

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

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

MSIGWA INVESTMENT LIMITED

INCORPORATED THISDAY OF2013

Prepared by:
EMMANUEL NDONYA MSIGWA.
(Subscriber)
P.O. Box 15654
DAR ES SALAAM,
TANZANIA.

TANZANIA
Stamp Duty Slit
PAID ON
Receipt No. 38233
11/10/13
Stamp Duty Office

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Assoc. Registrar of Companies

Name of
Company:

1. The name of the Company is **MSIGWA INVESTMENT LIMITED**

Registered
Office:

2. The Registered office of the Company will be situated in the United Republic of Tanzania.

Objectives of
the Company:

3. The objectives for which the company is established are:

- i) To carry on all or any of the business of manufacturers or dealers in and workers in cement, lime, plasters, whiting, sandstone minerals, earth, fuels, artificial stones, bricks, tiles, pottery, earthenware, hardware's, and builders, requisites and convenience of all kinds and as quarry owners, building, general contracts of all kinds and quarry owners building, and carriers, importers and exporters, wholesalers, retailers, factory, manufacturers, agents and representatives, commission agents, franchise holder, auctioneers, broilers and to buy, sell, hire, barter, pledge, exchange trade, and deal in goods, produced, articles and merchandise of all and every description.
- ii) To carry on business of importers, and manufacturing of ceramic and porcelean building materials including round Iron bars, aluminum and metal products, universal provider, wholesale and/ or retail traders, dealers of piece wood, pints, hardware, glassware, crockery, cutlery, ironmongery, turners and other household fittings, hinges, screws, chemicals, fertilizer, agricultural machineries, industrial machineries and equipments of all sanitary-ware, wall paper, roofing tiles, floorings coverings, tiles carpets, industrial/agricultural machineries, aluminum windows, doors, frames, roofing tresses, paints, oil, varnishes generally to deal in all building materials of all kinds.
- iii) To carry on the business of mechanical, electrical, building and civil engineering and contractors, designers of buildings ship, civil and ship engineering works, structure maintenance, contractors, architects and quality surveyors, painters, decorators, plumbers, grazers, metal and alloy workers, fineries and engineers, electricians, warehousemen, harbingers and dealers in hardware, sanitary are, plant appliances and fittings, tiles,

glass, aluminums, pipes, earthen ware goods, cement concrete workers and building materials and requisites of every kind.

- iv) *To carry on the business of builders, contractors, surveyors, civil, mechanical, electrical, electronics, mining, chemical and structural engineering, queries and lime makers and to build, construct, renovate, repair, decorate, maintain, develop any building, roads, water works, railways, bridges, dams and irrigation reservoirs and carry on any other business which may seem to the company worth being carried on.*
- v) *To build, construct, alter, improve, enlarge, repair, maintain, develop, demolish, remove or replace and to work, manage, carry out or control works of all descriptions, including but not limited to offices, factories, mills, warehouses, shops, garage, and other buildings, roads, machinery and plant, which may in the opinion of the Directors of the Company, be likely to advance directly the company's interests, to clear sites for the same; so contribute to subsidize or otherwise assist in the building contraction, alteration, repair, improvement enlargement, maintenance, development, demolition, repair, replacement, working, management, carrying out or control.*
- vi) *To engage and otherwise carry on the business of general civil works, electrical engineering, heat ventilation and air-conditioning, fire fighting and protection, road constructions, buildings renovations, office practitioners, decorators, maintainers of dilapidated buildings, plumbing, furniture manufactures suppliers and exporters, residential and office furnishers and generally to be designer and fabricators of all kinds of gadgets whatsoever, to be timber processor, saw millers and suppliers of all kind of timber, to be hardware and building materials suppliers, manufactures of electrical equipments and suppliers of same.*
- vii) *To carry out the business of manufacturing, maintenance and repair of all types of electrical and electronics, machines, equipments, tools, plants and machinery's. Installations and parts supply of various types of machines, equipments, telephones and any other equipment related thereto.*
- viii) *To carry on business as traders, general merchants whether wholesale, or retail or both, commission agents, importers and exporters, and to buy, sell, hire, manufacture, barter trade, deal in pottery, goods, produce, articles and merchandise of all kinds and transact any and every description of agency, commission, commercial, industrial manufacture, merchandise, insurance and financial business to distribute duty free goods and commodities such as beverages, cereal, edible oils, mineral oil and petroleum products, building materials such as corrugated iron, cement and all other related materials in camps, barracks, sites ect.*
- ix) *To carry on business of supplying all types of office equipments, stationeries, writing material, teaching aids and other educational establishments and as agents, school uniforms, machinery services and repair of all of office equipment, assembling and exporting the same, exhibiting, distributing,*

