

**THE COMPANIES ACT, 2002**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM**

**AND**

**ARTICLE OF ASSOCIATION**

**OF**

**UMST MEDICAL SCIENCE AND TECHNOLOGY COMPANY LIMITED**

**Incorporated this Day..... of ..... 2022**

**DRAWN BY:**

**AVIS LEGAL ATTORNEYS AT LAW**

**APT No.305, PLOT NO.2203-5, BLOCK 32,**

**PAMBA/SOKOINE STREET**

**P.O.BOX 100035,**

**DAR ES SALAAM**

THE COMPANIES ACT, 2002

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COMPANY LIMITED BY SHARES

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*Memorandum of Association*

*of*

**UMST MEDICAL SCIENCE AND TECHNOLOGY COMPANY LIMITED**

1. The name of the Company is **UMST MEDICAL SCIENCE AND TECHNOLOGY COMPANY LIMITED.**
2. The registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are: -
  - 3.1. Higher education
  - 3.2. Sports and recreation education
  - 3.3. Other education n.e.c.
  - 3.4. Educational support activities
  - 3.5. Hospital activities
  - 3.6. Medical and dental practice activities
  - 3.7. Other human health activities
4. The liability of the members is **Limited.**
5. The share Capital of the Company is **Tanzanian Shillings ELEVEN BILLION FIVE HUNDRED MILLION ONLY(T. Shs 11,500,000,000/=)** Divided into ONE HUNDRED (100) shares of **Tanzanian Shillings ONE HUNDRED FIFTEEN MILION (T. Shs 115,000,000/=)** each, with power for the Company to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions, and so that unless the condition of issue shall otherwise expressly declared, every issue of shares, whether declared to be preference or otherwise, shall be subject to the powers herein before contained

We, the several persons, whose names and addresses are subscribed below, 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 and Addresses of Subscribers	Number of shares taken by each subscriber	Signatures
MAMOUN MOHAMED ALI HOMEIDA P.O.BOX 100035, DAR ES SALAAM	21	
SAHAR MAMOUN MOHAMED ALI P.O.BOX 100035, DAR ES SALAAM	7	Sahar
SHADIA MUSTAFA MAGDELDIN OMER P.O.BOX 100035, DAR ES SALAAM	7	Shadia Mustafa
HAFIZ MAMOUN MOHAMEDALI HUMEIDA P.O.BOX 100035, DAR ES SALAAM	7	HAFIZ
MOHAMEDALI MAMOUN MOHAMEALI HOMEIDA P.O.BOX 100035, DAR ES SALAAM	7	
SUZAN HOMEIDA P.O.BOX 100035, DAR ES SALAAM	7	Suzan Homeida
SHAZA MAMOUN MOHAMED ALI HUMAIDA P.O.BOX 100035, DAR ES SALAAM	7	Shaza Humaida
NUHA HOMEIDA P.O.BOX 100035, DAR ES SALAAM	7	Nuha Homeida

DATED at Dar es Salaam this .....<sup>24<sup>TH</sup></sup>..... day of ..... DECEMBER....., 2022

WITNESS to the above Signature

Name: HENRY H MWINUKA

Signature: 

Address: P.O.BOX 100035, DAR ES SALAAM

Qualifications: NOTARY PUBLIC & COMMISSIONER FOR OATHS



**THE COMPANIES ACT, 2002**

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**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**UMST MEDICAL SCIENCE AND TECHNOLOGY COMPANY LIMITED**

**PRELIMINARY**

**TABLE A**

1. The Regulations contained in Table "A" in the First Schedule to the Companies Act (hereinafter referred to as "Table A") shall not apply to the Company except in so far as the same are repeated or contained in these Articles.

**INTERPRETATION**

2. In these Articles, unless the subject or context otherwise requires:
  - 2.1 The words standing in the first column of the following table shall bear the same meaning set opposite them respectively in the second column thereof:

<b>WORDS</b>	<b>MEANINGS</b>
"Act"	the Companies Act, Cap 212 (Act No.12 of 2002);
"Articles"	the Articles of Association of the company;
"Board"	the Board of Directors of the company;
"Company"	<b>UMST MEDICAL SCIENCE AND TECHNOLOGY COMPANY LIMITED</b>
"Directors"	the members of the Board of Directors of the Company;
"Member/s"	shareholders of the company whose names are entered in the Register of Members as holders of the Shares in the Company;

“Register”	Register of Members of the Company;
“Secretary”	the Secretary of the Company or any person appointed to perform the duties of the secretary of the Company;
“Shares”	any Shares for the time being in the capital of the Company;
“Seal”	the seal of the Company;
“Tanzania”	Tanzania mainland; and
“T.Shs”	Tanzanian Shillings, being the currency of Tanzania.

- 2.2 Expressions referred to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.
- 2.3 Reference to any provision of the Act shall be construed as a reference to such provision as modified by any statute for the time being in force.
- 2.4 Any words or expressions defined in the Act shall, except where the subject or context forbids bear the same meanings in these Articles.

### PRIVATE COMPANY

3. The Company is 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 is limited to fifty. Provided that where two or more persons hold one or more Shares in the Company jointly they shall form for the purpose of this Regulation be treated as a single member.
  - (c) Any invitation to the public to subscribe for any shares or debenture of the Company is prohibited.
  - (d) The Company shall not have power to issue share warrants to bearer.
4. The directors may, in their absolute discretion and without assigning any reason thereof, decline to register any transferor any share, whether or not it is a fully paid share.

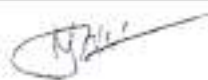

1. MAMOUN MOHAMED ALI HOMEIDA
2. SAHAR MAMOUN MOHAMED ALI
3. SHADIA MUSTAFA MAGDELDIN OMER
4. HAFIZ MAMOUN MOHAMEDALI HUMEIDA
5. MOHAMEDALI MAMOUN MOHAMEALI HOMEIDA
6. SUZAN HOMEIDA
7. SHAZA MAMOUN MOHAMED ALI HUMAIDA
8. NUHA HOMEIDA

The shareholding qualification for directors may be fixed by the company in general meeting and unless and until so fixed no qualification shall be required.

#### **POWERS AND DUTIES OF DIRECTORS**

- 80 Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the company shall be managed by the directors, who may exercise all the powers 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.
- 81 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 power.
- 82 The directors may exercise all the power of the company to borrow money, and to mortgage or charge its undertaking property and uncalled capital, 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 of any third party.
- 83 The company may exercise the powers conferred upon the company by sections 124 to 127 of the Act with regard to the keeping of a branch register, and the directors may (subject to the provisions of those sections) make and vary such regulations as they may think fit respecting the keeping of any such register.(A branch register is a situation where by a company with a

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DATED at Dar es Salaam this .....<sup>24<sup>TH</sup></sup>..... day of .....DECEMBER....., 2022

WITNESS to the above Signature

Name: HENRY H MWINUKA

Signature: 

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