

THE COMPANIES ACT  
CAP212

ACT NO 12 OF 2002

**COMPANY LIMITED BY SHARES**

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**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION  
OF**

JVFC Inc LIMITED

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**Incorporated this.....day of.....**

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**SUBSCRIBED BY:  
JULIUS FRANK KESSY  
P. O. Box 8355,  
DAR ES ALAAM.**

# **THE COMPANIES ACT CAP 212 (ACT NO.12 OF 2002)**

## **COMPANY LIMITED BY SHARES**

### **MEMORANDUM OF ASSOCIATION**

1. The name of the Company is JVFC Inc LIMITED
2. The Registered Office of the Company will be situated in the United Republic of Tanzania.
3. The objects of which the company is established is carrying on business whatsoever as general Credit company, without prejudice to the foregoing have the other such objects as but not limited to the following.
  - i. 4912 - Freight rail transport
  - ii. 4923 - Freight transport by road
  - iii. 4921 - Urban and suburban passenger land transport
  - iv. 4922 - Other passenger land transport
  - v. 5022 - Inland freight water transport
  - vi. 5120 - Freight air transport
  - vii. 5210 - Warehousing and storage
  - viii. 5229 - Other transportation support activities
  - ix. 5320 - Courier activities
  - x. 7710 - Renting and leasing of motor vehicles
  - xi. 7730 - Renting and leasing of other machinery, equipment and tangible goods
  - xii. 7911 - Travel agency activities
  - xiii. 7110 - Architectural and engineering activities and related technical consultancy
  - xiv. 8110 - Combined facilities support activities
  - xv. 9000 - Creative, arts and entertainment activities

- xvi. 4610 - Wholesale on a fee or contract basis
- xvii. 4620 - Wholesale of agricultural raw materials and live animals
- xviii. 4653 - Wholesale of agricultural machinery, equipment and supplies
- xix. 4663 - Wholesale of construction materials, hardware, plumbing and heating equipment and supplies
- xx. 4761 - Retail sale of books, newspapers and stationery in specialized stores
- xxi. 4782 - Retail sale via stalls and markets of textiles, clothing and footwear
- xxii. 4789 - Retail sale via stalls and markets of other goods
- xxiii. 4741 - Retail sale of computers, peripheral units, software and telecommunications equipment in specialized stores
- xxiv. 0150 - Mixed farming
- xxv. 0161 - Support activities for crop production
- xxvi. 0163 - Post-harvest crop activities
- xxvii. 6419 - Other monetary intermediation
- xxviii. 6420 - Activities of holding companies
- xxix. 6430 - Trusts, funds and similar financial entities
- xxx. 6492 - Other credit granting
- xxxi. 6499 - Other financial service activities, except insurance and pension funding activities, n.e.c.
- xxxii. 6619 - Other activities auxiliary to financial service activities
- xxxiii. 6820 - Real estate activities on a fee or contract basis
- xxxiv. 7020 - Management consultancy activities
- xxxv. 7490 - Other professional, scientific and technical activities

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4. The liability of the members is limited.
5. The share capital of the company is Tanzanian One Billion Only [1,000,000,000/=] divided into One Hundred Thousand Shares [100,000] of Ten Thousands Shillings [10,000] each.

With the power of 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 or rights or to any conditions or restrictions and so that preference or otherwise shall be subject to the power herein before contained.

We the several persons whose names and addresses are subscribed are desirous of forming 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 set opposite our respective names: -

<b>NAME AND ADDRESS OF SUBSCRIBERS</b>	<b>NUMBER OF SHARES</b>	<b>SIGNATURE OF SUBSCRIBERS</b>
FRANK EPHATA KESSY, P. O. Box 8355, DAR ES SALAAM, TANZANIA.	45,000	
JULIUS FRANK KESSY, P. O. Box 35028, DAR ES SALAAM, TANZANIA.	40,000	

BEFORE ME

Name: .....

Signature.....

Address.....

Qualification; Advocate/Commissioner for Oath

**THE COMPANIES ACT CAP 212 (ACT NO.12 OF 2002)**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**JVFC Inc LIMITED**

**PRELIMINARY**

1. In these Articles:

“**the Act**” means the Companies Act (Act No 12 of 2002).