renting and selling of all office decorations e.g Carpets, curtains and all materials used in offices.

- x) To engage in and or otherwise carry on the business of secretarial services, super cleaners, removal, treatment of and or garbage collectors, sewage and drainage systems contractors, rural, urban and community centers cleaners, office cleaners, landscapers, to be professional sanitary services contractors, fumigation agents, renovators, general maintenance and decorators.*
- xi) To engages in and to carry on the business of graphics, publishing, designing, drawing and making layouts for newspapers, advertisement, books, postage stamps, calendars, magazines, brochures, packages, labels, letter-heads and cinema advertising slides.*
- xii) To carry on the business of clearing and forwarding agents, commission agents, customer agents, transporters, freighters, haulers, customs bonded warehouse and goods own keepers, court brokers, Insurance and assurance, insurance broker, Management, stock exchange and stock exchange brokers, shipping agents, cargo and travel agents, road, water agents, airport handling, courier services, insurance agents, tourist agents, manufacturers' representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, trucks, cabs, omnibus, oil tank and coach proprietors and transporters, civil transport contractors and transporters by any other means of conveyance of people and goods in Tanzania and the neighboring countries and in such other place or places as may from time to time be determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, freight forwarders and related transactions whatsoever.*
- xiii) To carry on the business as traders, suppliers, general merchants, stockiest, wholesalers, retailers and dealers in all types of spare parts and maintenance, tires, tubes, tools and accessories for all types of agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, automotive, motor vehicles, electrical goods hardware, building materials, timber, fishing gears, groceries, computers, office equipments, cooking oil, salts, foodstuffs, cosmetics, oils, paints, spirits, sheets, screws, iron monger, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.*
- xiv) To carry on business as traders, general merchants whether wholesale, or retail or both, commission agents, importers and exporters, and to buy, sell, hire, manufacture, barter trade, deal in propriety, goods, produce, articles and merchandise of all kinds and transact any and every description of agency, commission, commercial, industrial manufacture, merchandise, insurance and financial business to distribute duty free goods and commodities such as beverages, cereal, edible oils, mineral oil and petroleum products, building materials such as corrugated iron, cement and all other related materials in camps, barracks, sites etc.*

