

**THE COMPANIES ACT  
CAP. 212**

**COMPANY LIMITED BY SHARES**

**Memorandum**

**and**

**Articles of Association**

**of**

**MAMWAKA COMPANY LIMITED**

**Drawn by:**

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**THE COMPANIES ACT  
(CAP. 212)**

**A PRIVATE COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

**OF**

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**MAMWAKA COMPANY LIMITED.**

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1. The Name of the Company is **Mamwaka Company Limited**
2. The Registered office of the Company shall be situated on the mainland of the United Republic of Tanzania.
3. The objects for which the company is established are:
  - a) To carry on the wholesale and retail trade of food, Beverage and Tobacco in the Republic of Tanzania and outside the country.
  - b) To carry on the business of Selling, Renting and leasing of motor vehicles in the Republic of Tanzania and outside the country.
  - c) To provide transportation services that include railway, inland water, road and airway transportation.
  - d) To provide freight transportation services through railway, water bodies, roads and airways.
  - e) To conduct construction service business, these include construction of building, building completion and finishing, and also other specialized construction activities.

- f) To conduct the business Architectural, engineering activities and technical consultancy.
- g) To carry on the business of retail sales of computer of computers, peripheral units, software, telecommunications equipment, IT equipment, and electrical devices.
- h) To conduct the business of wholesale and retail sale of construction materials, hardware, plumbing and heating equipment and supplies such as, welding equipment, labor protection supplies, pipe fittings, steel valves, wires and cables.
- i) To conduct the business of wholesale and retail sale of household goods and electrical household appliances, furniture, lighting equipment and other household articles in specialized stores.
- j) To conduct the business of wholesale and retail sale of hardware, paint, glass, textiles, and other machinery and equipment.
- k) To carry on the business of wholesale of computers, computer peripheral equipment and software.
- l) To carry on the sale of motor vehicle and motor cycle parts and accessories with in the country am outside the country.
- m) To conduct the business of warehousing, storage, cargo handling of the freight being transported, and other transportation support activities
- n) To conduct the business of other telecommunication activities, computer consultancy and computer facility management activities.
- o) To conduct the business of data processing, hosting and related activities.
- p) To carry on the business of restaurant and mobile food service activities.
- q) To conduct the business of technical testing and analysis after construction of installation is complete.
- r) To conduct the business of electrical installation.

- s) To carry on the business of building completion, finishing and utility product construction.
- t) To conduct the business of Event catering, wholesale and retail trade of Beverage and other food service activities.
- u) To carry on the business of retail sale of automotive fuel such as lubricating oil.
- v) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above objectives or the general business of the Company,
- w) "To borrow or raise money whether or not for the purposes of the Company (including by way of hire purchase, conditional sale, credit sale or any other such methods of financing) from banking and financial institutions or other money lending institutions or by other lawful means including by the issue of debentures, debenture stock (perpetual or terminable) or bonds and to secure or discharge any debt, liability or obligation of or binding on the Company whether by way of guarantee or indemnity or otherwise (including, without limitation, pursuant to the borrowing or raising of money) by the giving of mortgages, charges or other security founded, or based upon all or any of the property and rights of the Company, including its uncalled capital or without any such security and upon such terms as to priority or otherwise as the Company shall think fit."
- x) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers privileges and conditions as may be thought fit, debentures or debenture stock either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

- y) To receive money on deposit or loan upon such terms as the Company may approve and to guarantee the obligations and contracts of customers and others.
- z) To make advances to members, workers, customers and others with or without security and upon such terms as the Company may approve.
- aa) To draw, make, accept; endorse, negotiate; discount and execute promissory notes, bills of the exchange and other negotiable instruments.
- bb) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- cc) To pay for the property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- dd) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidize or otherwise assist any such company.
- ee) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects and interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.



- ff) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any works and or business which this Company is authorized to carry on.
- gg) To take, or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this company, or any business capable of being conducted so as directly or indirectly to benefit this company.
- hh) To enter into any arrangements with any Governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the company's objects or any of them.
- ii) To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the company, or for any other purpose, which may seem directly or indirectly calculated to benefit this company.
- jj) To invest the money of the company not immediately required in such manner as may from time to time be determined
- kk) To borrow or raise or secure the payment of money in such manner as the company shall think fit, and in particular by the mortgaging of Company property or issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the company's property (both present and future) including its uncalled capital, and to purchase, redeem or pay off any such securities.

And it is hereby declared that, in the interpretation of this clause the powers conferred on the Company by any paragraph, shall not be restricted by reference to any other paragraph, or to the name of the Company, or by the juxtaposition of two or more objects and that in the event of any ambiguity, this clause and every paragraph hereof shall be construed in such a way as to widen, and not to restrict the powers of the Company.

4. The Liability of the Members is Limited.
5. The capital of the Company is **Tanzanian shillings Five Hundred Million only (TZS 500,000,000/=)** divided into **10000 shares** of **Tanzanian Shillings Fifty Thousand (TZS 50,000/=) each**. The Company shall have powers to increase its

capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company.


We, the persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company ascribed thereto.

Names, Address and Descriptions of Subscribers	Number of Shares taken	Signature of Subscribers
Hadija Omary Mayanga P.O. Box 20590 Dar Es Salaam	7000	
Mwarabu Ramadhani Masudi P.O. Box 20590 Dar Es Salaam	3000	

Dated this ..28th.... day of August, 2023.

**Witness to the above signatures:**

Name: Luqman Hamid Nassor .....

Signature:  .....

Postal Address: 96372, Dar es Salaam .....

Qualification: Advocate .....



**THE COMPANIES ACT**

**(CAP. 212)**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

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**MAMWAKA COMPANY LIMITED**

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**PRELIMINARY**

1. In these Regulations.

“The Act” means the Companies Act 2002 of the laws of Tanzania.

