

**THE COMPANIES ACT,
(Cap. 212)
COMPANY LIMITED BY SHARES
MEMORUNDUM
AND
ARTICLE OF ASSOCIATION
OF
ROGATI EUSTACK SAMBUO ENTERPRISES
LIMITED**

Incorporated thisday of.....2016

**Drawn by
EUSTACK KWEKA
(SUBSCRIBER)
KAW/MKJ773
KINONDONI
DAR ES SALAAM**

TANZANIA
Stamp Duty Slis. 52006
PAID ON ORIGINAL
659986 27/6/2016
Stamp Duty Officer

TANZANIA
Stamp Duty Slis. 52006
Paid 659986 27/6/2016
Asst. Registrar of Companies

THE COMPANIES ACT, CAP 212 OF 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
ROGATI EUSTACK SAMBUO ENTERPRISES LIMITED

1. The name of the Company is **ROGATI EUSTACK SAMBUO ENTERPRISES LIMITED**
2. The registered office of the Company will be situated in the United Republic of Tanzania,
3. The objects for which the Company is formed are:-
 - a) To carry on the business of processing, packaging selling, distributing, supplying and exporting of distilled, bottled, canned, dried, tinned, packed beverages and agricultural products for domestic, office and other industrial use.
 - b) To carry on the business of operating and managing hotels, recreation centres, supermarkets, department stores, shopping malls, provision stores, groceries and shops of all kinds and description and generally to deal with such activities.
 - c) To carry on the business of selling and purchasing of gemstones and other precious metals, to operate lapidary facilities and to trade in any other manners as it shall deem conducive to the Company in mining industry.
 - d) To carry on the business of selling, purchasing, importing and exporting, operating assembling and repair facilities, large and small scale shops for mobile phones and other telecommunication accessories.

**Certified as a True Copy
of the Original**
by: **EUNICE LEVIA**
Advocate, Notary Public &
Commissioner for Ua/ba
P.O. Box 76143 - WSM
17/06/2016

- e) To carry on business of as arms and security contractors, supplying, installing, servicing, assembling and manufacturing of arms, ammunitions and other security equipments and devises.
- f) To own, and manage water purification plants, distillers and bottling, canning, drying, tinning, and pickling factories and distribution centres.
- g) To own, develop, construct, establish and manage natural water sources, collecting centres for natural water, fruits, vegetable, poultry, dairy and other products for the purpose of making the commercial use as the company shall deem conducive.
- h) To erect, maintain or alter, or cause to be erected, maintained or altered upon any land acquired or hired by the Company any buildings, erections or structure of whatsoever nature and to enter into contracts with builders, architects, engineers, and others for the erection of such buildings, erections or structures.
- i) To carry on business of exporting and importing of distilled, bottled, canned, dried, tinned, pickled, natural water for domestic, office and other industrial use, all other kinds of beverages and agricultural products.
- j) To carry on business of commission agents for distilled, bottled, canned, dried, tinned, pickled, natural water for domestic, office and other industrial use, all other kinds of beverages and agricultural products.
- k) To carry on business of professional consultants the area of distilling, bottling, canning, drying, tinning, pickling, purification of natural water, drilled water, sewage water for domestic, office and other industrial use, all other kinds of beverages and agricultural products.
- l) To buy or otherwise acquire land suitable for constructing factories, plants, drilling of wells, tapping water, establishing and of all other kinds of commercial farming as it shall deem conducive from time to time.
- m) To carry on the business of establishing and running hotels, recreation centres, supermarkets, department stores, shopping malls, provision stores, groceries and shops of all kinds and description and generally to deal with such activities.

