

THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

AFM HASHI CO. LIMITED

Incorporated thisday of.....2015

DRAWN BY:
ABDI MOHAMED
(SUBSCRIBER)
P.O. BOX 256
SUMBAWANGA.

THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF

AFM HASHI CO. LIMITED

5000/-
58661/14/19/20
Rafiq

7500/-
58061/14/19/20
Rafiq

1. The Name of the Company "AFM HASHI CO. LIMITED."
2. The Registered Office of the Company will be situated in Tanzania.
3. The Objects for which the Company is established are:-
 - a) To carry on the business of commission agents of all types of petroleum products ranging from crude/black oil to white/refined products such as bitumen, gas, paraffin, petrol, kerosene, engine oils, gas-oil/diesel, oils and other lubricants, grease, petrochemical etc. and petroleum by-products; by providing a business link between the producer/suppliers and the buyers/customers within the country and elsewhere in the World, thus to initiate and conclude business negotiations/deals on their behalf.
 - b) To carry on the business of manufacture, alter, convert petroleum into liquefied petroleum, gas or natural gas store in storage tanks, gas and compress the gas for distributors, distributors of natural gas or liquefied petroleum gas in gas cylinder or by gas pipes, supplying gas to customers petroleum products, storage, distributors, sale and use of petroleum products in the country and export outside the country, oil depots, coal, coke, patent, fuel, oil of all kinds, manufacture of goods, mining of all kinds of minerals, promote oil distributors and open small oils shops, general traders, merchants suppliers of general goods, commission agents, manufacturers representatives and to buy, sell, hire, manufacture, barter trade and deal in property, spare parts and machinery of every descriptions, goods and services of general merchandise of all kinds of transact any and every manufacturing of petroleum, oil, fuel oil depots, oil extraction oil purification and sale the same, mercantile, insurance and financial business, general services of all kinds of goods and general merchandise
 - c) To carry on the business of importers, exporters, distributors and dealers in petroleum products, lubricating oil, non-lubricant, engine oil, kerosene, petrol, diesel, motor spirit, mineral oil, crude oil, grease and all other kinds of minerals and petroleum products.
 - d) To be general importers refiners and distributors in local and export markets of all kinds of petroleum products, refiners and distributors in local and export markets of all kinds of petroleum products, to be bulk oil carriers and transporters and exporters of crude as well as refined oil. To establish and operate petrol stations and auto service stations to be owners of garages and to supply all kinds of auto spare parts and accessories and to be general importers of all such spare parts.
 - e) To carry on the business of Natural Gas Distribution and Marketing.

- f) To carry on the business as professional engineering, environmental engineering, mechanical, chemical, electrical engineers, engineering consultants, researchers and technical advisors in the repair, installation, renovation, rehabilitation and servicing of all kinds of machinery, electrical apparatus, power lines, radio and electronic equipments, to sell, supply and deal in electrical machinery, industrial equipment, plant, accumulators, lamps, meters, engines, dynamos, batteries, transformers, switchgears, motors, telephonic or telegraphic apparatus of any kind, and to carry out the business of research and development for conventional and non-conventional energy resources, new and renewable energy, wind, solar biogas, biomass, woodfuels, etc, petroleum products, petroleum exploration, research and development.
- g) To carry on the business of producers, suppliers distributors of electric power through hydropower, gas, fuel and other turbines or generators of all kinds and in furtherance of this objective to purchase all plant and equipment, generators, turbines, mechanical and scientific instruments and accessories, condensers, transformers, switch-gears and all kinds of electrical and electronic apparatus and to enter into contracts for the production and distribution of electric power
- h) To carry on the business as principals agents or manufacturers, representatives of importing, exporting, buying, selling, distributing of motor vehicles, cars trucks, lorries or other vehicles, motor vehicles spares and parts of all descriptions, fuel and other oils, petroleum of all kinds, tyres and tubes, batteries, battery solution and other spares, accessories, motor cycles, bicycles, tractors, mining equipments, fishing gears, agricultural and industrial machinery and equipments, new and second hand spare parts and accessories and generally to deal in all types of motor spare parts and industrial and agricultural machinery and parts, electronic goods and accessories thereof.
- i) To carry on the business of garage proprietors and service station for motor vehicles of all kinds, to carry on the safe keeping, cleaning, repairing, refueling, panel beating, spraying and the general care of motor vehicles, aircraft, machinery, equipment and plant whether moved by mechanical power or not, implements, utensils, appliances, apparatus, fuel for internal combustion engines, lubricants, cements, solutions, batteries and accessories and all things capable of being used in connection with the said businesses or in the manufacture or maintenance of such vehicles, machinery, equipment and plant including injector pump services, tyre services and car diagnostics.
- j) To own and operate plants and factories for making spare parts including nuts and bolts, rivet screws, nail, roofing nails, radiators, valves, crankshafts, springs, door handles, and locks, bushes, electrical fittings including wires, switches, plugs, sockets, distribution boxes and to carry on all or nay of the business of repairman, electrical contractors, maintenance contactors and to own machinery, equipments and tools including drills, spanners, hydraulic jacks and implied purposes of running garage, including trucks, lorries, cars, any other power propelled vehicles and machinery, whatsoever.
- k) To carry on the business of pipes welding, fabrication of air condition, tanks welding, pipes structural steel boilers, cable tray, structural steel fitter, mechanics repairing, maintenance welding inspection, X-ray and general merchants.
- l) To rent, sell, hire or let all types of vehicles, taxis, daladala, long trip safaris, motor coaches, vehicle bodies, engines, machinery and other chattels and things used for any of the above purposes.

