications and organizing and participating in exhibitions.

XXIII. To employ, retire, retrench, lay-off, suspend, terminate the appointment of or dismiss executives, managers, assistants, clerks and other employees and to remunerate them at such rates as shall be thought fit.

XXIV. To aid, peculiarly or otherwise any association body or movement having for an object the solution, or surmounting of industrial or labor problems or troubles or the promotion of industry or trade.

XXV. To establish and support, or aid in the establishment and support of association institutions, funds, trusts and conveniences calculated to benefit persons who are or have been directors or employees of the company or any company which is a subsidiary or associate of the company or the dependents or relatives of such persons and to grant them pensions, gratuities, allowances or other benefits and generally to provide them welfare.

- XXVI. To institute, conduct and defend all actions and legal proceedings against the company and its officers and to refer any claim or demand by or against the company and its officers to arbitration and to perform or challenge the awards if necessary.
- XXVII. To carry on the Business of store keepers in all its branches to buy, sell and deal in goods, stores consumable articles, chattels and effects of all kinds, both wholesale and retail.
- XXVIII. To carry on business as importers and exporters of goods or merchandise of any description or to act as shippers, underwriters, commission agents, advertising agents, traveling agents, transport agents forwarding and clearing agents, brokers, and estate agents.
- XXIX. To hold up, develop, sell, dispose of and deal with lands or hire deterrments of any tenure and all types of mines, timber and other rights and generally any property supposed to contain minerals or precious stone of any kinds, and undertaking connected therewith to explore, work, exercise, develop, finance and turn to account the same.
- XXX. To carry on general business of providing comparative information about the characteristics, interest or other attributes of individuals, communities, organizations countries, or other social units and of any articles or commodities or economic, trends or persons whatsoever, to design, invent, prepare, own, make use or lease, sell or otherwise dispose of and to deal in and with computers, data processing machines, tapes cards and memory equipment.
- XXXI. To grow, take on lease, acquire develop, deal in plantations and forests and to process in all aspects of timber, wood, plywood, and all kinds of wood and to make products where in wood is a constituent part and to design, develop, fabricate any products involving the substantial use of wood.
- XXXII. To manufacture produce, refine, prepare purchase, store, sell and to trade and deal in petroleum and all kinds of mineral oils, and all product and by-products thereof including wax, paraffin, soap, paints, varnish, lubricant, illuminant and candles, glycerin and Steering.

XXXIII. To carry on business of manufacturers and dealers, importers and exporters of natural and synthetic, powders, adhesives.

XXXIV. To engineer, develop, design, assemble, manufacture, produce, import, export, buy, sell, operate, run, let on hire and otherwise deal in all kinds of earth moving and agricultural machines, petrol and diesel engines, heavy vehicles, and machines for agricultural and land reclamation, drainage irrigation, water works, engineering and forest clearing pumping and spraying machines, tools, plants, tractors equipment's, tube well and pumps.

XXXV. To carry on all or any of the business of transport, cartage, and haulage contractors garage proprietors, owners, and charterers of road vehicles, air crafts, ships, tugs, barrage and boats of every description, lighter man carriers of goods and passengers by road, rail, water or air, car man, cartage contractors, stevedore, harbingers, cargo superintendents, packers, haulers, haulers warehouse men's, tore keepers and job masters.

XXXVI. To carry on the business of investment and of financing industrial enterprises and to make loans, give guarantee and provide securities to any other company, or business, wherever promoted/or managed by this company or not.

XXXVII. To carry business as general commercial, color, craft and process, printers, lithographers, engravers, die makers, publishers of newspaper, books, magazines of art and musical production, plan and art printers, press and advertising agents.

XXXVIII. To carry on the business of manufacturers of and dealers in all kinds and classes of paper and pulp including sulphate wood pulp, mechanical pulp and soda pulp and papers including transparent, vellum, writing, printing, glazed, absorbent new sprinting, wrapping, tissue, cover, blotting, filter, bank or bond, badami, brown, buff, colored, lined, azure laid, grass or water proof' hand made parchment, drawing, draft carbon, envelope and box and straw duplex and Triplex boards and all kinds of articles in the manufacture of which in any form of pulp, paper or board is substantially used.