- n) To apply for, purchase, or by other means acquire and protect, prolong, and renew, any patents, copyrights, trademarks, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licenses or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, processes or rights which the Company may acquire or propose to acquire.
- o) To engage in investment scheme for construction, rehabilitation, erection, ownership and management of commercial buildings, export processing zones and special economic zones, to buy, sell, hire, manufacture, trade, and deal in property, goods, produce, articles, and merchandise of all kinds and transact any and every description as development agency, distribution, marketing, commercial, industrial, manufacturing, mercantile, insurance and financial business and carry on the business of traders, general merchants, general storekeepers, metals, commission agents, business consultants, market research consultants, business transfer agents, company promoters, underwriters, financiers and bill brokers, del-credere agents, barter traders, court brokers, auctioneers and generally to execute and undertake agencies of all kind or carry on the business of warehouse construction, landscaping, engineering, general civil works and deal in all kinds of scrap metal and precious metals.
- p) To carry on business as dealers, buyers, sellers, importers, exporters, manufacturers, stores, processors, blenders of agricultural and industrial chemicals, veterinary drugs, vaccines, animal health products, natural drugs extractors, pharmaceutical chemicals, phosphorous chemicals, chemicals for water treatment, equipment suppliers and stores.
- q) Local and imported for new and used motor vehicles, tractors, Lorries, construction machinery, military equipments, bicycles, industrial machinery, all sorts of related spare parts as allowed by the law.
- r) To carry on the business as general suppliers of all sorts and types of goods and services to Individuals, Offices, Industries, Shops, Schools, Factories, Hospitals, Army, Military, Ministries and all other Government Offices, Universities and all other places where the services of a supplier are needed.
- s) To carry on the business as general suppliers, importers, exporters, traders, merchants, stockists, wholesalers, retailers and dealers in all types of

electrical goods, hardware, building materials, timber, fishing gears, groceries, computers, office equipments, stationeries, cooking oils, salts, foodstuffs, cosmetics, oils, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, paints, spirits, sheets, hinges, screws, textiles piece goods, all types of leather goods, shoes, bags and other similar goods,

- t) To carry on the business of dealing in marketing, manufacturing, importing, exporting, stocking, buying, selling whether by wholesale or retail of various categories of goods and merchandise, and to act as commission agents and manufacturers, representatives in all fields. To establish business enterprises whether small scale, industries and generally deal in all kinds of general merchants and to import, export and all either by merchandise and articles of all description
- u) To apply for, purchase, or by other means acquire and protect, prolong, and renew, any patents, copyrights, trademarks, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licenses or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, processes or rights which the Company may acquire or propose to acquire.
- v) To carry on the business as owners, operators, managers, lessors and keepers of exclusive hunting and tourist clubs, games lodges, game lookouts, hotels, tented camps, restaurants, cafes, holiday camps, casinos and camping sites for tourists, travellers or otherwise.
- w) To carry on the business or businesses of importers and exporters of, and agents, representatives and distributors for the manufacture, sale and distribution of all kinds of fertilizers, agricultural products, agricultural machines and other agricultural businesses.
- x) To carry on the business of tourism, transportation, tour guide and travel agents.
- y) To carry on the business of manufacturers, importers, exporters, dealers, agents for manufacturers, and dealers in all kinds of ware, merchandise,

substances, devices, articles and things capable of being used in any such business as aforesaid and deemed requisite for the purposes of the business of the Company.

- z) To act as manager, secretary, trustee, administrator, technical adviser, buying agents, commission agent, importer, exporter, or member or local or advisory committee or any other company or firm.

- aa) To acquire by purchase, lease, exchange or otherwise, land, buildings, shares and hereditaments of any tenure or description situate anywhere in the United Republic of Tanzania, and any estate or interest therein, and any rights over or connected with land so situate, and to lease, sell, dispose of the same or otherwise turn the same to account as may seem expedient, and in particular by preparing building sites, and by constructing, reconstructing, altering, improving, decorating, furnishing and maintaining offices, shops, buildings, works and conveniences of all kinds, and by consolidating or connecting or sub-dividing properties, and by leasing and disposing of the same, to pay for any property so acquired either in cash, shares or debentures, debenture bonds, or by the passing of mortgages on any of the Company's property and or in any other manner.

- bb) To establish and carry on, and promote the establishment and carrying on, upon any property in which the Company is interested, any business which may be conveniently carried on upon or in connection with such property, and the establishment of which may seem calculated to enhance the value of the Company's interest in such property, or to facilitate the disposal thereof.

- cc) To sell, lease, grant licences, easements and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit and, in particular for stock, shares or securities of any company, whether fully or partly paid up.

- dd) To acquire, take over and undertake the whole or any part of the business, property and liabilities (including Mortgage Bonds) of any person or Company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purpose of this Company.