- xv) *To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tours operators, to promote facilitate traveling to organized hunting, tented-campus, fishing and diving expeditions, safaris promoters and undertakers generally and in particulars to arrange and manager hunting safaris adventure tours, fishing trips, handling of game trophies and animal skins, catching, harboring, transportation, wildlife and marine products of all kind.*
- xvi) *To carry on the business of hotels, restaurant, café, motel, holiday camp, caravan site and apartment house keepers, swimming pools, and clubs, amusements of any kind. To carry out the business of groceries, beers, spirits, alcohol beverages, brewery plants and any other business related therein. To fit up and furnish for the purposes of letting the same to visitors or guests whether is single rooms, suits, chalets, cottage, proprietors, of refreshment and tea rooms, cafes and milk snacks bars, tavern beer house and lodging house-keepers guest house owners, licensed victuallers, wine beer and spirit merchants, brewers, masters distillers, importers and manufacturer for created mineral and artificial waters and other drinks and as caterers and contractors in all their respective branches.*
- xvii) *To carry on the business of exploration of minerals, natural gas, biogas and all kind of refineries done by engineers, electricians, warehousemen, harbingers and dealers in hardware, sanitary are, plant appliances and fittings, tiles, pipes, earthen ware goods, cement concrete workers and building materials and requisites of every kind.*
- xviii) *To import, export, re-export and sell locally petroleum products and herein to establish petrol stations and to engage in all mineral resources exploration and exploitation for the purpose of local use and export. To carry on or engage in economic services such as projects feasibility studies, economic project advice to various project, economic investment promotes and advice in agricultural growth and to be as local representatives of such projects for both local institutions, foreign investors, donors and various Non Government Organizations.*
- xix) *To acquire and undertake the whole or any part of the business property and liabilities of any person, firm or company carrying on any business which the company is authorized to carry on or possess any of the property suitable for the purpose of this Company.*
- xx) *To carry out the business of maintenance and repair of all types of electrical and electronics, machines, equipments, tools, plants and machinery's. Installations and parts supply of types of machines, equipments, telephones and any other equipment related thereto.*
- xxi) *To carry on the business of agricultural, crops, production, crops processing, storage, distribution and sales of each products, to deal with the business of animals husbandry, live animals supply of meat, food, hide and skins fats with all others products of cattle and chickens.*

- xxii) *To carry on business as dealers, buyers, sellers, importers, exporters, manufacturers, stores, processors, blenders, of agricultural and industrial chemicals, veterinary drugs, vaccines, animal health products, natural drug extractors, pharmaceutical, chemicals, phosphorus chemicals for water treatments suppliers and stores.*
- xxiii) *To engage in and carry out the business of livestock dealers, breeders, hatcheries, fatteners, cheese mongers, buyers, sellers, importers, exporters, processor of animal and animal products, slaughtering, dressing preparing cuts for retail and catering, packing, providing cold storage, preparing sausages, minced meat, salami, butter, fable delicacies, hides, hooves, horns, pasteurizing, bottling, preserving and include in livestock business of any kind.*
- xxiv) *To carry on business of merchants, traders, dealers and suppliers wholesale or retail, of all kinds of agricultural implements, machinery and to buy, sell, repair, convert, alter, let hire and deal in any of the foregoing goods, hardware, iron mongrel, tools, machinery and commodities, plant and machinery.*
- xxv) *To import, export, re-export and sell, locally and outside the country all kinds of commodities and goods being industrial and agricultural products for industrial and agricultural purpose on retail and wholesale basis and to be commission agents, representatives and distributors for any firm, public institution, company, corporation, public or private, local or foreign.*
- xxvi) *To carry on the business of manufacture, selling, distributing, supplying, wholesale and retail of bakery products and confectionery of biscuits, Bread, cake, pies, meet, to trade as manufacturers of ice cream, proprietors of restaurants, hotels, refreshments and cold rooms, café, milk and snack bars and to deal in all types of beverages and render catering services.*
- xxvii) *To carry on the business of manufacture, selling, distribute of bakery products, confectionery of all types of foodstuffs, beverage supplies, plant, grow, import, manufacture, sell and deal in fruits, vegetables in for of juices, dealer as wholesaler, distributors, retailers, importers and exporters to be engaged in general food experts, processors, packers and distributors in local and foreign markets as well as flour millers, fruit canners and distributors. General food exporters and specifically to be exporters of fresh fruits, vegetables and mineral water*
- xxviii) *To buy, sell, import, produce, manufacture and deal in food and food products, food supplies, sugar, rice, beans, flour, peas, meat, fish, groceries, fruits, confectionery, wine and other beverages, whether alcoholic or not, tobacco, chemists and druggists suppliers, linen, furniture, furnishings and other articles required by visitors to the company's premises and others.*
- xxix) *To carry on the business of distributing, supplying, wholesale and retail biscuits, mineral water, drinks, like soda, ice cream, to run hotels,*

restaurants, refreshment and tea rooms, marquees, hotel management, Safari and holiday camps. Snacks, bar, tavern, and lodging housekeepers, shoe shine and to provide food and catering services to individuals, private and public institutions and to industrial and business concerns, also to provide variety of services and products to guest, tourist and hoteliers related to activities marine parks.