XXXIX. To erect, build, maintain and let out on hire, or rent, warehouses and cold storages, rooms and to provide for refrigeration.

XL. To carry on business of manufacturer dealer, importers and exporters of all kinds of starch including Maize, Rice, Crystal starch, Yellow, Destine, White Detrained and subsidiary products.

XLI. To manufacture or deal in yarn, thread, synthetic, fiber, cloth and textile materials

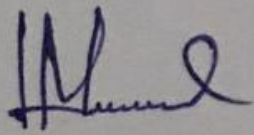
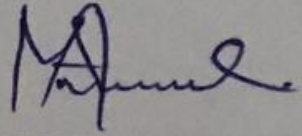
XLII. To undertake, carry out, promote and sponsor rural development including any program for promoting the social and economic welfare of or the uplift of the people in the rural areas and to incur any expenditure on any program of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing, "program of rural development"

XLIII. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of the national economy and for discharging what the directors may consider to be social and moral responsibilities of the company to the public or any section of the public as also any activity which the directors consider like to promote national welfare or social economic or moral uplift of the people or any section of the people and in such manner and by such means as the directors may think fit. Further the directors may without prejudice to the generality to the foregoing, undertake, carryout promote and sponsor any activity or publication of any books, literature, newspapers, etc., or for organizing lectures or seminars likely to advance these objects or for giving merit awards, scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits of researches and for establishing, conducting or assisting any institution, fund, trust, etc., having any one of the aforesaid objects as one of its objects, by giving donations or otherwise in any other manner.

XLIV. To create, develop and undertake, establish and support and promote research in any new source of proteins and other nutritional food for human consumption or otherwise.


- XLV. To Construct, improve, maintain, develop, work manage, carry out or control any buildings, factories or work or any roadways, rail ways, branches or sidings, wells, reservoirs, water courses, warehouses, electrical works, shops, stores, chawls and other buildings, act works and conveniences which may be seem calculated directly or indirectly to advance the company's interests and to contribute, subsidies or otherwise, assist or take part in the construction improvements, maintenance development, working management carrying out or control thereof.
- XLVI. To carry on the business of manufacturers and produces, dealers, in and preservers of food, food grains, vegetables, fruits, groundnut cakes, canned goods, vegetables of all kinds and bye products thereof and for the purpose to establish preservation centers and canning lines.
- XLVII. To transact or carryon all kinds of agency business and in relation to the investment of money, the sale of property and collection and receipt of money or otherwise of any asset funds and business under any agreement.
4. The liability of the member is limited.
5. The share capital of the Company is Tanzanian shillings, Twenty million (20,000,000) divided into five hundred (500) ordinary shares of shillings forty thousand (40,000) each, with power of the company to increase or reduce the said capital and issue any part of its capital original or increased with or without any preference priority or special privilege or subject and so that unless the condition of issue shall other wire expressly decide every issue of shares whether declined to be preference or other otherwise shall be subject to the power hereinabove contained.

We, the several persons whose names and address are subscribed are desirous of being formed into a company in pursuance of this memorandum of Associations and we agree to take the number of shares in the capital of the company set opposite own respective names: -

Names, Postal Addresses and Description	Number of Shares taken by each Subscriber	Signatures of Subscriber
Liban Abdullahi Mohamud P.O BOX 103550-00101 No. 11 Woodlands estate Kirchw Lane LR 409/209/11 Nairobi Kenya	80	
Abdi Mohamed Hirad P.O.Box 1 Laela Sumbawanga Laela kati street Plot J62	20	

Dated this 19th day of October 2017.