- ee) To enter into partnership or any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal, concession or otherwise, with any person or company carrying on or engaged in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as to directly or indirectly benefit this Company. AND to lend money to: guarantee the contracts of, or otherwise acquire shares and securities of any such company, and to sell, hold, re-issue with or without guarantee, or otherwise deal with the same.
- ff) To enter into any arrangements with any governments or authorities, municipals, or, that may seem conducive to the Company's objects, or any of them, and to obtain from any such government or authority, any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- gg) To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly to benefit the Company.
- hh) To remunerate any person or company for services rendered, or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company, or in about the formation or promotion of the Company or the conduct of its business.
- ii) To draw, make, accept, endorse, discount, execute and issue, promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- jj) To undertake and execute any trusts the undertaking whereof may seem desirable, and either gratuitously or otherwise.
- kk) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any Company having objects altogether or in part similar to those of this Company.

- ll) To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account, or otherwise deal with, all or any of the property and rights of the Company
- mm) To apply for, purchase, or by other means acquire and protect, prolong, and renew, any patents, copyrights, trademarks, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licenses or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, processes or rights which the Company may acquire or propose to acquire.
- nn) To carry on all kinds of promotion business and in particular to form, constellate, float, lend money to subsidise -assets and control any Companies, associations, partnerships or undertakings whatsoever.
- oo) To carry on any other business or activity and do any thing of any nature which may seem to the Company capable of being conveniently carried on or done in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's business or property.
- pp) To invest and deal with moneys of the Company not immediately required and in such a manner as may from time to time be determined.
- qq) To adopt means of making known the products of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works, art or interest by publication of books and periodicals and by granting prizes, rewards and donations.
- rr) To sell, exchange, mortgage, let on rent, share of profit, royalty or otherwise, grant licences, easements, options servitude's and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares, debentures or other obligations or securities, whether fully or partly paid up, of any other Company.
- ss) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscription of, or

otherwise assisting in the issue of any shares, debentures or other securities of the Company or in or about the formation of the Company or the conduct of its business.

tt) To procure the registration or incorporation of the Company in or under the laws of any place outside United Republic of Tanzania.

uu) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.

vv) To grant bonuses or gratuities to any officers or employees or ex-officers or ex-employees of the Company, or of its predecessors in business or of its holding company or subsidiary companies (if any), or to the relations, connections or dependants of any such persons, and to establish or support any associations, institutions, clubs, building and housing schemes, pension schemes, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests' of the Company or of its Members.

ww) To distribute any of the property of the Company among its members in specie or kind.

xx) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

yy) To do all such other things which are incidental or conducive to the attainment of the above objects



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 of persons, whether incorporated or not incorporated, and whether domiciled in United Republic of Tanzania or elsewhere, and that the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in anywise limited or restricted by reference to or inference from the terms of 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 a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent.

4. The Liability of the Members is Limited

5. The share capital of the Company is 20,000,000 Tanzania Shillings divided into 1000 shares with the value of 20,000 Tanzania Shillings each and, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions

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 by each Subscriber	Signature
Names: EUSTACK ROGATI KWEKA Adress: KAW/MKJ 773, KINONDONI DAR ES SALAAM. Description: DIRECTOR	900	
Names: ELIZABETH ROGATI KWEKA Adress: KAW/MKJ 773, KINONDONI DAR ES SALAAM. Description: DIRECTOR	100	

Dated at DAR ES SALAAM this 07TH day of JUNE 2016.

WITNESS to the above Signatures:-

Signature : 

Postal Address : 76043 DAR ES SALAAM

Qualification : ADVOCATE



Certified as a True Copy of the Original
by: 
EUNICE LEMA
Advocate, Notary Public & Commissioner for Oaths
P.O. Box 76043 - USM
17/6/2016

THE COMPANIES ACT

(CAP 212, 2002)

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION TO A COMPANY PRECEDING

MEMORANDUM OF ASSOCIATION

OF

ROGATI EUSTACK SAMBUO ENTERPRISES LIMITED

INTERPRETATION

TANZANIA
Stamp Duty Sbs. 5500/-
PAID ON ORIGINAL
Receipt No. 65986 27/6/2016
Stamp Duty Officer
AS Demand

TANZANIA
Stamp Duty Sbs. 7500/- Paid
Receipt No. 65986 27/6/2016
Asst. Registrar of Companies

1. In these articles:-

"The Act" means the Companies Act Cap 212 of 2002;

"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" the seal of the Company duly authorised by the Board of Directors.