- xxx) To carry on the business of manufacturing and bottling of non alcoholic beverages, selling and being of non alcoholic beverages, importation, exportation and selling juices, aerated water, improve treat, preserver, fine aerated, mineralizes, bottle can and otherwise deal in minerals, aerated water, juice and other liquids of every description.
- xxxi) To carry on the business of manufacturing mineral water and aerated waters, bottled water and other non alcoholic drinks, fruit juices, and other consumable liquids of whatever description.
- xxxii) To carry on any other trade, business or activity whatsoever and to do anything of any nature which can, in the opinion of the Directors of the Company, be advantageously or conveniently carried on by the Company in connection with, as ancillary to or independently or any of its businesses.

**LIABILITY
OF MEMBES**

4. The liability of members is limited.

**CAPITAL OF
COMPNY**

- 5. The authorized share capital of the Company is Tanzania shillings 500,000,000/- divided into 1000 shares of Tanzania shillings 500,000 = each. If upon the winding up or dissolution of the company there remains after the satisfaction of all its debts and liabilities any property, whatsoever, the same shall not be paid or distributed among the members of the Company, but shall be given or transferred to some other Charitable institutions or having objects similar to the objects of the Company and which shall prohibit the distribution or agriculture and nonagricultural produce be it raw, semi-processed or processed, Articles of all kinds, types and description whatsoever

We, the several persons whose names addresses and description are subscribed as hereunder are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to become founder members and Directors of the Company.

NAMES, ADDRESSES OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBERS
1. EMMANUEL NDONYA MSIGWA P.O. Box 15654 DAR ES SALAAM	400	E. Msigwa
2. SISTA CHARLES MWASHIUYA P.O. Box 15654 DAR ES SALAAM	200	S. Mwashuiga

Dated at Dar es Salaam this 30th day of September 2013

WITNESS to the above signatures:

NAME:

SIGNATURE:

ADDRESS:

QUALIFICATION:



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 (ACT NO. 12 OF 2002)
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
MSIGWA INVESTMENT LIMITED

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INTERPRETATION 1.

In these articles

The "Act" means the Companies Act;

The Articles means the articles of the company;

"Clear days" in relating 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 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.

PRIVATE COMPANY 2.

The company is private company and accordingly;

(a) The right to transfer shares is restricted in manner hereinafter prescribed

(b) number of members of the Company (exclusive of persons who are in the employment of the Company and of the persons who having been formerly in the employment of the Company were in such employment to be members of the Company) is limited to fifty; provided that where two

or more persons holding one or more shares in the Company jointly they shall for purpose of this regulation be treated as a single member.

**GENERAL
MEETING**

3. *The number of members with which the company proposes to be registered is but the directors may from time to time register an increase of members.*
4. *The subscribers to the memorandum of association and such other persons as the directors shall admit to membership shall be members of the company.*
5. *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 general meeting 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.

All general meetings other than annual general meetings shall be called extraordinary general meetings.

6. *The directors may, whenever they thin 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 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.*

**TRANSFER
OF SHARE**

7. *The Directors may in their discretion and without assigning any reason thereof refuses to register the transfer or any person whom it shall in their opinion is undesirable for any person whatsoever to admit the membership.*
8. *Subject of clause 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows;*
9. *No share shall be transferred to a person who is not a member so long as member of any person selected by the Directors as one whom it is destrable in the interest of the Company to admit to membership.*
10. *Every shareholder or trustee in bankruptcy, or any personal representative of a deceased shareholder shall give notice in writing to the Directors that the desires to make such sale or transfer. Such notice shall constitute the Board of Directors or 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 case of difference to be determined by the auditor of the company.*

11. 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 the 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 days 21 notice the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase number of shares already held by them respectively, or if there be only one such shareholder, that the whole of such shares shall be sold to him, provided no shareholder, that the whole of such shares shall be sold to him, provide no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice.
12. 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 single shareholder who shall have agreed to purchase the same.

