

THE COMPANNIES ACT No. 12 of 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

AFRICAN CARREBEAN SELF HELP ORGANIZATION COMPANY LIMITED

DRAWN BY:

Geoven Rwiza

Subscriber

P.O.BOX 35154

Dar es Salaam

THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
AFRICAN CARIBBEAN SELF HELP ORGANIZATION COMPANY LIMITED

- 1** The name of the company is **AFRICAN CARIBBEAN SELF HELP ORGANIZATION COMPANY LIMITED**
 - 2** The Registered office of the Company will be situated in Tanzania
 - 3** The Objects for which the company is established are:
 - a) Support activities for crop production,
 - b) Manufacture of grain mill products
 - c) Manufacture of cordage, rope, twine and netting
 - d) Freight air transport
 - e) Manufacture of other textile
 - f) Warehousing and storage
-

The International Development Partnership will provide a link between investors located mainly in Western Countries; and the local people across the different regions in Africa our Organization will also provide a means of communication between these two parties and we hope that; through our organization investors and locals can build long meaningful relationships.

We also aim to explore the wide range of produce that can be grown and exported on the land. We will remain up to date on world crop demand and have a dynamic strategy; adjusting when possible to grow more profitable items. This will give us more proceeds to reinvest. One crop we are currently considering is Cassava, which is highly popular amongst the China market.

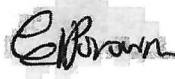
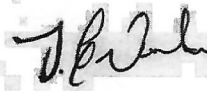
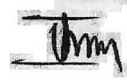
4. LIABILITY

The Liability of the Members is Limited.

CAPITAL

5. The share capital of the Company is Tanzania Shilling Three Million (3,000,000/=Tsh), divide into three hundred number of shares (300), of Tanzania shilling of ten thousands(10,000) values, with power for the company to increase or to 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 subjected to any postponement of rights or to any condition or restrictions, and so that unless the condition of issue shall otherwise expressly be 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, 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
Grenville Sefton Brwon 104 Heathfield Rd, Handsworth, Post code B19 1HJ.UK	40	
Jennifer Elaine Dunbar 104 Heathfield Rd, Handsworth, Post code B19 1HJ.UK	30	
Innocent G. Rwegasira P.o. box 14190. Dar es Salaam, Tanzania	30	

Dated at 13 this 04 Day of 2018

Witness to the above signature
Name: ALBERT ADVOCATE SUHGA

Signature: 

Postal Address: P.O. Box 344 DSM

Qualification: ADVOCATE

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF

AFRICAN CARREBEAN SELF HELP ORGANIZATION COMPANY LIMITED

PRELIMINARY

1. In these regulations: -

“The Act means” the Companies Act 2002 of the Laws of Tanzania.

When any provision of the Act is referred to, the reference is that provision is as modified by any law for the time being in force.

Unless the context otherwise requires, the expressions defined in the Act or any statutory modification thereof in the force at the date at which these regulations become binding on the company, shall have the meaning so defined.

Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females, and the words importing persons shall include bodies corporate, partnership, firms, cooperatives, societies, etc.

The regulations of Companies Act shall not apply to the company, save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under this regulation the former shall prevail, and addition in addition to substitution shall be the regulation of the Company.

PRIVATE COMPANY

2. The Company is a Private Company and accordingly: -

- (a) The right to transfer shares is 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 of persons who have been formerly in the employment of the company were while in such employment to be the member of the company) is limited fifty, provided that where to 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 member.

(c) Any invitation to the public to subscribe for any shares or debentures of the 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 any share to any person whom it shall in their opinion be undesirable for any reason whatsoever to admit to membership.

4. Subject to clauses 2 and 3 hereof the right to 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 of 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 who 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. Such notice shall constitute the Board of Directors of the Company as his agent for the sale of the said shares to any member or members of the company at the price to be agreed upon between the party giving such notice the party and the board, or in case of difference to be determined by the Auditor of the Company.

(c) Upon price of such shares being agreed on as determined as per clause (b) above, the board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares, stating the number and price of such share inviting the person to whom notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so what maximum number of such shares. At the expiration

of such days 21 notice the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase number of shares already held by them respectively, or if there be only one such shareholder, that the whole of such shares shall be sold to him, provided 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 single shareholder who shall have agreed to purchase the same.

5. GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS.

The Regulation of Companies Act shall apply the following variations: -

- (a) A General Meeting, Ordinary or Extraordinary may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.
- (b) Two members, present either personally or by proxy shall form a quorum.
- (c) Any ordinary resolution of the company determined without any general meeting and evidenced by writing under the hands of majority of the Directors and of the members of the company holding three - fourths of the issued shares of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

DIRECTORS

- (a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than seven in number.
- (b) The following persons shall be the first Directors of the company:

1. INNOCENT G. RWEASIRA

2. GLENVILLE SEFTON BROWN

6. 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.
7. The quorum of Directors for transacting business shall, unless otherwise be fixed by the Directors, be 50%
8. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constitute
9. The Directors may from time to time borrow or raise any money for the purposes of the Company, which may exceed the issued share capital of the company.

BORROWING POWERS

The Directors may from time to time in their discretion raise or borrow for the purpose of any Company's business such sum or sums of money as they think fit.

10. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company present or future including its uncalled capital for the time being, or by the issue at such price as they may think fit, of bonds or debentures either charged upon the whole or any part of the property and assets of the company or not so charged or in such other way as the Directors may think expedient.

MINUTES

The Board shall cause minutes to made in books provide of:

- (a) All appointments of officers made by the Board;
- (b) The names of the Director present at each Board or Committee meeting;
- (c) All resolutions and proceedings at all of the company and of the Board and of the committees

The minutes referred to in this Article shall be approved by the Board and shall be signed by the chairman of the Board. The minutes shall be in English and shall be kept and filed by the secretary.

ACCOUNTS

The Board shall cause true account to be kept of:

- (a) The sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place; and
- (b) All sales and purchases of goods by the company; and
- (c) The assets and liabilities of the Company.

The books of account shall be kept at the Office or at such other place or places as the Board may think fit and shall always be open to the inspection of the Directors. No member (other than a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorized by the Board.

The Board shall from time to time in accordance with section 153 of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss account, Balance sheets, and reports as referred to in that section.

A copy of every balance sheet and profit and loss account (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting and of Directors and Auditors reports shall, not less than twenty-one days before the date the meeting, be sent to every Member and to every holder of debentures of the Company and copies of each of these document shall at the same time be forwarded to all persons entitled to receive notice of General Meeting of the Company: provided that this Article shall not require a copy of those document 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 shares or debentures.

AUDIT

Auditors shall be appointed and duties regulated in accordance with sections 170 to 179 of the Act.

VOTE OF MEMBERS

12. On a show of hands every member present in person shall have one vote. On a roll every member shall have one vote only for the shares of which he is holder.
13. No member shall be entitled to vote at any general meeting unless all calls or other sums presently by him in respect of shares in the Company have been paid.

DISQUALIFICATION OF DIRECTORS

14. The office of a Director shall be vacated if the Director;
- (a) Becomes bankrupt; or
 - (b) Is found to be a lunatic or becomes of unsound mind; or
 - (c) Resigns his office by notice in writing to the Company;
 - (d) Abstains himself from meetings of the directors for a period of six months without special leave of absence from the other Directors.

SEAL

15. The Directors shall provide for the safe custody of the Seal. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two Directors or a Director and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

ALTERNATE DIRECTORS

16. Any director shall have power to nominate any person to act or attend as alternate Director during his absence or during his inability so to act. Such Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors and such Alternate Director shall exercise and discharge all the duties of Director whom he represents.
17. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

SECRETARY

18. The Secretary shall be appointed by the Board for such terms at such remuneration and upon such condition as it may think fit, and any Secretary so appointed may be removed by the Board.

WINDING UP

19. 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 members of the Company in special 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 no member shall be compelled to accept any shares whereupon there is any liability.

ALTERATION OR ADDITION

20. Subject to the provisions of the Act and to those contained in the Memorandum of Association 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.



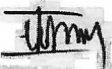
INDEMNITY

21. 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 in defending any proceedings, whether civil or criminal in which judgment is given in his favors or in which he is acquitted or is in connection with any application (under Section 481 of the Act) in which relief is granted to him by the Court.

ARBITRATION

22. If and whenever any dispute or difference shall arise between the Company and any of the members or their respective representatives 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 here under or arising out of the relation existing between the parties by reasons 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 (Companies Act) or any then existing statutory modifications or re-enactment thereof shall apply.

Names, Addresses, and Description of Subscribers	Number of shares taken by each Subscriber	Signature
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Jennifer Elaine Dunbar 104 Heathfield Rd, Handsworth, Post code B19 1HJ.UK	30	
Innocent G. Rwegasira P.o. box 14190. Dar es Salaam, Tanzania	30	

Dated at 13 this 04 day of 2018

Witness to the above signatures

Name: ALFRED ADVOCATE MBOJUNGA

Postal Address:

Signature:

Qualification: ADVOCATE