“**the Seal**” means the Common Seal of the Company.

“**Secretary**” means any person appointed to perform the duties of the Secretary of the Company.

2. The regulations contained in Table A of the first schedule of the Act shall to apply except where there is a Articles and those contained in Table A, the Articles herein shall prevail.

3. The Company is registered as Private Company and accordingly: -

a) The right to transfer shares is restricted in the 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 having been formerly in the employment of the company and have continued after the determination of such employment) shall not exceed fifty, **PROVIDED THAT** where two or more persons hold one or more shares jointly in the company they shall for whole purpose and intent be treated as a single member.

c) Any invitation to the public to subscribe for any shares or debentures of the company is prohibited.

**CALL ON SHARES**

4. The directors may from time to time make call upon the members in respect of any money unpaid on their shares (whenever on account of the nominal value of the shares or by way of premium)and not by the conditions of allotment thereof made payable at fixed time, provided that no call shall exceed one fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding

call, and each member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the directors may determine.

5. A call shall be deemed to have been made at the time when the resolution of the directors authorizing the call was passed and may be paid by installments.
6. The joint holders of the share shall be jointly and severally liable to pay all calls in respect thereof.
7. If sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding 8 per cent per annum as the directors may determine, but the directors shall be at liberty to waive payment of that interest wholly or in part.
8. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the shares or by way of premium, shall for the purposes of these articles be deemed to be a call duly made and payable and all the relevant provisions of these articles as to payment of interest and expenses, forfeiture, or otherwise shall apply as if the sum had become payable by virtue of a call duly made and notified.
9. The directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.
10. The directors may, if they think fit, receive from any member willing to advance the same all or any part of the money uncalled and paid upon any shares held by him, and upon all or any part of the money so advanced may (until payment of interest at such rate not exceeding (unless the company in general meeting shall otherwise direct) 8 per cent per annum as may be agreed upon between the directors and the member paying the sum in advance.

## **SHARES**

11. Subject to the provisions of these articles, the shares shall be under the control of the directors who may allot or dispose of the same at such price either at par or at premium or (subject to the provision of the act) at a discount and at such time and in such manner as they think fit with full power to give any person the right to call the allotment of any shares at par or at a premium and for such time and for consideration as the directors may deem fit.

12. No person shall be recognized by the company as holding shares upon any trust and the company shall be bound by recognizing any equitable, contingent, future further or partial interests in any share or fractional part of share, or (except as by these presents expressly provided) any other rights to the entirety thereof in the registered holder.

### **LIEN**

13. The lien conferred by article 7 of table A on the company shall be first and paramount and shall attach to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder or shall be one of the several joint holders and the said article 7 shall be modified accordingly.

### **TRANSFER OF SHARES**

14. Any share may be transferred at any time by a member to another member or to a relative, and share of a deceased member may be transferred to his legal representatives, executor, or administrator to any of the said relative of the deceased to whom if he left a will, he may have specifically bequeathed the same, provided that the directors may decline to register any transfer of shares on which the company has a lien and the directors shall have an absolute right to refuse to register the transfer of any share whether the proposed transfer be a member of the company one of the aforesaid relatives of a member of the company without assigning any reason thereof. The directors may also suspend the registration of transfers during the fourteen days immediately preceding the ordinary meeting in each year. The directors may decline to recognize any instrument of transfer unless:-

- a) A free not exceeding two thousand shillings (as may be decided by the directors) is paid to the company in respect thereof and
- b) The instrument is accompanied by the certificate of shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transfer or to make the transfer.

15. Save as hereby otherwise provided, no share shall be transferred to any person who is to a member of the company so long as any member of the company is willing to purchase the same at the fair value, which shall be determined by the directors as and when occasion of such transfer arises and the determination of directors shall be accepted by all parties as a fair value.

