

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

**PRIVATE COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

**OF**

**JK HOSPITAL COMPANY LIMITED**

**Incorporated this ..... day of .....2022**

**Drawn by:**

***John Elias Ntalimbo***

***P.O Box 2267,***

***Shinyanga.***

***(Subscriber)***

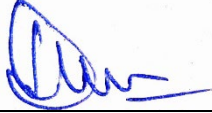

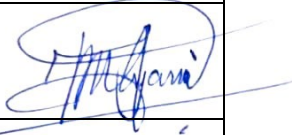
**THE COMPANIES ACT (Cap. 212)**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**JK HOSPITAL COMPANY LIMITED**

1. The name of the company is “JK HOSPITAL COMPANY 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 established are: -
  - i. To carry on Hospital services business.
  - ii. To undertake, promote, assist or engage in all kinds of research and development work required to promote, assist or engage in setting up hospitals and facilities for manufacturing medical equipment.
  - iii. To carry on the business of design, engaging with all hospital devices and running of all kinds of hospitals, dispensaries, clinics, laboratories and health clubs.
  - iv. To design, manufacture, import, export, buy, sell, install, maintain and improve all kinds of equipment and instrumentation for hospitals, dispensaries, clinics, laboratories and health clubs.
  - v. To set up laboratories, purchase and acquire any equipment’s and instruments required for carrying out medical research.
  - vi. To educate and train medical students, nurses, midwives, Doctors, Para-medical Technicians, other medical professionals and hospital administrators and to grant such diplomas or recognitions as the company may prescribe or deem fit from time to time and to outsource and place the Nurses, Doctors, Para-Medical Technicians and other medical professionals to clients in Tanzania and abroad on contractual / non-contractual basis.
  - vii. To buy, sell, manufacture, import, export, treat and deal in any kind of pharmaceuticals, chemicals, medicines and drugs.

- viii. To grant stipends, scholarships or any other assistance, monetary or otherwise to whomsoever to further the course of medicine and / or medical research.
  - ix. To undertake to provide suitable hotel accommodation primarily for patients and their friends and relatives and to undertake all or any of the business activities incidental thereto.
  - x. To carry on in Tanzania and elsewhere all or any of the business of hoteliers and restaurateurs, caterers, cab owners and hirers, pharmacy and drug house owners, travel agents, provisions and general merchants, theatre owners, proprietors of art saloons, beauty parlors, shopping arcades, health and Business clubs and clubs dealing in sports, art and entertainment activities including music dance and drama, and any other business which can be conveniently and efficiently carried on in connection therewith.
  - xi. To act as consultants and render technical and managerial services in the field of medical research and running of multi-specialty hospitals, dispensaries, clinics, laboratories and health clubs.
  - xii. To purchase, take on lease or in exchange, hire or otherwise acquire any estates, land or lands in Tanzania or elsewhere and any rights, privileges and easements and concessions and factories machinery, implements, tools, live and dead stock, stores effects and other property, real or personal, immovable or movable of any kind.
  - xiii. To enter any arrangements with any government authorities or any person, company in association necessary to promote any of the company objectives.
  - xiv. To raise in borrow money to secure the payment of money and of any interest there in such a manner and on such terms as maybe deemed expedient, and in particular by the issue at purity a premium in discount of debenture stock either perpetual or terminable or by bonds, mortgages or any of the undertaking, property of right of the company both present and future including its uncalled capital, or without such security.
  - xv. To lend and advance money in credit to such person and on such terms as may be deemed expedient by the board of directors.
  - xvi. To carry on all such other things as may appear to be incidental or conducive for attainment of the above objects or any of them.
4. The liability of the members is Limited.
  5. The share capital of the company is Tanzania shillings Three hundred Million (300,000,000/=), divided into Thirty Thousand (30,000) Ordinary shares of Tanzania shillings Ten Thousand (10,000/=) each and the company shall have power to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such

preferential, deferred or in accordance with the Articles of Association of the company.

We the several persons, whose names, address and descriptions are subscribed hereto, are desirous of being formed into a Company in pursuance of the Memorandum of Association and we agree to take the number of shares in the capital of the Company set opposite our respective names.

