

**THE COMPANIES ACT
(CAP. 212)**

COMPANY LIMITED BY SHARES

**Memorandum
and
Articles of Association**

of

WENDECE HOMBOLO WINERY INDUSTRY LIMITED

Incorporated this.....²⁹..... day of October 2021

Drawn by:

**Meshack Yona Ngamando, Advocate
Grape Zone Advocates
CCT House
P. O. Box 1358,
Dodoma.**

THE COMPANIES ACT
(CAP. 212 of the R.E 2002)
A PRIVATE COMPANY LIMITED BY SHSRES
MEMORANDUM OF ASSOCIATION

OF

WENDECE HOMBOLO WINERY INDUSTRY LIMITED



1. The Name of the Company is WENDECE HOMBOLO WINERY INDUSTRY LIMITED.
2. The registered office of the company will be situated in the Tanzania main Land.
3. The objects for which the Company is established are: -
 - a. To acquire and take over the business carried under the name WENDECE HOMBOLO WINERY INDUSTRY together with all its assets and liabilities.
 - b. To producing juices derived from grape products.
 - c. To processing grapes and producing organic wines, means that is not added any kind of spirit.
 - d. To produce spirit derived from bulk wine by distraction process.
 - e. To produce vinegar by double distraction of bulk wine.

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 corporate or unincorporated, and whether domiciled in the Tanzania main Land elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no way be limited to or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the company.

4. The liability of Members is limited.
5. The share capital of the company is Tanzania shillings Four hundred Million (Tshs. 400,000,000/=) only, divided into 1,000 (One thousand) ordinary shares each of Tanzania Shillings Four hundred thousand (400,000/=) only, each with power of company to increase or reduce such capital and to divide the shares in the capital for the time being, whether original or increased in different classes and to attach thereto respectively any preferential deferred, qualified or special rights, privileges or conditions and so that the condition of issue of shares otherwise expressly declared every issue of shares whether preference or otherwise of any such right, privileges or conditions shall not be altered or modified except in accordance with the Article of Association registered herewith.

We, the several persons whose names and addresses are hereafter 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 to our respective names.

Name, Postal Address and Occupation of Subscriber	Number of shares taken by each subscriber	Signature of Subscriber
1. EVARIST MAJUTO MAGANGA P.O Box 3370 HOMBOLO DODOMA	900	
2. CHRISTINA DAUDI PESAMBILI P.O Box 3370 HOMBOLO DODOMA	100	

Dated at Hombolo-Dodoma this29..... day ofOctober.....2021.

WITNESS to the above signatures:

Signature: 

Qualification: **ADVOCATE/NOTARY PUBLIC**



**THE COMPANIES ORDINANCE
(CAP. 212)**

**COMPANY LIMITED BY SHARE
ARTICLES OF ASSOCIATION**

OF

WENDECE HOMBOLO WINERY INDUSTRY 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 as modified by any law for the time being in force.

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

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

The regulations of Companies Act shall 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 in addition to substitution shall be the regulations of the company.

PRIVATE COMPANY

2. The Company is a private company and accordingly:-

(a) The right to transfer shares is restricted in manner here-in-after 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 and have continue 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 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 warrant to bearer.

SHARES

The initial share capital of the Company is Tshs: 400,000,000/= divided into 1000 ordinary shares of Tshs. 400,000/= each.

TRANSFER OF SHARES

3. The Directors may in their discretion and without assigning any reason thereof refuse to register the transfer of any shares to any person whom it shall in their opinion be undesirable for any reason whatsoever to admit to membership.

4. Subject to clause 2 and 3 therefore the right to member to transfer their shares shall be restricted as follows: -

(a) No share shall be transferred to a person who is not a member or any person selected by the Directors as one who 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 or a deceased shareholder shall give notice in writing to the Directors that he desires to make such sales or transfer. Such notice shall constitute the Board of Directors of the Company as his agent or for the sale of such share to any member or members 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 shares being agreed on or determined as per clause above, the Board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell to transfer the said shares, stating the number and price of such shares, inviting the person to whom notice is set 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 21 days' notice the Board shall apportion such amongst the shareholders (if more than one) who shall have expressed the desire to purchase the same and as far so 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 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 share holders we shall have agreed to purchases the same.

GENERAL MEETING NOTICE OF GENERAL MEETING AND PROCEEDING AT GENERAL MEETING

5. Articles 39 to 53 Table 'A' shall apply subject to the following variations:
- (a) A General Meeting, Ordinary or extra-ordinary 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 the directors and of the member of the company holding therefore of the issued of the Company shall be valid and effective as an Ordinary resolution duly passed at a General Meeting of the Company.

DIRECTORS:

6. (a) Until otherwise determined by the company in General Meeting The Directors shall not be less than two and not more than ten.

(b) The following persons shall be the first Directors of the Company

1. EVARIST MAJUTO MAGANGA
2. CHRISTINA DAUDI PESAMBILI

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

8. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors be two.

9. A resolution in writing signed by all the Directors than in Tanzania shall be as a valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.

10. The Directors may from time to time borrow or raise any moneys for the purpose of the Company which may exceed the issued share capital of the company.

BOROWING POWERS

11. The Directors may raise or borrow for purpose of the Company's business such sum or sums of money as they think fit and they 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 and future including its uncalled or unissued capital or by the issue, at such price as they may think fit or bonds or any part of the property and assets of the company, or not

Charged, or in such other way as the Directors may think expedient

ALTERNATE DIRECTORS

12. Each Director may nominate a person, who shall be approved of in writing by the other Director, to act as Alternate in his place during his absence from Tanzania or inability to act as such Director.

13. Such Alternate Director shall be subject in all other respects to the terms and conditions existing with reference to the Directors and discharge all duties and functions of the Director being unable to act during the absence or inability to act as the Director whom he represents he may subject to the like approval of the other Directors appoint a duly qualified person to act in his place.

SECRETARY:

14. The Secretary shall be appointed by the Board for such terms at such conditions as it may think fit, and any secretary as appointed may be removed by the Board.

WINDING UP:



15. With the sanction of a special Resolution of the shareholders any of the assets of the Company including any shares in other companies may be divided between the members of company in specie or may be vested in trustees for the benefit or such members and the liquidation of the company may be closed and the Company may dissolved but that no member shall be compelled to accept any shares whereupon there is any liability.

INDEMNITY:

16. Every Director, Managing Director, Agent, Auditor, Secretary and other officers 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 proceeding ,whether civil or criminal ,in which judgment is given his favour or in which he is acquitted of in connection with any application in which relief if granted to him by the court.

ALTERATION OR ADDITIONS:

17. Subject to the provision of the Act and to those contained in the Memorandum of Association, the company may by special resolution make alterations, or additions to the Articles of Association and any such alterations or additions made shall be as valid and effectual as if Originally contained in these Articles and be subject in like manner to alteration by special Resolution.

NAME: ADDRESS AND: DESCRIPTIONS OF SUBSCRIBER		NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBERS
1.	1. EVARIST MAJUTO MAGANGA P.O Box 3370 HOMBOLO DODOMA	900	
2.	2. CHRISTINA DAUDI PESAMBILI P.O Box 3370 HOMBOLO DODOMA	100	

Dated this 29 Day of October 2021

Witness to the above Signatures

Name of Witness: MESHACK YONA NIGAMANI

Signature: *[Handwritten Signature]*

Occupation: ADVOCATE