- m) To carry on the business of establishing and running shops, shopping malls, provision stores, supermarkets, department stores, groceries food and shops of all kinds and description and generally to deal with such activities.
- n) To acquire carry on the business of transport contractors, road haulage contractors and to own and operate heavy duty vehicles including trucks, trailers and own, hire, operate transport facilities including trucks, lorries, saloon cars, combies, carries, taxis, aero plane and ships including steamers, barge boats and tug-boats for the express or implied purpose carrying or ferrying cargo, passengers, tourist and to act as transport and general haulage contractors and consultants, tour operators, travel agents, clearing and forwarding agents and to own, lease or hire godowns, warehouses, bonded warehouses, goods sheds and seal like facilities for the purpose of storing, preserving, packaging and repacking goods, cargo and all other articles and goods whatsoever to facilitate transportation, air freight and general delivery thereof whatsoever to customers and owners.
- o) To carry on the business of clearing and forwarding agents, commission agents, transporters, freighters, haulers, customs bonded warehouse and godown keepers, cargo and travel agents, 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 neighbouring 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.
- p) To promote tourism in Tanzania and elsewhere in Africa and carry on business of travel and tour operator to promote, facilitate traveling, to organize hunting and tended-camps, fishing and diving expeditions, safari promoters, undertakers, generally in particular to arrange, manage hunting safaris photo safari adventure tours, handling of game trophies, animal skins, catching, harboring, transporting, wildlife and marine products of all kind.
- q) To carry on the business of domestic safari operator, travel agents, promoters of tourism, safari organizers and outfitters, organizers of all types of photographic safari birds shooting safaris and luxury tented safari to all parts of the world and in East Africa by air, sea, rail, cars, buses or any other method of locomotion and to organizes big-game fishing and the business of travel bureau or booking offices for all types of tours and safaris and to act as guides, couriers, interpreters and professional safari photographers and the business of motor vehicle hire enterprises offering tour transport facilities both self driven and chauffeur drive.
- r) To engage in and carry out the business of proprietors and managers of hotels, restaurants, bar, cafes, road houses, motels, safari and holiday camps, caravan sites, guest houses, apartment housekeepers, refreshment and tea rooms, milk and snacks bars, tavern, beer house and lodging housekeepers and to provide food and catering services to individuals, private and public institutions and to industrial and business concerns.

