

THE COMPANIES ACT 2002 (CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION

**OF
LOKAGE CLEARING AND FORWARDING COMPANY LIMITED**

Incorporated this day of 2021

Drawn By:

FLAVIA FURAHA ALBIN (Subscriber)

P.O BOX 62417

DAR ES SALAAM, TANZANIA

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

LOKAGE CLEARING AND FORWARDING COMPANY LIMITED.


1. Name of the company is **LOKAGE CLEARING AND FORWARDING COMPANY LIMITED**
2. The registered office of the company will be in **Dar Es Salaam, TANZANIA**
3. The objects for which the Company is formed are (and it is hereby expressly declared that the several sub-clauses of this clause and all the powers thereof are to be cumulative and in no case is the generality of any one sub-clause nor is any general expression in any sub-clause to be narrowed or restricted by any particularity of expression in the same sub-clause or by the application of any rule of construction ejusdem generis or otherwise). The purpose for which this Company is formed are as follows;
 - (a) To carry on the business of storage, warehousing, transportation and handling of all kinds of cargo, whether containerized or not, from any port station to any container freight station or to any inland container depot and freight carriers, transportation from place to place either by land or by air, sea or partly by sea and partly by land or air, whether by means of motor vehicles and/ or aeroplanes or other means of transport.
 - (b) To provide all kinds of transportation services and its auxiliary logistics services.
 - (c) To engage in all kinds of business of similar nature, including the following but without excluding others: All manufacturing, milling, mining, quarrying, building, construction, and industrial works and operations, development and utilization of every kind of power; the acquirement, construction, use, operation, sales, and other disposition of all kinds of machinery, motor vehicles, earth movers, plants, factories, warehouses, elevators, buildings and other structures, bridges, wharves, docks, slips, dams, power works, water works, boats, ships, engines, cars, equipment and appliances, whether in connection with the said businesses or otherwise, and generally the utilization of all instrumentalities, methods, processes and appliances, in all ways and by all means now known or which may hereafter be discovered or invented.
 - (d) To establish and promote any company for purpose of acquiring all or any of the property, rights and liabilities of that company or for any other company which may seem directly or indirectly calculated to benefit the company.

have full powers to exercise all or any of the powers conferred by any part of this clause and notwithstanding that the business, undertaking property or acts proposed to transacted, acquired, dealt with or performed do not fall within the objects of the sub -clauses of this clause,

4. The liability of the members is limited.

5. The authorized Share capital of the Company shall be Tshs 10,000,000/= divided into 10,000 ordinary shares of Tshs 1,000 each with power for the Company to increase or reduce the said capital and to issue any part of its capital. original or increased, With or without any preference. any postponement of rights or to any conditions or restrictions and so that unless the conditions of the issue of shares, whether declared to be reference or Otherwise, shall be subject to the power here in before contained.

We, he several companies/persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company pursuance Of this Memorandum of Association, and we respectively agree to take the number of shares of the Company set opposite our respective names.

No	Names, addresses and description of subscribers	Number of Shares	Signature/Seal of Subscribers
1	FLAVIA FURAHA ALBIN P.O. BOX 62417 DAR ES SALAAM TANZANIA	50	
2	LOYCEN KABAKIZA GERALD P.O. BOX 62417 DAR ES SALAAM TANZANIA	50	

Dated at Dar es Salaam this^{8th}..... Day of ...~~DECEMBER~~..., 2021

Witness to the above signatories:

Name: VICTORIA G. MUGUJA

Signature: 

Postal Address: Box 245 HAI KUSINASTARO

Qualification: ADVOCATE



30. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit.

31. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of the forfeiture, were presently payable by him to the Company in respect of the shares, but his liability shall cease if and when the Company receive payment in full of the nominal amount of the shares.

32. A statutory declaration in writing that the declarant is Director of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, and that declaration and the receipt of the Company for the consideration, if any, given for the share on the sale or disposition thereof, shall constitute a good title to the share, and the person to whom the share is sold or disposed of shall be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

33. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the amount to the share, or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Alteration of Capital

34. The Directors may, with the sanction of a special resolution of the Company, increase the share capital by such a sum to be divided into shares of such amount, as the resolution shall prescribe.

35. Subject to any direction to the contrary that may be given by the resolution sanctioning the increase of share capital, all new shares shall, before, issue be offered to such person as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered, and limiting a time to be declined, and, after the expiration of that time, or on receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of the same in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares which, by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares, cannot, in the opinion of the Directors, be conveniently offered under this Article.

35. Any new shares shall be subject to the same provisions with reference to the payment of calls, lien, transfer, forfeiture, expropriation, and otherwise as the shares in the original share capital.

36. The Company may, by special resolution;

Advisory Board

58. The Company may appoint a person or persons not exceeding three to advise the Company in its programs. Such a person(s) appointed shall serve in that capacity for three years subject to renewal depending on the decision of the Company.

Corporations Acting by Representatives at Meetings

59. Any corporate body which is a member of the Company may by resolution of its Directors or governing body authorize such person as it thinks fit 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 corporate body which he represents as that corporate body could exercise if it were an individual member of the Company.