16. Shares shall be transferred in the following form, or in any usual or common form which the directors shall approve.

I, \_\_\_\_\_  
(hereinafter called the transferor,) in consideration of TShs \_\_\_\_\_  
\_\_\_\_\_ paid to me by \_\_\_\_\_  
\_\_\_\_\_

of \_\_\_\_\_  
(hereinafter called said transferee') do hereby transfer the said  
transferee the share (or shares) numbered \_\_\_\_\_  
in the undertaking called to hold onto the said transferee, subject the  
several conditions on which I hold the same, and I the said transferee, do  
hereby agree to take the said share (or shares) subject to the condition on  
which I hold the same, and I the said transferee, do hereby agree to take  
the said share (or shares) subject to the conditions aforesaid. As witness our  
hand the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_

Signature 1. \_\_\_\_\_ Transferor

2. \_\_\_\_\_ Transferee

Witness to the signature: \_\_\_\_\_

### **FORFEITURE OF SHARES**

17. Forfeiture of shares can be made where a member fails to pay the whole or any part of any call on or after the day appointed for the payment thereof. The Board may at any time thereafter during such time as the call, or any part thereof remains unpaid, serve a notice on him requiring him to pay such call or such part thereof as remains unpaid, together with any accrued interest and any-payment.
18. The notice shall name a further day (not earlier than the expiration of seven days from the date of the notice) on or before which such call or installment, or such part as aforesaid and all interests and expenses that have accrued by reasons of such non-payment, are to be paid; it shall also name the place where payment is to be made, and shall state that in the event of non-payment is to be made, and shall state that in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such call was made, will be liable for forfeiture
19. If the requisition of such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by resolution of Directors to the effect. A forfeiture of shares not actually paid before forfeiture notwithstanding that they have been declared.
20. When any shares have been forfeited an entry shall forthwith be made in the Register of Members of the Company recording the forfeiture and the date thereof and as soon as they are disposed of, an entry shall also be made of the manner and date of the sale or disposal thereof.
21. When any shares has been forfeited in accordance with these articles, notice of forfeiture shall forthwith be given to the holder of the shares or to persons untitled to the share transmission, as the case may be and an entry of such notice having been given, and if the forfeiture with the members opposite to the shares; but the provisions of this article are directory only

and no forfeiture shall be in any manner invalidated by any omission or neglect give such notice or make such entry as aforesaid.

22. Notwithstanding any forfeiture as aforesaid, the Directory may at any time before the forfeited share have been otherwise disposed of, permit the shares so forfeiture to be redeemed upon the terms of payments of all calls and interests due upon any further or other terms it deems fit.
23. Every shares which shall be forfeited shall thereupon become the property of the company, and may be either cancelled, resold or re-allotted or otherwise disposed off either to person who was before forfeiture the holder thereof or entitled thereto, or to any other person upon such terms and in such terms and in such manner as the Directors shall think fit, and whether with or without all or any part of the amount previously paid on the share being credited as paid.
24. 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 with interest thereon, at such rate as the Directors may receive payment in full of the nominal amount of the shares.
25. A Declaration under oath that the Declarant is a Director of the company, and that a share in the company has duly been forfeited on the date stated on the Declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive consideration, if any given, for a share on any sale or disposition thereof and may execute in favor of the person to whom the share is sold or disposed off and he/she shall thereupon be registered as a holder of the shares and shall not be bound to see to the application of the purchase money.
26. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which by terms of issue of a share, becomes payable at a fixed time, whether on account of the amount of the share, or by way of premium, as if the same has been payable by virtue of a call duly made and notified.

### **CONVERSION OF SHARES INTO STOCK**

27. The Company may in an ordinary resolution passed at a general meeting convert any paid-up shares into stock and reconvert any stock into paid-up shares of any denomination.
28. The holders of stock may transfer the same or any part of thereof in the same manner and subject to the same regulations as and subject to which the share from which the stock arose might, previously to convention, have been transferred or as near thereto as circumstances admit; but the directors may from time to time fix the minimum amount of fractions of that minimum, but the minimum shall not exceed the nominal amount of the shares from which the stock arose.