Sl. No.	Name, address and description of the subscribers	No. of equity shares taken by each subscriber	Signature
1.	John Elias Ntalimbo P. O. Box 2267 Shinyanga	9000	
2	Caphlen John Ntalimbo P. O. Box 2267 Shinyanga	3000	
2.	Telesphory Tryphone Kyaruzi P. O. Box 2267 Shinyanga	3000	
<b>Total Shares Taken</b>		<b>15000</b>	

Dated at Dar Es salaam this 15<sup>th</sup> day of July 2022

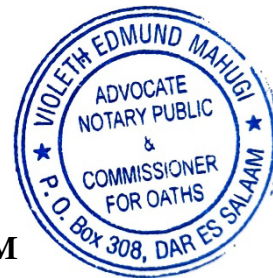
Witness to the above signature:

Name: **VIOLETH EDMUND MAHUGI**

Signature: .....

Postal Address: **P. O BOX 308, DAR ES SALAAM**

Qualifications: **COMMISSIONER FOR OATHS**



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

**PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**JK HOSPITAL COMPANY LIMITED**

**TABLE A EXCLUDED**

The regulation of Table 'A' in the First Schedule to the Companies Act (hereinafter called Table 'A' shall not apply to this Company, except so far as the same are repeated or contained in these Articles of Association.

**I. INTERPRETATION**

"**Articles**" these Articles of Association as originally framed or as altered from time to time by special resolution;

"**A Shareholder**" any holder from time to time of the Shares;

"**Associate**" a Company which is subsidiary or holding company of that Company, a subsidiary of a holding Company of that Company, or in relation to any person a Company where not less than 20% of its issued share Capital is owned by that person;

The "**Directors**" the directors for the time being of the Company present at a duly convened meeting of the directors at which a quorum is present;

The "**Office**" the registered office for the time being of the Company;

The "**Act**" the Companies Act (Cap. 212) and every statutory modification and re-enactment thereof for the time being in force;

"**Tanzania**" the mainland of the united Republic of Tanzania;

"**Seal**" means the common seal of the Company;

**"Secretary"** means any person appointed to perform the duties of a secretary of the company;

Expressions referring 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;

Words or expressions contained in these Articles shall be interpreted in accordance with the provisions of the Interpretation Act, and of the Act as in force at the date at which these Articles become binding on the company;

## **SHARES**

1. The share capital of the company at the date of registration of these Articles of Association is Tanzania shillings Three hundred Million (300,000,000/=), divided into Thirty Thousand (30,000) Ordinary shares of Tanzania shillings Ten Thousand (10,000/=) each.
2. At the date of registration of these Articles of Association all shares that have been issued to members of the Company are not paid up.
3. Without prejudice to any special rights previously conferred on the holder of any existing deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the company may from time to time, by ordinary resolutions determine.
4. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

## **SHARE CERTIFICATES**

5. Every member, upon becoming the holder of fully paid up shares, shall be entitled to receive within two months after allotment or lodgement of transfer (or within such other period as the conditions of issue shall provide) one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first such reasonable sum as the directors may determine. Every certificate shall be sealed with the seal and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid thereon. In respect of a share of shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one joint holder shall be sufficient delivery to all joint holders.
6. If a share certificate is defaced, worn out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of expenses reasonably incurred by the company in investigating evidence as the directors may determine but otherwise free of charge, and (in the case of defacement or wearing out) on delivery up of the old certificate.

## **LIEN**

7. The company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the company's lien, if any, on a share, shall extend to all dividends payable thereon.

## **CALLS ON SHARES**

8. The Directors may, from time to time, subject to the provisions of these Articles and to any conditions of allotment, make such calls upon the shareholders in respect of all moneys unpaid on their shares as they may think fit. A call may be revoked or postponed as the Directors may determine.

## **TRANSFER OF SHARES**

9. All transfer of shares may be affected by transfer in writing in the usual common form, under hand only.
10. The instrument of transfer of a share shall be signed by or on behalf of the transferor and transferee and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register in respect thereof.
11. In their opinion is undesirable in the interests of the company to admit to membership. No transfer shall be registered by any reason thereof if the numbers would exceed the limit herein before prescribed.
12. The Directors may refuse to register any transfer of a share where the company has a lien on the share.

## **ALTERATION OF CAPITAL**

13. The company may be ordinary resolution:
  - a) increase the share capital by such sum to be divided into shares of such amount as the resolution shall prescribe;
  - b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
  - c) subdivide its shares or any of them into shares of smaller amount than is fixed by the memorandum; so however that in the subdivision the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;
  - d) cancel shares which at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled.

14. The company may, subject to the act, by special resolution, reduce its share capital and any capital and any capital redemption fund in any manner as deemed necessary.