WITNESS to the above signatures:

Signature: 

Postal Address: P.O. BOX 36813 DLR

Qualification: Advocate



THE COMPANIES ACT 2002 (ACT NO. 12 OF 2002)

(CAP 212)

COMPANY LIMITED BY

SHARES

ARTICLES OF ASSOCIATION

OF

SEASONS ORCHARDS LIMITED

The Regulations underlined in table C of the First Schedule of the Company Act 2002 (Act No. 12 of 2002) (Cap. 212) will not apply unless not varied or reproduced in these Articles of Association.

Interpretation

1. In these Articles:

"The Act" means the Companies Act 2002 (Act No. 12 of 2002) (Cap. 212).

"The Company" shall mean E-Link Consult Limited.

"Board of Directors" means the Board of Directors of the Company.

"Member" means a member of the Company or member of the Board of Directors as the context requires.

"Chairperson" means the Chairperson of the Company or the Board of Directors or the Chairperson of the Annual General Meeting as the context otherwise requires.

14. The Company may give a notice to any member either personally or by sending it by post or e-mail to its registered 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, unless the contrary is proved, to have been effected at the time at which the letter would be delivered in the ordinary course of post.

15. Notice of every general meeting shall be given in the same manner hereinbefore authorised to every member. No other persons shall be entitled to receive notices of general meetings.

Proceedings at the Annual General Meeting

16. No business shall be transacted at any Annual General Meeting unless a quorum of members is present at the time when the meeting proceeds to business, save as herein otherwise provided, at least one third of the total members shall be a quorum.

17. If within one hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such time and place as the Board of Directors may determine, and at the adjourned meeting the quorum is not present within forty five minutes from the time appointed for the meeting the members present shall be a quorum.

18. The members shall elect a Chairperson who shall chair the Annual General Meeting of the Company, or if he or she shall not be present within one hour or is unwilling to act or the majority of the members present do not want him or her to act, the members of the Board of Directors present shall elect one of their member to be chair of the meeting.

12. The Board of Directors may, whenever they think fit, convene an Extraordinary General Meeting. An Extraordinary General Meeting shall also be convened on such requisition or, in default, may be convened by such requisition, as provided by the relevant provisions of the Act.

Notices of the Annual General Meeting

13. Annual General Meeting shall be called by twenty one days' notice in writing and a meeting of the Company members other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by seven days notice in writing. The notice shall be exclusive of the day in which it is served or deemed to be served or the day for which it is given, and shall specify the place, the day and the hour of the meeting and, in case of a special business, the general nature of that business and shall be given, in a manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in a general meeting, to such persons as under these articles of associations, entitled to receive notices from the Company:

PROVIDED that a meeting of the Company shall, notwithstanding that it is called by a shorter notice than that specified in this article, shall be deemed to have been duly called if it is 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.

The accidental omission to give notice of a meeting to or the non-receipt of notice shall not invalidate the proceedings of any meeting.

6. The Board of Directors may, for good and sufficient reason, terminate the membership of any individual provided that such suspension shall be subject to an appeal to the next Annual General Meeting or to an Extraordinary General Meeting.

7. The Board of Directors shall be entitled to elect as sponsors, patrons, supporters or consultants of the Company or such other persons as it thinks fit but such election shall not give any person the status of a member.

8. Any member of the Company who shall if desires to retire as a member of the Company or the Board of Directors shall signify such desire in writing to the Executive Director for the time being of the Company, and such person's name shall be removed from the list of members of the Company and it shall thereupon cease to be a member of the Company.

Annual General Meeting

9. The Annual General Meeting shall be the highest organ of the Company and shall determine the overall policies and all other major matters including the powers to amend and repeal these Articles.

10. The Company shall in each calendar 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 notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and the next; PROVIDED that the Company holds its first Annual General Meeting within eighteen months of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as they appoint.

11. Annual General Meetings shall be called Ordinary Annual General Meeting and other General Meetings shall be called Extraordinary General Meeting.

"Executive Director" means the Chief Executive officer of the Company appointed by the Board of Directors who shall also serve as head of the Management.

"The Seal" means the common seal of Company.

Unless the context otherwise requires, expressions defined in the Act or any statutory modifications thereof in force at the date at which these articles become binding on the Company, shall have meanings so defined.