29. The holders of stock shall according to the amount of the stock held by them have the same rights, privileges and advantages as regards dividends, voting at meeting of the company, and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by any such aliquot part of stock which would not exist if shares have conferred that privilege or advantage.
30. Such articles of the company as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholders" therein shall include "stock" and "stockholders".

### **GENERAL MEETING**

31. A general meeting shall be held once in every calendar year at such time (not being more than fifteen months after holding of the last preceding general meeting) and place may be determined by Directors. In default of the general meeting so held, a general meeting may be convened by any member in which meetings are to be convened by directors.
32. All general meetings other than Annual General Meetings shall be called extra ordinary general meetings.
33. The Directors may whenever they think fit, convene an Extraordinary General Meeting, and such meeting shall also be convened on such requisition or in default may be convened by such requisitions, as provided by section 144 of the act.
34. Subject to the provisions of section 117(2) of the act relating to special resolution, twenty-one days' notice at least (exclusive of ten day on which the notice is being given) specifying the place, he day and the nature of that business shall be given in manner hereinafter mentioned, or in such other manner if any, as may be prescribed by the regulations of the company but with the consent of all members entitled to receive notice of some particular meeting, such meeting may be convened by such shorter notice and in such manner as those member may think fit.
35. The accidental omission to give notice of a meeting to, or the non-receipt for notice of meeting at any member shall not affect the proceedings at any meetings.

## PROCEEDING AT GENERAL MEETINGS

36. All business shall be special at an extraordinary meeting with the exception of sanctioning a dividend, the consideration of the accounts, balance sheet and the ordinary report of the directors and Auditors, the election by rotation, and the appointment and fixing of the remuneration of Auditors.
37. If within half an hour from the time appointed for the meetings a quorum is not present, the meeting, if convened up on the requisition of members, shall be dissolved; in any other case it shall stand adjourned.
38. No business shall be transacted at any General Meeting unless a quorum of members is presented at the time when the meeting proceeds to business. The quorum of the meeting shall exist if there are present in person or by proxy, such member or members of the company as hold between them an aggregate of shares representing not less than 50% (say fifty per centum) of the total issued and fully paid up shares capital.
39. The chairman, if any, of the Board of Directors shall preside as chairman at every general meeting of the company.
40. If there is no such Chairman, or at any meeting he is not present within fifteen minutes after the time appointed for the meeting, the remaining members (or proxy as the case may be) shall choose one of the members to be Chairman of the meeting.
41. The Chairman 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 meeting from which the adjournment took place.
42. At any general meeting, a resolution to the vote of the meeting shall be decided on a show of hands and a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority or lost, shall be conclusive evidence of the fact.
43. An ordinary resolution of the company determined on or without any general meeting and evidenced by writing under the hands of all shareholders of the company shall be as valid and effectual as an ordinary resolution passed at a general meeting of the company.
44. A member may vote in person or by proxy or by an authorized representative and such member, proxy or representative shall have one vote for each share, which he is the holder.
45. A member who is of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote on a show of hands or on poll by his committee or curator boons created or appointed by the court.

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

47. On a poll, vote may be given either personally or by proxy.

48. The instrument appointing a proxy and the powers of attorney or other authority, if any under which it is signed or a naturally certified copy of that power or authority shall be deposited at the registered office of the company not less than forty-eight hours before the general meeting to which those powers granted is herd.

49. The instrument appointing a proxy shall be in the following form, or such other form as Board of directors may approve.

"I, \_\_\_\_\_  
of \_\_\_\_\_  
being a member/member of \_\_\_\_\_  
Company Limited hereby appoint \_\_\_\_\_  
\_\_\_\_\_  
of \_\_\_\_\_  
200 \_\_\_\_\_

This form is to be used in favour/against the resolutions. Unless otherwise instructed, the proxy will vote as he thinks fit.

50. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the instrument of proxy or the authority under which it was executed or he transfer of the share in respect of which the instrument of proxy is given, provided no information in writing of such of death, insanity or revocation was given before the meeting was convened, was received by the company.

### **ALTERATION OF CAPITAL**

51. The Company may from time to time, by special resolution increase its capital at such sum to be divided into shares of original value, as the resolution shall prescribe.

