

THE COMPANIES ACT

(Cap. 212)

COMPANY LIMITED BY SHARES

Memorandum

and

Articles of Association

of

QINSTON TECHNOLOGIES LIMITED

THE COMPANIES ACT (Cap. 212)
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION



OF

QINSTON TECHNOLOGIES LIMITED

1. The name of the Company is **QINSTON TECHNOLOGIES LIMITED**.
2. The registered office of the Company will be situated in Tanzania.
3. The Object for which the company is established are to:
 - 3.1 act and perform all the functions of an information and communications technology company.
 - 3.2 to carry on the business of designing, developing, improving, researching, marketing, selling and licensing software applications and ICT products of all kinds. As well as to carry on the business of information technology and communication services, sub-contracting, consulting, advisory and training.
 - 3.3 to carry on the business of establishing, maintaining and conducting ICT training facilities, start-up hubs, vocational centers, courses and programs of all kinds.
 - 3.4 to carry on the business as importers and exporters of goods, services or merchandise of any description that relates to information and communications technology.
 - 3.5 to carry on the business of wholesale of information and communications technology devices, networking and office apparatus (including accessories and stationeries), computers and accessories. As well as provide auxiliary and secretarial services i.e. printing, scanning etc.
 - 3.6 Real estate activities with own and leased property
 - 3.7 Mixed farming
 - 3.8 Construction of buildings
 - 3.9 Sale, maintenance and repair of motorcycles and related parts and accessories
 - 3.0 Freight transport by road
 - 3.6.1 short term accommodation activities
 - 3.6.2 Educational support activities
 - 3.6.3 Other human health activities
 - 3.6.4 Creative, arts and entertainment activities
 - 3.6.5 Data processing, hosting, and related activities
 - 3.6.6 Web portals
 - 3.6.7 Computer consultancy and computer facilities
 - 3.6.8 Computer programming activities
 - 3.6.9 Computer Consultancy and computer facilities management activities
 - 3.6.0 Restaurants and mobile food service activities
4. The Liability of the members is Limited.
5. The share capital of the Company is Fifty Million (50,000,000/=) Tanzanian shillings divided into 2,000,000 shares of a nominal or par value of 25 Tanzanian shillings each, with the power for the Company, insofar as is

permitted by law, to redeem or purchase any of its shares and to increase or reduce the said share capital subject to the provisions of the Companies law and the Articles of Association of the Company and to issue any part of its capital, whether original, redeemed or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.

We the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association and we agree to take the number of shares in the capital of the company set opposite our respective names:

	Name, Address and Description of Subscriber	Number of Shares taken	Signature
1.	Jayson Cartier, 1918 Kaunda Drive, Msasani, Dar essalaam.	850,000	
2.	Albert Brice Muhling, Rosengarten Street, House 10, 76228 Karlsruhe Germany.	130,000	

Dated at Dar es Salaam this 15th day of July 2020

Witness to the above signature:

Signature: 
 Postal Address: P.O. BOX 78275 DSM
 Qualifications: NOTARY PUBLIC



THE COMPANIES ACT (Cap. 212)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

QINSTON TECHNOLOGIES LIMITED

1. In these Articles, unless the context otherwise requires, expressions defined in the Companies Act (Cap 212) or any statutory modification thereof in force at the date at which these articles became binding on the Company, shall have the meaning so defined and the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, namely:-

WORDS	MEANINGS
The Act	Company Act (Cap 212)
The Article	The Articles of association of the Company as now framed or as may from time to time be altered by special resolutions.
Board	The Board of Directors of the QINSTON TECHNOLOGIES LIMITED".
Directors	A member of Board of Directors of the Company appointed by the Board.
Company	The Company limited by shares known as the QINSTON TECHNOLOGIES LIMITED".
Member	A member of the Company or member of the Board as the context requires
The Seal	The Common Seal of the Company
Secretary	any person appointed to perform the

	duties of Secretary of the Company
clear days	in relation 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

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 became binding on the Company.

MEMBERS

2. The number of members with which the Company proposes to be registering is 2 but the general meeting may from time to time register an increase of members
3. The general meeting shall have power to expel any member and any director for the violation of these Articles provided that the member or director involved is given right to defend himself or herself.
4. The directors shall be entitled to elect as sponsors, patrons, supporters or consultants of the Company such other persons as it thinks fit but such election shall not give any person the status of a member.
5. Any member of the company who shall desire to retire as a member of the Company shall signify such desire in writing to the Managing Director for the time being of the Company and such person's name shall be removed from the list of members of the Company and he/she shall thereupon cease to be a member of the Company.

GENERAL MEETINGS

6. 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 or managing director shall appoint.

7. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
8. The general meetings shall be the highest organ of the Company and shall decide on general lines of policy and all other matters including the power to amend these Articles.
9. The Director may, whenever they think 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 requisitionist as provided by section 134 of the Companies Act. If at any time there are not within United Republic sufficient Directors capable of acting to form a quorum, any Director or any two member of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

10. Every general meeting shall be called by twenty-one clear days notice in writing at least. The notice shall specify the place, the day and hour of meeting and, in case of special business, the general nature of that business. Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Articles be deemed to have been duly called if it is so agreed: -
 - a). in the case of the meeting called as the annual general meeting, by all the
members entitled to attend and vote thereat, and

b). in the case of any other meeting, meeting by a majority in number of the

members having a right to attend and vote at the meeting.