Membership

2. The subscribers to the Memorandum and Articles of Association shall be the members of the Company. Other individuals shall become members of the Company by way of applying in a prescribed form to the Executive Director who shall forward the application to the Board of Directors.
3. The minimum number of members with which the Company proposes to be registered is two, but the Board of Directors may from time to time register an increase of members who shall be subject to endorsement at the Annual General Meeting.
4. Members of the Company shall normally be either individuals or duly registered not for profit civil society organisations working on and/or interested in promotion of environmental conservation, sustainable development and related policy issues.
5. The Annual General Meeting shall have the powers to expel or suspend any member or Board of Directors member by a vote of at least three quarters majority of the members present for violation of these Articles or for otherwise jeopardising objects of the Company provided that the member involved is given a right to be heard.

19. If at any meeting the Chairperson of the Annual General Meeting is absent or is not willing to act as chair, the members present shall choose one of their members to be chair of the meeting.

20. The Chairperson of the Annual General Meeting may, with the consent of any meeting at which a quorum is present (and shall if so 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 left unfinished at the meeting from which the adjournment took place.

21. At any Annual 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 the declaration of the result of the show of hands) demanded by: -

- A) The Chairperson of the meeting
- B) Or at least two members present in person.

Unless a poll so demanded a declaration by the Chairperson of the meeting that a resolution has on a show of hands been carried unanimously or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the meeting shall be conclusive evidence of the fact without proof of the number of persons who voted for such resolution. The demand for a poll may be withdrawn.

22. Except if a poll is duly demanded it shall be taken by secret ballot, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

23. In the case of equality of votes, whether on show of hands or a poll, the Chairperson of the meeting at which the show of hands take place or at which the poll is demanded, shall be entitled to a second or casting vote.

24. A poll demanded on the election of a Chairperson, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may be preceded pending the taking of the poll.

25. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at the Annual General Meeting shall be as valid and effective as if the same had been passed at an Annual General Meeting of the Company duly convened and held.

Votes of Members

26. Every member shall have one vote which shall be given by an authorised representative of the member and not by proxy.

Board of Directors

27. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Company shall be managed by the Board of Directors, who may exercise all the powers of the company. No alteration of the memorandum or articles and no such directions shall invalidate any prior act of them directors which would otherwise have been valid. The powers given by this article 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.

28. The first Directors of the company shall be the following

- a) Liban Abdullahi
- b) Andi Mohamed Hirad

29. The Directors may by power of attorney appoint any person to be the attorney or agent of the company for such purposes and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.

30. 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.

31. The Directors shall cause minutes to be made in books provided for the purpose:-

- a) of all appointments of officers made by the directors;
- b) of the names of the director's present at each meeting of the directors and of any committee of the Directors;
- c) of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of committees of Directors.

32. The Board of Directors shall normally be composed of three elected members and the chief executive officer of the Company who shall act as the Secretary. Members of the Board of Directors shall elect one among themselves to serve as the Chairperson of the Board of Directors.

33. Unless otherwise determined by the General Meeting, the number of members who shall constitute the Board of Directors shall not be less than three and not more than five. The Executive Director of the Company shall be an Ex-Officio member without voting rights and shall also be the Secretary of the Board of Directors.

34. The Board of Directors shall oversee the activities of the Executive Director of the Company to ensure the efficient management of the Company. In particular, the Board of Directors shall:

- a. Oversee the activities of the Company and make decisions in relation to policies, budgets and other major aspects of the Company and their implementation.
- b. Make Regulation for the proper management of the personnel, administration, facilities and finances of the Company.
- c. Approve Annual Plans and Budgets of the Company and oversee their implementation.
- d. Establish and manage the Company bank accounts and authority levels thereof.
- e. Approve all major statements made on behalf of the Company.
- f. Carry out such other activities as are necessary for the proper management and running of activities of the Company.
- g. Appoint the Executive Director and other staff of the Company and determine their terms and conditions.