52. The Company may from time to time by special resolution: -

- a. Consolidate and divide all or any of its share capital into shares of larger value or amount than its existing shares;
- b. Sub-divide its existing shares, or any of them into shares of smaller value than is fixed by the Memorandum of Association, subject nevertheless, to the provisions of section 51(d) of the act; and
- c. Cancel any shares, which, at the date of passing of the resolution, have not been taken or agreed to be taken by any person.

53. Any unissued or new shares of the company shall, before issue, be offered to such persons as at the date of offer are entitled to receive notices from the company of general meetings in proportion as near as the circumstances admit, to the amount of existing shares to which they are entitled. The offer shall be made by notice specifying the number of offer, if not accepted, will be deemed to be declined and after the expiration of that time, or on receipt of any information from the person to whom the offer is being made that he declines to accept the shares offered, the Board may dispose of those shares in such manner as it thinks most beneficial to the company. The Board may likewise so dispose of any unissued or new shares which (by reason of any the ratio which the unissued or new shares bear to the shares held by persons entitled to an offer of unissued or new shares) cannot in the opinion of the Board be conveniently offered under this Article.
54. The new shares shall be subject to the same provisions with reference to the payments of calls, lien, transfer, transition, forfeiture and otherwise as the shares in the original share capital.
55. The Company may by special resolution reduce its share capital, any capital redemption, receive fund, any share premium account in any manner and with subject to any incident authorized and consent of the High court Section 7(2) of the act.
56. Until otherwise determined by the company in general meeting, the directors shall not be less than two and not more than four in number.
- 1) FRANK EPHATA KESSY
  - 2) JULIUS FRANK KESSY
57. The directors shall be appointed annually by the subscribers to the Memorandum of Association in the Annual General Meetings.
58. The Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional to the existing Directors. Without prejudice to the powers of the company in General Meetings (but subject to any limitation for the time being on the total number of Directors) a person may be appointed to be a Director by an instrument in writing executed by or on behalf of members of the shares of the company for the time being carrying the right of voting at general meeting.
59. The remuneration of directors may 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 traveling, hotel and returning from meetings of the boards or any committee of the Boards or general meetings of the company, or in connection with the business of the company.
60. (a) Subject to the provision of para. (b) here below, a person need not be a shareholder to be eligible for appointment as a director.

- (b) Without prejudice to the eligibility of members for directorship, no shareholder shall be entitled as of right to appointment as director.
61. A Director of the company may be or become the director of another office, or otherwise interested in any company promoted by this company or in which the company may be interested as a shareholder. He shall be accountable to the company for any remuneration or other benefits received by him as a director or officer in such other company unless the company otherwise directs.
62. (a) Subject to any special provisions of this appointment, limiting the term of tenure of office, every director of the company who is appointed shall remain subject to the provisions of Article 68.
- (b) The Chairman of the Board shall be appointed by the annual General Meeting, to hold office for a period of one year.
63. The Board may from time to time at its discretion exercise all the power of the company to borrow or raise or secure the payment of any sum or sums of money for the purpose of the company.
64. The Board may raise or secure the payment or repayment of, such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and, in particular by mortgaging or charging its undertakings, property, uncalled capital or any part thereof and to issue debentures, debenture stock, and other securities whether outright or as security for any debts, liability or obligation of the company or of any third party.
65. The Board shall cause a proper register of charge to be kept in accordance with Section 88 of the act and shall duly comply with requirements of sections 79, 80 and 81 of the act in regard to the registration of charge therein specified and others.

### **POWER AND DUTIES OF DIRECTORS**

66. The management of the business of the company shall be vested in the Board of Directors, which in addition to the powers and authority conferred upon it, may exercise all such powers and do all such acts and things which may be exercised or done by the company.
67. The Board may from time to time by powers of attorney, appoint any company, firm or person or body of persons whether nominated directly or indirectly by the board to be attorney (s) of the company for such purpose and with such powers, authorities, discretion (not exceeding under these articles) for such period and subject to such condition as the board may deem fit, and any such powers of attorney may contain such provisions for the protection and conveniences of persons dealing with such attorney(s) as the board may deem fit and may also authorize such attorney to delegate all or any of the powers, authorities and discretion vested in him.