- s) To carry on all or any of the business of stationers, printers, lithographers, stereotypes, electrotypes, engravers, photographic, printer, photo lithographers, typesetting machines operators, die sinker, envelope makers, book binders, account book manufacturers, machine, rulers numerical printers, paper makers, paper baffles and account book makers, box makers, flax and box file makers, cardboard manufactures, type foundry, of dealers in playing, visiting, railways, festival invitation, dealers in or manufacturers or any other articles or things or character similar or analogous to the foregoing or any of them or connected therewith and to deal in the manufacture of and sell by wholesale or retail of school chalks, and secretarial services.
- t) To carry on the business of providing consultancy services concerning various ways of utilizing computer system in all possible business functions, to act as manufacturers' representatives for all type of computers and similar items, to buy, sell, hire, repair components parts relating to hardware, software, word processors and other type of information technology.
- u) To carry on the business of general merchants, general store-keepers, universal providers, importers, exporters, suppliers, wholesale and/or retail traders, dealers of piecewood, paints, hardware, glassware, crockery, cutlery, ironmongery, turners and other household fittings and requirements, other articles and commodities of personal, household use and consumption provisions, textiles, groceries, medicines, drugs, wines, spirits, liquors, chemical, surgical, optical, photographic and other instruments, apparatus and materials, motor vehicles, automobiles and generally in all manufactured goods of all types and merchandise of all kinds.
- v) To carry on the business as general traders, merchants, suppliers, stockists, wholesalers, retailers and dealers in all types of electrical goods, hardware, building materials, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, timber, fishing gear, groceries, computers, office equipments, cooking oils, foodstuffs, cosmetics, oils, paints, spirits sheets, hinges, screws, iron mongery, textiles piece goods, all types of leather goods, shoes, bags, dealers in manufacturers of footwear, peak caps, rain coats and other similar goods.
- w) To build, construct, alter, improve, enlarge, repair, maintain, develop, demolish, remove or replace and work, manage, carry out or control works of all descriptions including but not limited to offices, factories, mills, warehouses, shops, stores, garages and other buildings, roads, machinery and plant, which may, in the opinion of the Directors of the Company be likely to advance directly or indirectly the Company's interests; to clear sites for the same; to contribute, to subsidies or otherwise assist in the building, construction, alteration, repair, improvement, enlargement, maintenance, development, demolition, removal, replacement, working, management carrying out or control.
- x) To carry on any other wholesale, retail or manufacturing business which may be conveniently conducted in conjunction with any other activity of the Company; to carry on the business of grocers, bakers, butchers, meat salesmen, bacon factors and merchants, butter factors and salesmen, cheese mongers, fritterers and greengrocers, egg merchants and salesmen, poultries, wine, spirit and beer merchants and salesmen and general provision merchants to buy, sell, manufacture and deal in goods, stores and consumable articles of all kind both wholesale and retail.

- y) To carry on the business as general food processors, packers, to be general suppliers of foods stuffs and agricultural crops, grain millers, food mixers, general exporters of fresh fruits, vegetables and flowers, to act as agents of buying and selling all kinds of food stuffs, agricultural equipments of every description, and generally to deal in any other business connected therewith.
- z) To manufacture, buy, sell and deal in mineral waters, wines, cordials, liquors, soups, broths and other restoratives of food specially suitable or deemed to be suitable for invalids and convalescents and all kind of soaps, shampoos, non-medicated toilet preparations, hair colorants, hair conditioners, hair dyes, hair lotions or hair styling preparations, hair colorants, deodorants, non-medicated talcum powder for toilet purposes, depilatories, anti-per spirant preparations, sun-tanning preparations, bath additives, bath oils or bath salts not for medical purposes, shaving preparations, dentifrices, essential oils, beauty masks, facial packs, nail care preparations, nail vanish, pumice stones, cotton sticks, wool for non- medical purpose.
- aa) To carry on the business of alcoholic and non alcoholic, such as brewers, malters, distributors, buyers, sellers, merchants and dealers in beer, ale, porter, stout, wines, spirits, aerated waters, soda, liquors of every description, whether intoxicating or not and of malt, hops, grain, meal yeast and all other materials, and the rights to produce distribute, market or exhibit any of the products as aforesaid.
- bb) To carry on the businesses of hardware merchants and iron monger dealers in household utensils, china glass, cutlery, household fittings, electrical appliances, wiring and materials, television and radio receivers, apparatus and equipment, record cassette and tape players and such other goods as may be conveniently sold therewith or in the manufacture, maintenance and repair thereof.
- cc) To carry on the business of drapers, costumiers, robe dress and mantle makers, tailors, silk mercers, makers and suppliers of clothing, lingerie and trimmers of every kind, haberdashers, milliners, boot and shoe makers, dealers in fabrics and materials of all kind, footwear and leather goods, sports goods and toys.
- dd) To improve, manage, develop, turn to account, grant rights or privileges in respect of or otherwise deal with any of the property, rights and privileges of the Company.
- ee) To carry on the business of proprietors of clubs, entertainment houses, halls recreational centers, billiards, conference, seminar workshop, wedding halls and carry on all or any of the business of traders, manufactures and proprietors, promoters, financiers concessionaires, commercial agents and advisors of and for commercial, industrial, agricultural, forestry, fishery, mining, transport, housing entertainment, hotel, hotel management, restaurants and financial undertakings and enterprises and in particular but without prejudice to the generally of the fore-going to act as consultants, general agents managing, agents, directors, secretaries, personal undertaking or enterprise as aforesaid.
- ff) To subscribe for purchase or otherwise acquire and hold shares, stocks, debentures and other securities of any other company and to invest and deal with the moneys of the Company in any manner.
- gg) To vest any moveable or immovable property, right, privilege or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favor of the Company.




