



TANZANIA



Register of Companies Detailed information

Information date and time: 11/07/2023 08:56:33

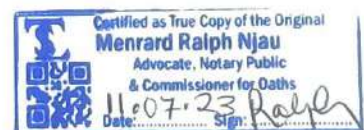
Last update date and time: 22/05/2023 18:40:00

Registration date and time: 03/04/2008 00:00:00

1. **Status:** Registered
2. **Incorporation number:** 64958
3. **Company:** ORION HOTELS TANZANIA LIMITED
4. **Company type:** Private company Limited by shares
5. **Registered office:** Region Arusha, District Arusha CBD, Ward Them, Postal code 23109, Street Njiro, Road Industrial Area, Plot number 4/2/1, Block number -, House number -
6. **Contacts:** Email: accounts.tanzania@bushtopscamps.com, Mob no/Tel no: 255732979812, P.O.Box 14708
7. **Business activity:** 5590 - Other accommodation, Main activity
8. **Directors / Directors in the country of origin:** Andrew Stuart, Kenyan
Claudia Stuart, Swis
Robin Stuart, Kenyan
9. **Company secretary / Company secretary in the country of origin:** MOHAMMED OSMAN IBRAHIM, Tanzania
10. **Authorised share capital:** 1613443000 TZS
11. **Class of shares:** Class Preferential: 298000 shares, 1000 TZS/share, 298000000 TZS
Class Ordinary: 1315443 shares, 1000 TZS/share, 1315443000 TZS
12. **Shareholders:** Andrew Stuart Class Ordinary 1 shares taken
Orion Hotels Limited Class Ordinary 1,315,442 shares taken,
Class Preferential 298,000 shares taken

Information ordered by: MOHAMMED IBRAHIM

NOTE. Information printed from the Register of Company is true and complete as per extract generation date and time. Please be advised to refer to the Online Registration System at BRELA (ors.brela.go.tz) for an up-to-date information regarding given Company.





Princ. Asst. Registrar of Companies

Certified as True Copy of the Original
Menrad Ralph Njau
Advocate, Notary Public
& Commissioner for Oaths
Date: 11-07-23 Sign:

THE COMPANIES ACT 2002

COMPANIES LIMITED BY SHARES

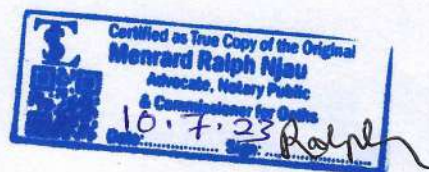
MEMORANDUM

**And
Articles of Association
Of**

ORION HOTELS TANZANIA LIMITED

Incorporated this *day of* *2007*

Drawn by:
MR. ANDREW STUART
SUBSCRIBER
P.O. BOX 20001
DAR ES SALAAM



THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
ORION HOTELS TANZANIA LIMITED

1. The name of the company "ORION HOTELS TANZANIA LIMITED".
2. The Registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are:-
 - (a) To engage in and carry out the business of proprietors and managers of hotels, restaurants, cafes, road houses, motels, lodges, marquees, hotel management, safari and holiday camps, caravan sites, guest houses, apartment housekeepers, refreshment and tea rooms, milk and snacks bars, tavern, beer house, provision stores, music house and halls and lodging housekeepers and to provide food and catering services to individuals, private and public institutions and to industrial and business concerns, also to provide variety of services and products to guest, tourist and hoteliers related to activities of marine parks and reserves along the coast and any other place.
 - (b) To carry on the business of hotels, lodge and restaurant, to organize carnivals, cruise party, summer party and generally to organize event festivals.
 - (c) To act as consultant and carry business as, tour agents, tour operators and organize, published of tour guide maps and brochures and for those purpose to arrange, organize, conduct and operate tours national and international travel by land, air and water and provide all such facilities advantages and inconveniences as may be considered necessary.
 - (d) To carry on the business of fast food, bar and restaurant, Exclusive Bar, Discotheque or any type of music parties or concerts to entertain public. Also sale of all types of food, beer, wine spirits, mineral water, tea, coffee, and soft drinks, like soda, ice creams and snack of all types Samosa, kabab, Vegetable and None Vegetable items, cakes etc. as caterers.
 - (e) To carry on the business as proprietors of restaurants, hotels, refreshment and tea rooms, cafes, and milk and snack bars, traven, beer house, and lording, house keepers, licensed victuallers, wine, beer and spirit

merchants, brewers, maltsters, distillers, importers and manufacturers of aerated, mineral and artificial waters and other drink, and as caterers and contractors in all their respective branches.