"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 rights to transfer shares are restricted in manner hereinafter prescribed.
- b) The number of members of the Company (exclusive of persons who are in the employment of the company and or persons who having been formerly in the employment of the company were while in such employment and have continued after the determination of

such employment to be members of the Company) is limited to fifty; provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be treated as a single.

- c) Any invitation to the public to subscribe for any shares of debenture of company is prohibited.
- d) The Company shall not have power to issue share warrants to bearer.

TRANSFER OF SHARES

- 3. The Directors may in their discretion and without assigning any reason thereof refuse to register the transfer of shares.
- 4. Subject to Clause 2 and 3 hereof the right of members to transfer their shares shall be restricted as follows:
 - a) No share shall be transferred to a person who is not a member so long as any member or any person selected by the directors as one whom it is desirable in the interest of the company to admit to membership.
 - b) Every shareholder or trustee in bankruptcy, or any person may desire to sell or transfer any such shares and every personal representative of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer, upon such notice the bearer shall constitute the Board of Directors of the company as his agent for the sale of such shares to any member of the Company at a price to be agreed upon between the party giving such notice and the Board, or in case of difference to be determined by the Auditor of the Company.
 - c) Upon price of such share being agreed on or determined as per clause (b) above, the Board shall forthwith give notice to the shareholders other than the shareholder desiring to sell or transfer the said shares, stating the number and price of such shares inviting the person to whom notice is sent to 'state within 21 days from the date of such shares their interest in purchasing the shares subject to the notice. At the expiration of such 21 days' notice the Board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase the same and as far as may be pro rata according to the number of shares already held by them respectively, or if there be only one such shareholder, the whole of such shares shall be sold to him, provided that no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said, notice. Upon such apportionment being made or such one shareholder notifying

his intention to purchase, as the case may be, the party desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the shares to the respective shareholders or to the single shareholders who shall have agreed to purchase the same.

MEMBERS

- 5 The number of members with which the Company proposes to be registered is.....TWO.....but the directors may from time to time register an increase of members.
- 6 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

- 7 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.

- 8 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 9 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
- 10 It, may be convened by such requisitions, as provided by the Act.

NOTICE OF GENERAL MEETINGS

- 11 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.
- 12 Subject to the provisions of the articles, the notice shall be given to all the members and 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

- 13 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.
- 14 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.
- 15 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.
- 16 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 number to be chairman of the meeting and, if there is only one Director and willing to act, he shall be Chairman.
- 17 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 numbers to be a Chairman of the meeting.
- 18 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 a document or of the business to be transacted at an adjourned meeting.

- 19 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before the poll or on the declaration of the result of the show of hands demand:-
- a) By the Chairman;
 - b) Or by at least (two) members representing not less than one-tenth of the total voting rights, members present in person or by proxy; or by any member or members present in person or
 - c) 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

- 20 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.
- 21 In the case of an equality of votes, whether on a shoe of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
- 22 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 preceded with pending the taking of the poll.
- 23 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

- 24 Every member representing not less than one-tenth of the total shares shall be entitled to one vote.
- 25 A member in respect of whose estate a manager has been appointed under section 23 of the Mental Diseases Act Cap 98 R.E 2002, 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.
- 26 No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.
- 27 On a poll votes may be given either personally or by proxy.
- 28 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 seal or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.
- 29 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary 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 (Forty eight hours) before the time for holding the meeting of adjourned meeting at which the per son named in the instrument proposes to vote, or, in the case of a poll, not less than 24 (Twenty four)hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- 30 An instrument appointing a proxy shall be in the following form or a form as near hereto as circumstances admit:

Form of Proxy	
"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 onthe day of..... 20..
....." , and at any adjournment thereof.	
Signed at.....	thisday of20....
Signature of member	

- 31 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:-

Form of Proxy

"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/our behalf at the annual or extraordinary, as the case may be, general meeting of the company to be held on the day of 20.. , and at any adjournment thereof.

Signed this day of 20....

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

Strikeout whatever is not desired

- 32 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 33 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

- 34 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

- 35 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 is done. 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 more than seven and not less than two.
- 36 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 Board of Directors or any committee of the Directors or General Meetings of the Company or in connection with the business of the Company.