- hh) To open and operate banking accounts and to draw, make, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, drafts, cheques, bonds and other negotiable or transferable instruments.
- ii) To pay for any rights or property acquired by the Company all expenses, which the Company may lawfully pay for or in connection with the formation and registration of the Company or the issue of its capital.
- jj) To pay for any rights or property acquired by the Company and to remunerate any person or company, by cash payment or by the allotment of shares in the capital of the Company, credited as paid up in full or in part, by the issue of debentures or other securities of the Company or in any other lawful manner.
- kk) To distribute among the Members in specie or in kind any property of the Company or any proceeds of sale or disposal of any property of the Company but so that no distribution amounting to a reduction of capital shall be made except with any sanction for the time being required by law.
- ll) To act as agent, broker or trustee for any person or company and to act as secretary, manager, consultant, advisor, bookkeeper or registrar of or transfer agent for any other company.
- mm) To remunerate any company or person for services rendered, or to be rendered in placing or assisting to place or guaranteeing the placing of, any of the shares of the Company's capital, or any debentures, debenture stock or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- nn) To do all such other things as may be considered to be incidental or conducive to the attainment of the above objects or any of them.
- oo) To do all or any of the things and matter aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and either alone or in conjunction with others.

The objects set forth in any sub-clause of this clause shall not except when the context expressly so required, be in anywise limited or restricted by reference to or inference from the terms of any sub-clause or by the name of the company. None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause, but the company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this clause

AND it is hereby declared that the word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body or persons whether corporate or unincorporated and whether domiciled in Tanzania or elsewhere, and that the objects specified in the difference paragraphs of this clause shall, except where otherwise expressed in such paragraphs be in nowise limited by reference to, or inference from, any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.


4. The liability of the Members is Limited.
5. The authorized share capital of the Company is 200,000,000/= divided into 1000 shares of 200,000/= each with such rights, privileges, and conditions respectively attached there to as may from time to time be conferred by the regulators of the Company with power to increase and reduce the capital for the time being and to divide the same into several classes and to attach thereto respectively such preferential, deferred qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may from time to time be provided by the regulations of the Company.

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 respectively agree to take the number of shares in the capital of the company set opposite our respective names.

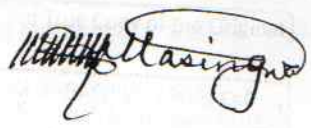
NAMES, ADDRESSES, AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE
ABDI MOHAMED P.O. BOX 256 SUMBAWANGA.	300	
MAHAMUD ABDILLAH P.O. BOX 256 SUMBAWANGA.	300	
MOHAMED MAHAMUD P.O. BOX 256 SUMBAWANGA.	200	

Dated at DSM this 14th day of SEPT 2015

Witness to the above signatures

Name : ALPHONSE DIONIZ BUIRE
 Signature : 
 Postal Address : 11540 DSM
 Qualification : ADVOCATE





THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
AFM HASHI CO. LIMITED

INTERPRETATION

1. In these articles:-
"the Act" means the Companies Act;
"the articles" means the articles 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;
"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 modes 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 a 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 who, having been formerly in the employment of the Company, were while in such employment to be the Members of the Company) is limited to fifty. PROVIDED THAT where two or more persons hold one or more shares in the Company jointly, they shall, for the purpose of this Article, be treated as a single Member,
(c) Any invitation to the public to subscribe for any shares or debentures is prohibited.
(d) The Company shall not have power to issue share warrants to bearer.