- (f) To carry out the business of advertising agency, preparation of advertising materials as posters, brochures, flyers, stickers, newsletters catalogue, Magazines, greeting cards, shelf display stand, metal posters, and give away items, t-shirts, caps, mugs, openers, menus, satchels/conference bags, key rings, desk clocks, Rucksacks and shorts.
- (g) To carry out the business of production of television and Radio programs, photographic and cinema graphic works, audio and audiovisual works and other documentaries in general.
- (h) To carry on business of promotion, organize promotion events in music, arts, and beauty Contest and generally to undertake promotion in various goods products throughout the country outside, to undertake and organize carnivals, cruise party, star search, Talent show, kanga party, summer party, and generally to organize festivals.
- (i) To carry the business of bakers, confectioners, tobacconist, butchers, fish mongers, diary, grocer, and poulterers, green – grocer, Ice cream manufacturers, buy, sell refine, prepare, grow, import, export and deal in all kinds of soft or alcoholic drinks or spirit and mineral water.
- (j) To carry on the business of bakers, confectioners, tobacconist, butchers, fish mongers, diary, grocer, and poulterers, green grocers, farmers, Ice cream merchants, ice cream manufacturers. buy, sell refine, prepare. Grow, import, export and deal in provisions of all kinds, both wholesale and retail and whether solid or liquid.
- (k) To carry on as merchants of all types of foods in different companies, as agents of canteens, hotels, food supply all types of drinks catering services and training in all the above aspects.
- (l) To carry on the business of tour operators, and carry on the business hotel, motels, guest house and operate duty free shops, lodge, bar canteen, to be importers of spirits, beer, wine, soft drinks, act as general traders, importers and exporters, traders in the wholesale and retail business of goods and merchandise of any description, size and magnitude, general agents for local and overseas principals establish trading outlets for all types of local and imported goods, engage in the export of all types of merchandise and to generally carry out retail and wholesale business general traders and to be trading agents, and to provide variety of services and goods to guests, tourists and hoteliers related to activities of Marine Parks and Reserves along the Coast.
- (m) To carry on business of travel agency, car hire and safari tours operators, ticket bookings, transportation of goods, and passengers by air, sea,.

Land, import and export, gift shops, boutiques, entertainment and all artist works, safari contractors, and guides, for hunting trophy dealers, travel tourist and other travelers by way of promoting and facilitating conveniences of all kinds such as reserved places, baggage deposit, courier services, sleeping card enquiry bureau, hotel and lodging accommodation, guides, motor vehicles hire, airplane and motor boats, character and otherwise facilitating tourist movements and accommodation, photographic safaris lodges and hotel, tourism and related business.

- (n) To provide better facilities for the promotion of sea food and the environmental protection and sustainable livelihood projects for disadvantaged groups. To process and sell cooked or uncooked sea food to all customers.
- (o) To carry on the business of importers, exporters, general merchants, general store-keepers, universal providers, wholesale and/or retail traders, dealers of piece wood, paints, hardware, glassware, crockery, cutlery, ironmongery, turners and other household fittings and requirements, other articles and commodities of personal, household use and consumption provisions, textiles, groceries, medicines, drugs, wines, spirits, liquors, chemical, surgical, optical, photographic and other instruments, apparatus and materials, motor vehicles, automobiles and generally in all manufactured goods of all types and merchandise of all kinds.
- (p) To carry on business as advisers and consultant and acts as management consultants and in particular to provide technical services, to advise direct or manage agricultural, commercial veterinary and industrial services, to offer advise and assistance and/or render services in the preparation of feasibility studies, appraisal, implementation and supervision of economic projects of whatever description.
- (q) To carry on business of building contractors, masonry and general construction contractors and among other things to construct, execute, carry out, equip, improve, work and advertise railways, tams ways, dock harbours, sharves, canals, water-course, irrigations, reclamations, sewage, drainage and other sanitary works, water, gas, electric and other supply works, houses, building and erections of every kind.
- (r) To carry on the business of mining, export, crush, win get, quarry, smelt, calcite, refine, mine dress, reduce, amalgamate, manipulate and prepare for market metal and mineral substances of all kinds whether by open or underground working, gold, silver tin, diamond, mica, rubies, graphite, tanzanite's including oil, salt and natural gas, gems and precious stone and generally to carry on any metallurgical operations which may seem conducive to any of the companies objects.
- (s) To carry on and deal in the business of pharmaceuticals, medical preparations, chemicals, animal feeds, manufacturing, making and

repairing, refueling, panel beating, spraying and the general care of motor vehicles, aircraft, machinery, equipment and plant whether moved by mechanical power or not, implements, utensils.