**SHARE CAPITAL
AND SHARE**

13. (a) The shares of the Company shall under the control of the Board of Directors, Subject to the provisions in that behalf of the Act and the Memorandum of Association and without prejudice to any special rights previously conferred on the holders of existing shares or class of shares, may be issued with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, voting, return of Capital or otherwise, as the Company may from time to time, by special resolution determine, and any preference share may, with the sanction of a special resolution, be issued on the terms that it is, or at the option of the Company is liable, to be redeemed.
- (b) If at any time, the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied with the consent in writing of the holders of three - fourths of any extra ordinary resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting, the provisions of these regulations applying to general meetings shall mutatis mutandis apply.
- (c) Every person, whose name is entered as a member in the register of members shall without payment be entitled to a certificate under the seal of the company, specifying he share or shares held by him, and the amount paid up thereon, provided that in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all.
- (d) The company shall be entitled to treat the person whose name appears upon the Register in respect of any share or shares as the absolute owner thereof and shall not be under any obligations to recognize any trust or equity per equitable

claim to, or partial interest in such share or shares whether or not it shall have been given notice thereof.

(e) If share certificate is defaced, lost or destroyed, it may be renewed on payment of such fee, if any, not exceeding one shilling, and on such terms, in any, as to evidence and indemnity as the directors think fit.

DIRECTORS

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

(b) The remuneration of the directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors shall also be paid all traveling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meeting of the company or in connection with the business of the company.

(c) The following shall be the first directors of the Company;

- 1. EMMANUEL NDONYA MSIGWA.**
- 2. SISTA CHARLES MWAISHIYU.**

(d) The director may exercise all the powers of the company to borrow 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.

THE MANAGING DIRECTOR

15. *(a) The Directors may from time to time appoint one or more of their body to the office of Managing Director for such period and on such terms as they think fit and may at any time revoke such appointment; the appointment of managing Director shall be automatically determined if the person appointed to such office shall cease from any cause to be a director.*

16. *A Managing Director shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way or partly in another) as the directors may determine.*

17. *The Directors may entrust to and confer upon a Managing Director any of the power exercisable by them upon such terms and conditions and with such restrictions as they think fit and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any such powers.*

18. *The Directors shall provide for the safe custody of the seal; which shall only be used by authority of the directors or of a committee of the directors authorized by the directors in that behalf, and every instrument to which the seal shall*

affixed shall be signed by two directors and the secretary or by a director and some two other persons appointed by the directors for that purpose.

SECRETARY

19. *To be appointed by the Board of Directors, who will sign his contract and enumeration and other conditions of work. Any Secretary so appointed by the Board of Directors may be removed by it. A person appointed to the office of the Secretary, should be a member of the Company.*

TREASURER

20. *A Treasurer shall be appointed by the Board of Directors. The powers of the Board of Directors include appointing persons to act in the absence of the Treasurer or when there is no suitable person to fill the post. No person who is not a member of the Company in any circumstances shall be eligible to hold office of Treasurer or Assistant Treasurer.*

**PERIOD OF OFFICE
FOR MEMBER OF THE
BOARD OF DIRECTORS**

21. *Members of the Governing Council shall hold office for two consecutively. At the end of their one period (two years), they will retire for one period (two years) and then they can seek re election.*

22. *The Company may by extra-ordinary resolution remove any member of the Board of Directors before expiration of his office.*

BORROW POWERS

23. *The Directors may from time to time in their discretion raise or borrow for the purpose of any Company's business such sum of money as they think fit. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company present or future including its uncalled capital for the time being, or by the issue at such price as they may think fit, of bonds or debentures either charged upon the whole or any part of the property and assets of the company or not so charged or in such other way as the Directors may thin expedient.*

24. *On a show of hands every member present in person shall have one vote. On a roll every member shall have one vote only for the shares of which he is holder.*

25. *No member shall be entitled to vote at any general meeting unless all calls or other sums presently by him in respect of shares in the Company have been paid.*