MEMBERS

3. The number of members with which the company proposes to be registered is three 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.

GENERAL MEETINGS

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.

6. All general meetings other than annual general meetings shall be called extraordinary general meetings.
7. The directors 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 requisitionists, as provided by section 133 of the Act. If at 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.

NOTICE OF GENERAL MEETINGS

8. Every general meeting shall be called by twenty-one clear days' notice in writing at the 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 article be deemed to have been duly called if it so agreed:-

- (a) in the case of a 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, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representation not less than ninety – five percent of the total voting rights at that meeting of all the members.
9. 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.

PROCEEDING AT GENERAL MEETINGS

10. 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.

11. 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.
12. 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.
13. The Chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the general meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the directors present shall elect one of their members to be chairman of the meeting and, if there is only one director and willing to act, he shall be chairman.
14. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be a chairman of the meeting.
15. 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 a meeting is adjourned for fourteen days or more, at least seven clear days 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.
16. 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.

17. 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.
18. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.

19. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken either immediately or 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.
20. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall have effect as if it had been passed at a general meeting duly convened and held, and consist of several instruments in the like form each executed by or on behalf of one or more member.

VOTE OF MEMBERS

21. Every member shall have one vote.
22. A member in respect of whose estate a manager has been appointed under section 26 of the Mental Diseases Act, 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.
23. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.
24. On a poll votes may be given either personally or by proxy.
25. 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.
26. 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.
27. 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, 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 maybe} general meeting of the company
 to be held on theday of201....., and at any adjournment thereof.

Signed this day of,201"

28. 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/Weof 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/our behalf at the {annual or extraordinary, as the case may be}general meeting of the company to be held on theday of.....201....., and at any adjournment thereof.

Signed this day of,201....."

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"

29. The instrument appointing a proxy shall be deemed to confer **authority to demand** or join in demanding a poll.
30. 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

31. Any corporation which is a member of the company may be **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

32. 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.
33. The following persons shall be first Directors to the Company:-
1. **ABDI MOHAMED**
2. **MAHAMUD ABDILLAH**
3. **MOHAMED MAHAMUD**

34. 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 travelling, 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 meetings of the company or in connection with the business of the company.

BORROWING POWERS

35. 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.

POWERS AND DUTIES OF DIRECTORS

36. 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.
37. 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.
38. 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.
39. The directors shall cause minutes to be made in books provided for the purpose:-
- of all appointments of officers made by the directors;
 - of the names of the directors present at each meeting of the directors and of any committees of the directors;
 - of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors.

DISQUALIFICATION OF DIRECTORS

40. The office of director shall be vacated if the directors:-
- Without the consent of the company in general meeting holds any other office of profit under the company; or
 - Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - Ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or
 - Becomes of unsound mind; or
 - Resigns his office by notice in writing to the company; or
 - 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.

41. 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.
42. 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.
43. 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.
44. 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.
45. 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.
46. The quorum necessary for the transaction of the business of the directions may be fixed by the directors, and unless so fixed shall be two.
47. 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.
48. The directors may appoint one of their members 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 members to be chairman of the meeting.
49. The directors may delegate any of their powers to any committee consisting of one or more directors; any committees so formed shall in the exercise of the powers so to any such regulations, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

50. All act 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 hand 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.
51. 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

52. 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.
53. A provisions of the Act or these articles requiring or authorizing a thing to be done by or to a director 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

54. 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 signed by a director and by the secretary or by a second director.
55. 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 to 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.
- Proper 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.
56. 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.
57. No member shall (as such) have right of inspecting any accounting records or other book or document of the company except as conferred by statue or authorized by the directories or by ordinary resolution of the company.
58. 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.

59. 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 the joint holders of any debentures.


AUDIT

60. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.
61. 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 notices may be given to 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

NAMES, ADDRESSES, AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE
ABDI MOHAMED P.O. BOX 256 SUMBAWANGA.	300	
MAHAMUD ABDILLAH P.O. BOX 256 SUMBAWANGA.	300	
MOHAMED MAHAMUD P.O. BOX 256 SUMBAWANGA.	200	

Dated at DSM this 14th day of SEPT 2015

Witness to the above signatures

Name : ALPHONCE D BUIRE
 Signature : 
 Postal Address : 11340 DSM
 Qualification : ADVOCATE