68. The company may exercise the powers conferred to it by section 38 of the act with regard to having official seal for use abroad, and such powers shall be vested in the board.
69. The Company may exercise the powers conferred upon in by section 10 and 107 of the act with regard to the keeping of the branch register, and the board may (subject to the provisions of those sections) make and vary such regulations as it may think in respect of keeping of any such register.
70. A director who is in any way, whether directly or proposed contract, with the company shall declare the nature of his interest at the meeting of the board in accordance with section 150 of the act.
71. A director is not at liberty to vote in respect of any contract or proposed contract to which he is directly or quorum present at any meeting at which such contract is considered.
72. A director may hold any other office or place of profit under the company (other than office of Auditor) in conjunction with the office of Director for such period and on such terms (as to remuneration and otherwise) as the Board may determine.
73. A director shall not be counted in a quorum present at any meeting where as he is appointed to hold any such office or place of profit under the Company or whereas the terms of such appointment are arranged and he shall not vote on any such appointment or arrangement of the terms thereof.
74. Any director may act by himself or by his firm in a professional capacity for the company, and he or his firm shall be entitled to remuneration for professional services as if he were not a director, provided that nothing here in contained shall authorize a director or his firm to act as an auditor of the company.
75. All cheques, drafts, promissory notes, bills of exchange and other negotiable instruments and all receipts for money paid to the company shall be signed as the case may be, in such manner as the Board of directors shall from time to time by special resolution determine.
76. The Board shall cause minutes to be made in books provided for the purposes: -
  - a) of all appointments of officers by the Board of directors.
  - b) Of the names of directors present at each meeting of the Board and of any committee of the Board.
  - c) Of all resolutions and proceedings at all meetings of the company and of the board and of any such committee as aforesaid, and every director present at any meeting of the board or a committee of the board shall sign his name in a book to be kept for that purpose.

77. The Board on behalf of the company may pay gratuity or pension, or allowance on retirement of any director who has held any other salaried office or place of profit with the company or to his widow or dependents in case of death and may make contribution to any fund and pay premium for the purpose or provisions of any such gratuity or allowance.
78. The office of a Director shall be vacated if a Director: -
- a) Becomes bankrupt or makes arrangements or compounds with his creditors, or
  - b) Becomes prohibited from being a director by reason of any order made under Section 213 or 269 (4) of the act, or
  - c) Ceases to be a director by virtue of Section 142 of the act or
  - d) Becomes of unsound mind or
  - e) Resigns his office by notice in writing to the company or
  - f) Is removed from office by a special resolution of the company or by an instrument in writing executed by or on behalf of members of the company holding seventy-five per centum of the shares of the voting at general meeting.
79. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Question arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman shall have a second vote.
80. The quorum necessary for the transaction of the business of the Directors may be fixed by the directors, and, unless so fixed, shall be such number of Directors present, either half of the total number of appointed Directors.
81. 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 these Articles as the quorum of Directors, the continuing Directors/Director may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the company, but for no other purpose.
82. If at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the same, the remaining directors can appoint one among their members to be Chairman of the meeting.
83. The Directors may delegate any of their powers of committees consisting of such members of their body as they think fit and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulation that may be imposed on them by the Directors.

84. A committee may elect a Chairman of their meeting if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of the members to be chairman of meeting.
85. A committee may meet and adjourn as they think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of any equality of votes the matter in question shall be referred to the Board of Directors.
86. All acts done by any meeting of the Directors or of a committee of Directors, or by any person acting as a director, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to a Director for each signed by one or more of Directors or members of the committee concerned.
87. The Board shall provide the safe custody of the Seal. The Seal shall be used only with the authority of the Board and every instrument to which the Seal be affixed shall be signed by a director and also by the secretary or by a second director or by some other person appointed by the Board for that purpose.