35. The Board of Directors may from time to time determine to delegate a portion of its powers to the Chairperson of the Board of Directors or the Executive Director as the case may be.

36. After the expiry of the tenure of the Board of Directors the General Meeting of the Company shall appoint members for the Board of Directors.

Powers and Duties of Board of Directors

52. The Chairperson shall chair the Board of Directors meetings provided that if at any meeting the Chairperson is not present within twenty minutes after the time appointed for holding the same, the Vice Chairperson shall chair or else the members present may choose another Board of Directors member to chair the particular meeting.

53. A resolution in writing, signed by all the Board of Directors members, shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors duly convened and held.

The Executive Director

54. The day-to-day activities of The Company shall be administered and managed by the Executive Director through the overseeing authority of Board of Directors.

55. The Executive Director of the company shall be appointed by the Board of Directors and be subject to confirmation by the Annual General Meeting.

56. The Executive Director shall be accountable to the Board of Directors.

57. The qualifications, terms and conditions of the Executive Director of The Company shall be determined by the Board of Directors and be subject to confirmation by the Annual General Meeting.

58. The Executive Director shall do all such things as are reasonable and necessary for the achievement of the objectives of The Company.

59. The Executive Director shall be responsible for the appointment of programme and support staff in consultation with and approval of the Board of Directors.

47. Any casual vacancy occurring in the Board of Directors may be filled by the election of a new member to the Board of Directors at the Annual Meeting or an Extraordinary Annual Meeting but the members so chosen shall be subject to retirement at the same time as if he or she had become a member on the day on which the member on whose place he or she is appointed was last elected a member.

48. The Company may by ordinary resolution of the Board of Directors, of which special notice has been given, remove any member before the expiration of its period of office, and may by ordinary resolution appoint another member instead. The member so appointed shall be subject to retirement at the same time as if it had become a member on the day on which the member in whose place appointed was last elected member.

Proceedings of the Board of Directors Meetings

48. The Board of Directors members shall normally meet at least twice a year and more often when needed together for the transaction of business, adjourn and otherwise regulate their meetings as they think fit.

49. Decisions at the Board of Directors meeting shall be decided by a majority vote. In the case of equality of votes, the Chairperson of Policy Forum shall have a second or casting vote.

50. The Executive Director shall convene meetings at regularly scheduled periods and at other times when he or she determines it to be needed or on the requisition of any Board of Directors member.

51. The quorum necessary for the transaction of the business of the Board of Directors shall be fifty percent of the serving number of the Board of Directors members.

Rotation of Board of Directors Members

42. At the first Annual General meeting after the incorporation of Policy Forum, all the Board of Directors members shall retire from office and at the Annual General Meeting in every subsequent year fifty percent of the Board of Directors members at the time being shall retire.
43. The Board of Directors members to retire in every year shall be those who have been longest in office since their last election but as between persons who become Board of Directors members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
44. A Board of Directors member shall not be eligible for re-election after holding two consecutive terms in office prior to at least nine months having elapsed since it was last a member.
45. The Company at the Annual General Meeting at which a Board of Directors member retires in a manner aforesaid may fill up the vacated office by electing another member thereto and in default of the retiring Board of Directors member shall be deemed to have been re-elected unless at such meeting it is resolved not to fill up such vacated office or unless a resolution to the re- election of such member shall have been put to the meeting and lost.
46. The Company may from time to time by ordinary resolution increase or reduce the number of Board of Directors members, and may also determine in what rotation to increase or reduced number to go out of office, provided that the number of Board of Directors members shall never be less than three or more than thirteen.

37. The business of the Company shall be managed by the members, who may pay all expenses incurred in the setting up and registering of the Company, and may exercise all such powers of the Company, as provided by the Act, or by these articles, required to be exercised by the Company through the General Meeting, subject nevertheless to the provisions of these articles, to the provisions of the Act, and to such Regulations being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in the General Meeting. No Regulations made by the Company through General Meeting shall invalidate any prior act of the members which would have been valid if the Regulation had not been made.