### **GENERAL MEETING**

15. Subject to the provision of section 133 of the act, General Meetings shall be held at least once in every calendar year at such time not being more than fifteen months after the holding of the last preceding General Meeting which shall be called " ordinary General Meetings" and all other meetings of the company shall be called Extraordinary General Meetings".
16. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and they shall, on the request in writing of the holders of not less than one-tenth of the issued capital of the company, upon which all calls or other sums then due have been paid, forthwith proceed to convene an Extraordinary General Meeting and the provisions of Section 134 of the act shall apply.

### **NOTICE OF GENERAL MEETING**

17. Subject to the provisions of section 135 of the act twenty one day's notice at the least inclusive of the day for which the notice is given, specifying the place, the day and the hour of the meeting and in case of special business, specifying the nature of the business, shall be given to such persons as are entitled, under the regulations of the company, to receive notice from the company, PROVIDED that with the consent of all the members entitled to receive notice of some particular meeting obtained in writing, such meeting may be convened by such shorter notice and in such manner as those members may think fit.
18. The non-receipt of a notice of a meeting by any member, shall not invalidate the proceedings any meeting.

### **DIRECTORS**

19. (a) Until otherwise determined by the Company in general meeting the Directors shall be not less than two and not more than 7.
- (b) The following persons shall be the first Directors to the Company: -
1. John Elias Ntalimbo
  2. Caphlen John Ntalimbo
  3. Telesphory Tryphone Kyaruzi
20. The Directors shall be entitled to be repaid all travelling, hotel and other expenses incurred by them in and about the business of the company, including their expenses of travelling to and from Board and Committee Meetings or General Meetings.
21. There shall be no share qualification for Directors.
22. The remuneration of the Directors shall from time to time be determined by the company in General Meetings.

23. The Directors shall be entitled to be repaid all travelling, hotel and other expenses incurred by them in and about the business of the company, including their expenses of travelling to and from Board and Committee Meetings or General Meetings.
24. If any Director, being willing, shall be called upon to perform extra services for the purposes of the company, the company shall remunerate such Director by a fixed sum or percentage of profits or otherwise as may be determined by the Board and such remuneration may be either in addition to or in substitution for his reimbursement above provided

### **DISQUALIFICATION OF DIRECTORS**

25. The office of a Director shall ipso facto be vacated;
- a) if he be found lunatic or becomes of unsound mind;
  - b) if he becomes bankrupt or compounds with his creditors;
  - c) if he absents himself from the meetings of the Directors for two consecutive meetings or which notice was duly sent to him, without special leave of absence by the Directors resolve that his office be vacated;
  - d) if by Extraordinary Resolution, he be removed from office;
  - e) if by notice in writing to the Secretary, at the registered office of the company, he resigns his office;
  - f) if he shall, pursuant to the act, be prohibited from acting as Director



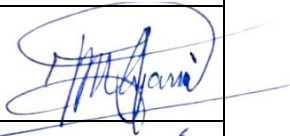
### **THE SEAL**

26. The seal shall not be affixed to any instrument except by the authority of a resolution of the Directors and shall be so affixed in the presence of the two directors and the Secretary or some other person approved by the Directors, both of whom shall sign every instrument to which the seal is so affixed in their presence.

### **AUDIT**

27. The company in General Meeting shall appoint Auditors of the company and their tenure and duties shall be regulated in accordance with the act.

Upon the construction or meaning of any Article herein contained or any act, matter or thing made or done or omitted to be done or with regards to the rights or liabilities arising hereunder or arising out of the relations existing between the parties by reasons of these Articles or the ordinance, such differences shall (unless a sole arbitrator be agreed upon) forth with be referred to the arbitration of three (3) arbitrators, one to be appointed by each party, and in the event of failure to agree within thirty (30) days the procedure laid down in the Arbitration Act ( Cap. 15) or any existing statutory modifications or re-enactments thereof shall apply.

Sl. No.	Name, address and description of the subscribers	No. of equity shares taken by each subscriber	Signature
1.	John Elias Ntalimbo P. O. Box 2267 Shinyanga	9000	
2	Caphlen John Ntalimbo P. O. Box 2267 Shinyanga	3000	
2.	Telesphory Tryphone Kyaruzi P. O. Box 2267 Shinyanga	3000	
<b>Total Shares Taken</b>		<b>15000</b>	

Dated at Dar Es salaam this 15<sup>th</sup> day of July 2022

Witness to the above signature:

Name: **VIOLETH EDMUND MAHUGI**

Signature:  .....

Postal Address: **P. O BOX 308, DAR ES SALAAM**

Qualifications: **COMMISSIONER FOR OATHS**