**DISQUALIFICATION
OF DIRECTORS**

26. *The office of a Director shall be vacated if the Directors;*

- a) Becomes bankrupt; or*
- b) Is found to be a lunatic or becomes of unsound mind; or*
- c) Resigns his office by notice in writing to the Company*
- d) Abstains himself from meeting of the Directors for a period of six months without special leave of absence from the other Directors.*
- e) Ceases to be a director by virtue of any provision of the act or becomes prohibited law from being a director;*

**PROCEEDING OF THE
GOVERNING COUNCIL**

27. *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 case of an equality of votes, the Chairman for the meeting shall have a second or a casting vote.*
28. *Three quarters of members of the Board of Directors, may, request the Secretary, at any time, to summon a meeting of the Board of Directors by notice served upon members of the Board of Directors.*
29. *A meeting of the Board of Directors which a quorum is present shall be competent to exercise all the authorities, powers and discretion by or under the regulation of the company for the time being nested in the Board of Directors generally.*
30. *The board of Director may delegate any of their powers to committee consisting of such members of Board of Directors, as they think fit, and any committee so formed shall, in the exercise of the power so delegated, conform to any regulations imposed on it by the Board of Director. The meeting and proceeding of any committee so formed, shall be governed by the provisions of the Article regulating the meetings and proceeding of the Board of Directors so far as the same shall not superseded by any regulations may be the Board of Directors and all acts and proceedings of any subcommittees shall fully report back to the Board of Directors.*
31. *The Board of Directors shall prepare proper minutes to be made to all appointments of officers, and all business transacted at such meetings to be signed by the Chairman of the meeting.*
32. *Once at least in every year, the accounts of the Company shall be examined and the correctness of the income and expenditure accounts and balance sheet ascertained by one or more property qualified auditors.*
33. *Qualified auditors shall be nominated by the Board of Directors.*

NOTICE

34. *A notice may be served by the Company upon any member either personally or by sending it through the post in prepaid letter, addressed to such member at his registered address as appearing in the register of members.*
35. *Clause 5 of the Memoranda of Association relating to winding up and dissolution of the Company shall have effect as if the provision thereof were repeated in these Articles of Association.*

WINDING UP

36. *With the sanction of a special resolution of the shareholders any part of the asset of the company including any shares in other companies may be divided between the members of company in specie or may be vested in trustees for the benefit of such member and liquidation of the company maybe closed and the company dissolve but so that no member shall be completed and accept any shares where upon these is any liability.*

INDEMNITY

37. Every Director, Agent, Auditor, secretary and other officer for the time being of the company shall be indemnified but of the assets of the company against any liability incurred by him in defending in such capacity any proceeding whether civil or criminal in which judgment is given in his favor or in which he is acquitted.

**ALTERATION
DIRECTORS**

38. Subject to the provision of the Act and those contained in the Memorandum of Association of the company the Board of Directors may by special resolution make alteration or additions so made shall be valid and effectual as if they were originally contained in these articles and in the like manner be subject to alternation by special resolution.

39. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

SEAL

40. 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 be by a director and by the secretary or by a second director.

41. 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 fair view of the state of the company's affairs and to explain its transactions.

42. The books of account shall be kept at the registered office 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.

43. 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 directors or by ordinary resolution of the company.

44. 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.

45. 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 together with a copy of the directors report and the auditors shall not less than twenty one days before the date of the meeting be sent to every holder of debentures of the company. Provided that this regulation shall not require a copy of those documents to be sent to any

NAMES, ADDRESSES OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBERS
1. EMMANUEL NDONYA MSIGWA P.O. Box 15654 DAR ES SALAAM	400	E. Msigwa
2. SISTA CHARLES MWASHIUYA P.O. Box 15654 DAR ES SALAAM	200	S. Mwashinya

Dated at Dar es Salaam this 30th day of September 2013

WITNESS to the above signatures:

NAME.....

SIGNATURE.....

ADDRESS.....

QUALIFICATION:.....