MANAGEMENT

- 37 The number of Directors shall be seven of which the majority share holder shall appoint four of them and other members with not less than one-tenth of the share shall be represented by the Directors.
- 38 That the majority share holder may appoint any other person to act or to be the Chief Executive Officer of the Company for the period and terms which shall be notified to the Board of Directors.

BORROWING POWERS

- 39 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

- 40 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.
- 41 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.
- 42 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

they case may be, in such manner as the directors shall from time to time by resolution determine.

- 43 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 Board of 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

- 44 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 becomes of unsound mind; or
 - (d) 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.
 - (e) 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.
- 45 The Company may by ordinary resolution appoint a person who is willing to act as Director to fill a vacancy or be an alternate Director.
- 46 The Directors may appoint a person who is to act to be a director, either to fill a vacancy or as an Alternate 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.
- 47 The Company may by ordinary resolution, of which special notice had been given in accordance with 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.

- 48 The Company may by ordinary resolution of the Board of Directors 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.
- 49 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 Chief Executive officer 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 Board of Directors.
- 50 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.
- 51 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.
- 52 The Directors may appoint one of the members of the Board 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 thirty minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.
- 53 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.
- 54 All act done by a meeting of the Board of 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.
- 55 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

- 56 The Secretary shall be appointed by the majority share holder 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.
- 57 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

- 58 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 an Alternate Director.
- 59 The Directors shall cause proper books of account to be kept with respect to: -
- i. All sums of money received and expended by the Company and the matters in respect to which the receipt and expenditure takes place;
 - ii. All sales and purchase of goods by the Company; and
 - iii. The assets and liabilities of the company.

Property books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.

- 60 The books of account shall be kept at the registered officer of the Company, or subject to provision of the laws applicable, at such other place or places as the directors think fit, and shall always be open to the inspection of the Directors.
- 61 No number 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 directives or by ordinary resolution of the Company.
- 62 The Directors shall from time to time, cause to be prepared and to be laid before the General Meeting, such profit and loss accounts, balance sheets, and group accounts (if any) and reports as are referred to in those sections.
- 63 In accordance with the laws, 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

- 64 Auditors shall be appointed and their duties regulated in accordance with sections Ordinance.
- 65 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 the Board 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 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

WINDING UP

- 66 With the sanction of a Special Resolution of the Shareholders, any part of the assets of the Company including any shares in other companies may be divided between the member of the Company or may be vested in Trustees for the benefit of such members and the liquidation of the Company may be closed and the Company dissolved but so that all member shall be compelled to accept any shares whereupon there is any liability.



INDEMNITY

- 67 **Every Director**, Managing Director ,Agent, Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him to defending any proceedings, whether civil or criminal, in which judgments is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court ALTERATION OR ADDITIONS subject to the provision of the Act and to those contained in the Memorandum of Association of the Company may by special resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those Articles and be subject in like manner to alteration by special resolution.

ARBITRATION

68 If and whenever any dispute or difference shall arise between the Company and any of the members or their respective representative touching upon the construction or meaning of any of the Articles herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising there under or arising out of the relation existing between the parties by reason of these Articles or the Act, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three (3) arbitrators, one to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree within thirty(30) days the procedure laid down in the Arbitration Act ,Cap.15 2002 or any existing statutory modifications or re-enactments thereof shall apply.

69

Names, Addresses, and Description of Subscribers	Number of shares taken by each Subscriber	Signature
Names: EUSTACK ROGATI KWEKA Adress: KAW/MKJ 773, KINONDONI DAR ES SALAAM. Description: DIRECTOR	900	
Names: ELIZABETH ROGATI KWEKA Adress: KAW/MKJ 773, KINONDONI DAR ES SALAAM. Description: DIRECTOR	100	

Dated at DAR ES SALAAM this 07TH day of JUNE 2016

WITNESS to the above Signatures:-

Signature 

Postal Address 76043 DAR ES SALAAM

Qualification: ADVOCATE



Certified as a True Copy of the Original
by: 
BUNICE LEMA
Advocate, Notary Public & Commissioner for Oaths
P. O. Box 76043 - D.S.M
13/06/2016