38. The Chairperson of the Board of Directors, or the Executive Director or any other officer duly delegated by the Chairperson or the Executive Director, shall be the spokesperson of the Company.

Disqualification of Board of Directors Members

39. Any Board of Directors member who has been properly informed about the Board of Directors meeting and fails to attend for three consecutive meetings without adducing the reasons to the Executive Director will automatically cease to be a member of the Board of Directors of the Company.

40. Any member if directly or indirectly interested in any contract with the Company and fails to declare the nature of his or her interest in manner required by the relevant provisions of the Act, will cease to be a member of the Board of Directors.

41. A member shall not vote in respect of any contract or matter in which it is interested or any matter arising thereof, and if it does so vote his or her vote shall not be counted.

66. At least once in every year the accounts of the Company shall be examined and audited to ascertain the correctness of the income and expenditure account and balance sheet by one or more properly qualified Auditor or Auditors.

67. The books of account shall be kept at the registered office of the Company, or at such other place or places as the Board of Directors think fit, and shall at all reasonable times be open for inspection by members.

The Seal

68. The Board of Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Board of Directors or its Chairperson authorised by the Board of Directors in that behalf, and

Every instrument to which the seal shall be affixed shall be signed by the Chairperson and shall be counter-signed by the Secretary or by second Board of Directors member or by some other person appointed by the Board of Directors for the purpose.

Winding up

69. Upon the winding up of the Company the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Act, divide amongst the members in specie or kind 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 purposes set such value as he may determine how such division shall be carried out as between the members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trust for the benefits of the contributors as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities where there is any liability.

60. The Executive Director shall be the Secretary to the Board of Directors meetings and shall not have voting rights.

The Finance Provisions

61. The Company shall accept funds from any source whatsoever, provided the same is legitimate and the receipt thereof is not contrary to the general philosophy and principles governing the Company.

62. The Funds received or generated by the Company shall be applied only to the activities of the Company provided that such funds may be invested by the Board of Directors for the well being of the Company.

63. The Board of Directors shall ensure that the funds and assets of the Company shall be used and accounted for in conformance with the highest levels of ethical and professional practice.

64. The Board of Directors 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 manner in which the receipt and expenditure takes place.
- b) All sales and purchases and of the property, credits and liabilities of the Company.
- c) The assets and liabilities of The Company.

65. The keeping of books of accounts will be subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with Regulations of the Company for the time being in force.

Dispute Resolution

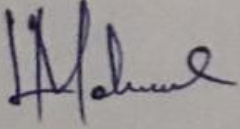
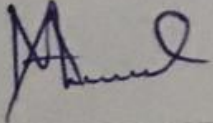
70. All matters of dispute between members shall be resolved amicably, through negotiations and after taking into consideration the views and opinions of duly appointed arbitrators amongst the members and the decision of the Board of Directors shall be final and binding until and unless repealed by the Annual General Meeting.

Interpretation

71. Where any dispute arises with regard to interpretation on any matter in this document, the Board of Directors shall have the power to resolve it, where necessary and if the Board of Directors decision is appealed it will be taken to the Annual General Meeting who shall have the power to resolve that dispute and its decision shall be final.


We, the several persons whose names and address are subscribed are desirous of being formed into a company in pursuance of this memorandum of Associations and we agree to take the number of shares in the capital of the company set opposite own respective names: -

We, the several persons whose names and address are subscribed are desirous of being formed into a company in pursuance of this memorandum of Associations and we agree to take the number of shares in the capital of the company set opposite own respective names: -

Names, Postal Addresses and Description	Number of Shares taken by each Subscriber	Signatures of Subscriber
Liban Abdullahi Mohamud P.O BOX 103550-00101 No. 11 Woodlands estate Kirchwa Lane LR 409/209/11 Nairobi Kenya	80	
Abdi Mohamed Hirad P.O.Box 1 Laela Sumbawanga Laela kati street Plot J62	20	

Dated this 19th day of September 2017.

WITNESS to the above signatures:

Signature: 

Postal Address: P. O. Box 35813

Qualification: Advocate