11. Subject to the provisions of the articles, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omission to give notice of a meeting to, or the non receipt to notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

12. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.
13. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; two persons, entitled to vote on the business to be transacted, each being a member or a proxy for a member or a duly authorized representative of a corporation, shall be a quorum.
14. If within half an hour from the time appointed for the meeting quorum is not present, or if during the course of a meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine.
15. The members shall elect the chairperson who shall preside as chair at every general meeting of the Company, or if he/she shall not be present within half an hour after the time appointed for the holding of the meeting or is unwilling to act or the majority of the members present do not want

him/her to act, the directors present shall elect one of their number to be chair of the meeting.

16. If any meeting the Chairman is absent, or is unwilling to act as chairman, the members present shall choose one of their number to be chairman of the meeting.
17. 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 adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When the meeting is adjourned for fourteen days or more, notice of the adjourned meeting shall be given specifying the time and place of the meeting and the general nature of the business to be transacted save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
18. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands demand:-
 - (a) By the chairman; or
 - (b) By at least (three) members present in person or by proxy; or
 - (c) By any member or members present in person or by proxy and representing not less than one –tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to the effect in the book containing the minutes of proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may, before the poll is taken, be withdrawn.

19. Except as provided in article 18, if a poll is duly demand it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demand.
20. In case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
21. A poll demanded on the election of a Chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than upon which a poll has been demanded may be proceeded with pending the taking of the poll.
22. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Company dully convened and held.

VOTES OF MEMBERS

23. Every member shall have one vote.
24. a member in respect of whose estate a manager has been appointed under section 26 of the Mental Diseases Ordinance, may vote, whether on a show of hands or on a poll, by his said manager, and any such manager may, on a poll, vote by proxy.
25. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.
26. On a poll votes may be given either personally or by proxy.
27. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or, if the

appointer is a corporation, either under sea or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.

28. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company or at such other place within the Territory as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting of adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

29. An instrument appointing a proxy shall be in the following form or a form as near hereto as circumstances admit:-

“ Limited
I/We of, being a
member/members of the above – named company, hereby appoint or
failing him Of
as my/our proxy to vote for me/us on my/or behalf at the {annual or
extraordinary, as the case may be} general meeting of the company to
be held on the day of
200....., and at any adjournment

Signed this Day of, 200.....”

30. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

“ Limited.
I/We of Being a member/members of the above
named company, hereby appoint of of
..... or failing him of, as my/our
proxy to vote for me/us on my/or behalf at the {annual or extraordinary, as the
case may be } general meeting of the company to be held on the day
of 200....., and at any adjournment thereof.

Signed this day of, 200

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

*strike out which ever is not desire”

31. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
32. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy, or by the duly authorized representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at its registered office (or at such other place at which the instrument of proxy was duly deposited) before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATION AT MEETINGS.

33. Any corporation which is a member of the company may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the company.

DIRECTORS

34. 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 shall be not less than two.

35. The remuneration of the directors shall from time to time be determined by the Company in general meeting.
36. The following persons shall be the first directors to the Company:-
1. JAYSON CARTIER
 2. ALBERT BRICE MUHLING

BORROWING POWERS

37. The managing director may exercise all the powers of the company to borrow money, and to mortgage or change 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.

POWERS AD DUTIES OF DIRECTORS.

38. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the directors, who may exercise all the powers of the company, shall manage the business of the company. No alteration of the memorandum or articles and no such directions shall invalidate any prior act of the directors, which would otherwise have been valid. The powers given by this article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
39. The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purposes and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.
40. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.

41. The directors shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the directors;
 - (b) of the names of the directors present at each meeting of the directors and of any committees of the directors;
 - (c) of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors.

DISQUALIFICATION OF DIRECTORS

42. The office of director shall be vacated if the directors:-
- (a) Without the consent of the company in general meeting holds any other office of profit under the company, or
 - (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) Ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or
 - (d) Becomes of unsound mind; or
 - (e) Resigns his office by notice in writing to the company; or
 - (f) Is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in manner required by the Act.

A director shall not vote in respect of any contract in which he is interested or any matter arising thereat, and if he does so vote shall not be counted.

43. The company may by ordinary resolution appoint a person who is willing to act as director to fill a vacancy or be an additional director.
44. The directors may appoint a person who is to act to be a director, either to fill a vacancy or as an additional director, but so that the total number of directors shall not at anytime exceed the number fixed by or in accordance with these articles. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.
45. The company may by ordinary resolution, of which special notice had been given in accordance with section 144 of the Act, remove any director before the expiration of his period of office notwithstanding anything in the article or any agreement between the company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.

46. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding article. Without prejudice to the powers of the directors under article 40 the company in general meeting may appoint any person to be a director either to fill a vacancy or as an additional director.
47. Subject to the provisions of the articles, the directors may regulate their meetings as they think fit. Questions arising at a meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any directors who are absent from Tanzania.
48. The quorum necessary for the transaction of the business of the directors may be fixed by the directors and unless so fixed shall be two.
49. The continuing directors may act notwithstanding any vacancy but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the act for the purpose of increasing the number of directors to that number, or summoning a general meeting of the company, but for no other purpose.
50. The directors may appoint one of their numbers to be the chairman of the board of directors and determine the period of which he is to hold office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if no such chairman is appointed, or if he is unwilling to preside, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.
51. The directors may delegate any of their powers to Committees consisting of such member or, members of their body and member of the Company as they think fit provided the number of the latter is less by one than that of the former, any committee so formed shall in the exercise of the powers so delegated conform to any regulations or directions imposed on it by the directors. All acts and proceedings of any such committee shall be reported back to the directors as soon as possible.
52. All acts done by a meeting of the directors or of a committee of directors or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director, or that any of them were disqualified from holding office, or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and was entitled to vote.
53. A resolution in writing signed by all the directors entitled to receive notice of a meeting of the directors, or of a committee of directors, shall be as valid and effectual as if it had been passed at a meeting of the directors or {as the case may be} a committee of directors duly convened and held, and

may consist of several documents in the like form each signed by one or more directors.

SECRETARY

54. The Secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
55. A provisions of the Act or the articles requiring or authorizing a thing to be done by or to a direct and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

THE SEAL

56. The seal shall only be used by the authority of the directors or of a Committee of the director authorized by the directors in that behalf, and every instrument to which the seal shall 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 the purpose.
57. the directors shall cause proper books of account to be kept with respect to:-
 - (a) all sums of money received and expended by the company and the matters in respect which the receipt and expenditure takes place;
 - (b) all sales and purchase of goods by the company; and
 - (c) the assets and liabilities of the company.
58. 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 air view of the state of the company's affairs and to explain its transactions.
59. The books of account shall be kept at the registered officer 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 directors.
60. No number shall (as such) have right of in respecting any accounting records or other book or document of the company except as conferred by statue or authorized by the directors or by ordinary resolution of the company.
61. 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 profits and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

62. 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 member of, and every holder of debentures of, the company. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of their joint holders of any debentures.

AUDIT

63. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.
64. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of directors need not be in writing. The company may give any notice to a member either personally or by sending it by post in a prepared envelope addressed to the member at his registered address or by leaving it at that address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of seventy – two hours after the letter containing the same was posted. A member whose registered address is not within the Tanzania and who gives to the company, an address within the Tanzania at which notice may be given him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.

NOTICES

65. A notice may be given by the company to any member either personally or by sending it by post to him or to his registered address or (if has registered address in Tanzania, to the address, if any, within Tanzania supplied by him to the company.
66. If a member has no registered address in Tanzania and has act supplied to the company an address within the Republic of Tanzania for the giving of notices to him, a notice addressed to him, and displaced in the registered office of the company, shall be deemed to be dully given on the day on which it is so displayed.
67. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder named first in the register in respect of the share.
68. A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or trustees of the bankrupt, or by any like description, at the address.
69. Notice of any general meeting shall be given in the same manner hereinbefore authorized to every member of the company except those members who (having no registered address within the United Republic of



Tanzania) have not supplied to the Company an address within the United Republic.

70. If the company shall be wound up the liquidator may, with the sanction of an extraordinary resolution of the company and any other sanction required by the companies Act, divide amongst the members in space or kind the whole or any part of the assets of the company (whether they shall consist of property of the same kind or not) and any, for sum purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such decision shall be carried out as between the members or different classes of members. The Liquidator may, with sanction, vest the whole or any part of the assets in trustees up on such trusts for the benefit of the contributors as the liquidator, with the like sanction shall think fit, but so that no member shall be compelled to accept any share or other securities whereon there is any liability.

The regulation of Table 'A' in the First Schedule to the Companies Act (hereinafter called Table 'A' shall apply to this Company as its Articles of Association.

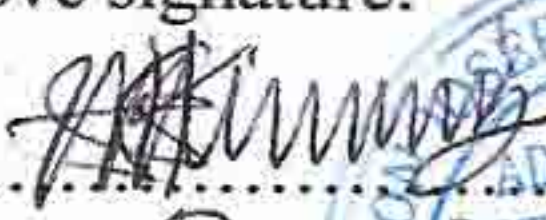
DIRECTORS

71. (a) Until otherwise determined by the Company in general meeting the Directors shall be not less than two and not more than...5....
- (b) The following persons shall be the first Directors to the Company:-
1. **Jayson Cartier.**
 2. **Albert Brice Muhling.**

Name, Address and Description of Subscriber	Number of Shares taken	Signature
1. Jayson Cartier, 1918 Kaunda Drive, Msasani, Dar essalaam.	850,000	
2. Albert Brice Muhling, RosengartenStreet, House 10, 76228 Karlsruhe Germany.	130,000	

Dated at Dar es Salaam this 15th day of July 2022

Witness to the above signature:

Signature: 

Postal Address: P.O BOX 78275 DS.M

Qualifications: NOTARY PUBLIC