Directors

60. Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two or more than ten and shall be appointed by the Company in General Meeting. The first Directors of the Company shall be appointed in writing by the subscribers to the Memorandum of Association and until such appointment, the following shall be the first Directors of the Company;

- FLAVIA FURAHA ALBIN
- LOYCEN KABAKIZA GERALD

61. The remuneration of 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 may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of Directors or any other committee of the Directors, or general meetings of the Company, or in connection with the business of the Company.

- (b) Any Director who, by request, performs special services or goes or resides abroad for any purpose of the Company may be paid such extra remuneration as the Board may determine.

62. A Director of the Company may be or become a Director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of, or from his interest in, such other company unless the Company otherwise directs.

63. Each Director shall have the power by an instrument in writing to nominate any person to act as alternate director in his place and at his discretion to remove such alternate director. On such appointment being made the alternate director shall be subject in all respects to the terms and conditions affecting the other Directors, and each alternate director; while acting in the place of an absent Director, shall exercise all the rights and discharge all the duties of the Director he represents. Should an alternate director also be a Director, all rights vested in him as an alternate director (including the right of voting at meetings and of signing on behalf of the nominating Director any such resolution as is mentioned in Articles 92) shall be in addition to and not in

contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

Disqualification of Directors

74. The Office of Directors shall be vacated if the Director

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (b) becomes prohibited from being a Director by reason of any order made under sections 193 or 197 of the Act; or
- (c) is found to be lunatic or becomes of unsound mind; or
- (d) resigns his office by notice in writing to the Company; or
- (e) without the permission of the Chairman, he does not attend three consecutive or four whether consecutive or not, meetings of the Board; or
- (f) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in the manner required by section 209 of the Act; or
- (g) is punished with imprisonment for a term exceeding six months without an option of a fine; or
- (h) is removed from that office by a resolution at the general meeting of the Company.

75. A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company, shall declare the nature of his interest at a meeting of the Directors in accordance with section 209 of the Act. Subject to such disclosure as aforesaid, a Director may vote in respect of any contract or arrangement in which he is interested and if he shall so vote his vote shall be counted, and he may be counted in ascertaining whether a quorum is present at any meeting at which any such contract or arrangement shall come before the Directors for consideration. Membership of an association or any partnership or corporate body shall be deemed to be interest for the purpose of this Article.

Appointment and Removal of Directors

76. Subject to and in accordance with any agreement in writing among all of the members of the Company, the Company may by Special Resolution:

- (a) Appoint any person a Director, so, however, that the prescribed maximum be not exceeded, and determine the period for which he is to hold office;
- (b) Remove any Director from office and appoint another person in his stead.

77. A Director shall be entitled to receive notice of and to attend and speak at any general meeting or at any separate meeting of the holders of any class of shares in the Company.

78. Every Director shall remain in office until the expiry of his period of appointment or until removed under the provisions of Article 82 or until his office is vacated under the provisions of Article 77 or as otherwise agreed by all of the members of the Company in writing.

79. Subject to and in accordance with any agreement in writing among all of the members of the Company, the Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles.

Chairman

80. The Directors shall elect amongst their own body a Chairman for such period as they think fit.

81. The Chairman shall preside at every meeting of the Directors and of the Members.

Proceedings of Directors

82. The Directors may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or a casting vote. A Director may, and the Secretary, on the requisition of a Director, shall, at any time, summon a meeting of the Directors. It shall be necessary to give notice of a meeting of Directors to any Director for the time being absent from Tanzania.

83. The quorum necessary for the transaction of the business of the Directors shall be fixed by the Directors and unless so fixed shall be four.

84. The continuing Directors may act notwithstanding any vacancy in their body but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company, as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of summoning a general meeting of the Company, but for no other purpose.

85. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by these Articles and by the Directors.

86. The members of a Committee appointed by the Board shall choose one of them to be the Chairman of the Committee.

Indemnity

115. Every Director, Agent, Auditors, Secretary and other officer for the time being of the Company shall indemnified out of the assets of the Company against any liability incurred by it or him in defending any proceedings, whether civil or criminal, in which judgment is given in its or his favour or in which it or he is acquitted or in connection with any application under section 214 of the Act in which relief is granted to it or him by the Court.

Dissolution



116. The Company shall not dissolved except by a resolution of two thirds of the members of the Company in general meeting duly convened for that purpose.

117. In the event of the Company being wound up, the liquidator or liquidators may, with the consent of the Company in general meeting, transfer any of the assets of the Company to trustees to be held by them in trust for the members, or divide amongst the members any fully paid shares, stocks or securities to which the Company is entitled.

By Laws

118. The Board may make by-laws governing the running of the matters to be done by the Company provided always that such by-laws shall not be in contravention of any provision of the Act, the Memorandum of Association and these Articles.

We the several persons whose names and addresses are subscribed hereof are desirous of being formed into a Company in pursuance of these Articles of Association.

No	Names, addresses and description of subscribers	Number of Shares	Signature/Seal of Subscribers
1	FLAVIA FURAHA ALBIN P.O. BOX 62417 DAR ES SALAAM TANZANIA	50	
2	LOYCEN KABAKIZA GERALD P.O. BOX 62417 DAR ES SALAAM TANZANIA	50	

Dated at Dar es Salaam this 8th Day of October, 2021

Witness to the above signatories:

Name: VICTORIA G. MGOJIA

Signature: 

Postal Address: Box 245 Hai-Ki

Qualification: ADVOCATE