When any provision of the Act is referred to, the reference is that provision as modified by any law for time being in force.

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

Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females and the words importing persons shall include bodies corporate, partnership, firms, co-operative societies, etc.

The Regulation of Table “A” in First Schedule to the Companies Act (hereinafter called Table “A” shall apply to the Company, save in so far as they are varied or excluded hereby, but in case of, any conflict between the provisions herein, and in addition to substitution former modification of the provisions of Table “A” the

former shall prevail; and in addition to substitution for or modification of the provisions of Table "A" the following shall be the regulations of the Company.

#### **PRIVATE COMPANY**

The Company is a private Company and accordingly:-

- (a) The right to transfer shares is restricted in manner hereinafter prescribed.
- (b) The number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty; provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this regulation be treated as a single member.
- (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited
- (d) The Company shall not have power to issue share warrants to bearer

#### **TRANSFER OF SHARES**

2. The Directors may in their discretion and without assigning any reasons thereof refuse to register the transfer of any shares to any person whom it shall in their opinion be undesirable for any reason whatsoever to admit to membership.
3. Subject to clauses 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows:-
  - (a) No share shall be transferred to a person who is not a member so long as any member or any person selected by the Directors as one who it is desirable in the interest of the company to admit to membership.
  - (b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every personal representative of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board

of Directors of the company as his agent for the sale of such shares to any member or members of the Company at a price to be agreed upon between the party giving such notice and the Board, or in the case of difference to be determined by the Auditor of the Company.

- (c) Upon price of such shares being agreed on or determined as per clause (b) above, the Board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares, stating the number and price of such shares, inviting the person to whom notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so, what maximum number of such shares. At the expiration of such 21 days' notice the Board shall apportion such shares amongst the shareholder (if more than one) who shall have expressed their desire to purchase the same and as far as may be prorata according to the number of shares already held by them respectively, or if there be only one such shareholder, the whole of such shares shall be sold to him, provided that no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice. Upon such apportionment being made or such one shareholder notifying his intention to purchase, as the case may be, the party desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the shares to the respective shareholders or to the single shareholder who shall have agreed to purchase the same.

#### **GENERAL MEETINGS: NOTICE OF GENERAL MEETINGS AND PROCEEDINGS AT GENERAL MEETINGS**

4. Articles 39 to 53 Table "A" shall apply subject to the following variations:
- (a) A General Meeting, Ordinary convened on a shorter notice than seven (7) days or without notice
  - (b) Two members present either personally or by proxy shall form a quorum
  - (c) Any ordinary resolution of the company determined without any General Meeting and evidence by writing under the hands of the majority of the

directors and of the members of the company holding three-fourths of the issued shares of the company shall be valid and effectual as an ordinary resolution duly passed at the General Meeting of the Company.

## **DIRECTORS**

5. (a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than seven in number.

(b) The following persons shall be the first directors of the Company:-

- 1) **Hadija Omary Mayanga**
- 2) **Mwarabu Ramadhani Masudi**

7. The shareholding qualification for Directors may be fixed by the Company in General Meeting and unless and until so fixed no qualification shall be required.

8. The quorum of Directors for transacting the business shall, unless otherwise fixed by the Directors, be two.

9. A resolution in writing signed by all Directors then in Tanzania shall be as a valid and effectual as if it had been passed as a meeting of Directors duly called and constituted

10. The Directors and or the Company may from time to time borrow or raise any moneys for the purpose of the Company which may exceed the issued share capital of the Company.

## **BORROWING POWERS**

11. The Directors and or the Company may raise or borrow for the purpose of the Company's business such sums of money as they think fit and they may secure the repayment of or raise any such sum or sums as aforesaid by mortgages or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled or unissued capital or by the issue at such price as they may think fit, or bonds or debentures, either charged upon the whole or any part of the property and assets of the Company, or not charged, or in such other way as the Directors may think expedient

## **ALTERNATE DIRECTORS**

12. Each director may nominate a person who shall be approved of in writing by the other director to act as alternate in his place during his absence from Tanzania or inability to act as such director. Such alternate director shall be subject in all other respects to the terms and conditions existing with reference to the directors of the company and such alternate directors when acting shall exercise and discharge all duties and functions of the director whom he represents and in the case of an alternate director being unable to act during the absence or inability to act as the director whom he represents he may subject to the like approval of the other directors appoint a duly qualified person to act in his place.

## **SECRETARY**

13. The Secretary shall be appointed by the Board upon such terms and at such remuneration and upon such conditions as it may think fit and any Secretary so appointed may be removed by the Board.

## **WINDING UP**



14. With the sanction of a Special Resolution of the shareholders any part of the assets of the Company including any shares in other Companies may be divided between the members of the Company in specie or may be vested in Trustees for the benefit of such members and the liquidation of the Company may be closed and the Company dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability.

## **INDEMNITY**

15. Every director, managing director, agent, auditor, secretary and other officer for the time being in the employ of the company shall be indemnified out of the assets of the Company against any liability incurred by him to defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application (under Section 345 of the Act) in which relief is granted to him by the Court.

## **ALTERATIONS OR ADDITIONS**

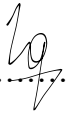
16. Subject to the provisions of the Act and to those contained in the Memorandum of Association of the Company the company may by Special Resolution make alterations or addition and alterations and additions so made shall be valid and effectual as if originally contained in those Articles and be subject in like manner to alterations by Special Resolution.

Names, Address and Descriptions of Subscribers	Number of Shares taken	Signature of Subscribers
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Mwarabu Ramadhani Masudi P.O. Box 20590 Dar Es Salaam	3000	

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