#### **DIVIDEND AND RESERVE**

88. The Company in general meeting may from time to time declare dividends, but no such dividend shall exceed the figure fixed by the Board.
89. The Board may from time to time pay to the members such interim dividends as it may appear to the Board to be justified by the profit of the company.
90. No dividend shall be paid otherwise than out of profits.
91. The Board may before recommending any dividend, set aside, out of the profit of the company such sums as it thinks proper as reserve or reserves which shall, at the discretion of the Board be applied for any purposes to which the profit of the company may be properly applied, and pending such application may at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company as the Board may from time to time think fit. The Board may also without placing the same to reserve, carry forward any profit, which it may think prudent not to divide.
92. Subject to the rights of person (if any) entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amount paid upon a share in respect whereof dividend is paid, but no amount paid upon share in advance of calls shall be treated for the purpose of this article as paid upon a share. All dividends shall be

proportionally to the amount paid upon the share during any portion of the period in respect of which the dividend is paid, but any share be issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly.

93. The Board may deduct from any dividend payable upon any member of sums of money (if any) presently payable by him to the company on account of all calls or otherwise in relation to the shares of the company.
94. Any dividend, interests or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or in case of joint holder to the registered address of the holder who comes first in the register or as the holder may from time to time in writing direct. Every such person to whom it is sent. Any one of two or more joint shareholders may give effectual receipts for any dividends or other money payable in respect of the shares held by them as joint holders.
95. No dividend shall bear interests against the company.

#### **CAPITALIZATION OF PROFITS**

96. The Company in general meeting may upon the recommendation of the directors resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any account or otherwise available for distribution, and accordingly that such sum be set free for distribution distributed by way of dividend and in the same proportion on condition that the same be not paid in cash but be applied either in or towards paying up any amount for the time being up in full unissued shares or debentures of the company to be allotted and distributed credited as fully paid up to and amongst such members proportion aforesaid or partly in one way and partly in the other, and the Directors shall give effect to such resolution. A share premium account and a capital redemption reserve may, for the purpose of this article, be applied only in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares.
97. Whenever such a resolution as aforesaid shall have been passed, the directors shall make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares or debentures if any, and generally shall do all acts and things required to give effects thereto, with full power to the directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fraction, and also to authorize any persons to enter on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalization, or (as the case may require) for the payment up by the company on their behalf, by the capitalization, of the amounts or any part of the amounts remaining unpaid on their existing

shares, and any agreement made under such authority shall be effective and binding on all such members.

### **SECRETARY**

98. The Secretary shall be appointed by the Board of directors for such terms, at such remuneration and upon such conditions it may think fit, and any Secretary so appointed answerable and may be removed by the Board.
99. No person shall be appointed to hold office as Secretary who is:-
- (a) the sole director of company; or
  - (b) the sole director of a corporation which is a sole director of the company.

### **ACCOUNTING AND AUDITING**

100. The Board shall cause proper books of accounts to be kept with respect to:
- - a) All sums of money received and expended by the company and the matter in respect of which the receipt and expenditure take place;
  - b) All sales and purchases of goods by the company; and
  - c) The assets and liabilities of the company.

Proper books shall not be deemed to be kept if there are no such books of accounts as are necessary to give a true and fair view of the state of the company's affairs and to explain its transaction, and they should be laid down for inspection at general meeting of members.

101. Auditors shall be appointed by the Board and their duties regulated in accordance with Section 132-134 of the act.

### **NOTICE**

102. A notice may be given by the company to any member either personally, or by sending it by post addressed to him at his registered address.

### **WINDING UP**

103. If the Company is being wound up, the liquidator may with the sanction of a special resolution of the company and any other sanction required by the act 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 purpose, set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

NAME AND ADDRESS OF SUBSCRIBERS	NUMBER OF SHARES	SIGNATURE OF SUBSCRIBERS
FRANK EPHATA KESSY, P. O. Box 8355, DAR ES SALAAM, TANZANIA.	45,000	
JULIUS FRANK KESSY, P. O. Box 8355, DAR ES SALAAM, TANZANIA.	40,000	

BEFORE ME

Name:.....

Signature.....

Address.....

Qualification; Advocate/Commissioner for Oath