- (ee) To carry out the business of providing technical and allied services in the field of welding, metal fabrication, non destructive testing, quality assurances, and to provide consultancy in technical services, oil storage tank erections and all other businesses which can be carried out in connection to the above.
- (ff) To carry on all any of the wholesale and/or retail as gemstones merchants, jewelers and/or dealers in and/or buy, sell market import export and/or general deal in all or any kinds of gemstones precious and semi-precious stones, gold silver and precious metals of whatsoever kind or description.
- (gg) To purchase, take on lease and otherwise acquire for investment or resale any estate, land, buildings, easements and other rights and interests in immovable property or any tenure in Tanzania and elsewhere and to sell let or lease exchange or otherwise dispose of or grant rights over any immovable property, belong to the company.
- (hh) To purchase, take or lease or in exchange, hire or otherwise acquire and hold any state or interest in any lands buildings, casements, rights, licenses secret processes, machinery, plants, stock, in trade and real or personal property of any kind.
- (ii) To accept payment for any property or rights sold or otherwise disposed or dealt with by the company either in cash, by installment or otherwise or in fully or partly paid up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.
- (jj) To carry any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with the above business or the general business of the company.
- (kk) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.
- (ll) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- (mm) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either or though agents, sub-contractors, trustees and otherwise.

- (nn) To remunerate any person, firm or company rendering services to this company, whether by cash payments or by allotment to him or them of shares or securities of the Company credited and paid in full or in part, otherwise.
- (oo) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things.
- (pp) To advance money to shareholders in the company, and other to the purpose of enabling the person borrowing the same erect or purchase, or enlarge or repair any house or building or to purchase the fee simple or any less estate or interest in, or to take a demise for any term or terms of years of any freehold or leasehold property upon such terms and conditions as the company may think fit.
- (qq) To invest and deal with the moneys of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.
- (rr) To distribute among the members in pieces any property of the company, or any proceeds of sale or disposal of any property of the company.
- (ss) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.
- (tt) To act as agents or brokers, and as trustees for any person firm or company, and to undertake and perform sub-contracts and also to act in any other business of the company through or by means of agents, brokers, sub-contractors or others.
- (uu) To obtain any provisional order, ordinance or act of Parliament for enabling the Company to carry any of its objects into effect, or for affecting any modification of the Company's constitution, or any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the company's interest.
- (vv) To take or otherwise and hold shares in any other company having objects altogether or in part similar to this company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.
- (ww) To transact or carry on all kinds of Agency business and in particular in relation to the investment of money, the sale of property, and the collection and receipt of money.
- (xx) To do all other things as may be deemed incidental or conducive to the entertainment of the objects or any of them.

- (nn) To remunerate any person, firm or company rendering services to this company, whether by cash payments or by allotment to him or them of shares or securities of the Company credited and paid in full or in part, otherwise.
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- (rr) To distribute among the members in pieces any property of the company, or any proceeds of sale or disposal of any property of the company.
- (ss) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.
- (tt) To act as agents or brokers, and as trustees for any person firm or company, and to undertake and perform sub-contracts and also to act in any other business of the company through or by means of agents, brokers, sub-contractors or others.
- (uu) To obtain any provisional order, ordinance or act of Parliament for enabling the Company to carry any of its objects into effect, or for affecting any modification of the Company's constitution, or any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the company's interest.
- (vv) To take or otherwise and hold shares in any other company having objects altogether or in part similar to this company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.
- (ww) To transact or carry on all kinds of Agency business and in particular in relation to the investment of money, the sale of property, and the collection and receipt of money.
- (xx) To do all other things as may be deemed incidental or conducive to the entertainment of the objects or any of them.

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 incorporate, and whether domiciled in the United Republic of Tanzania or elsewhere.


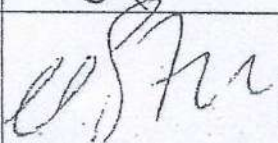
The object specified in each of the paragraphs of the paragraph of this clause shall be regarded as independent objects, and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph of the name of the Company.

That the meaning of any general word or words in any paragraph of this clause shall not be restricted by being construed ejusdem generis with any particular word or words in the same paragraph

AND it is hereby declare that the word "Company" in this clause , except where used in reference of this Company , shall be deemed to include any partnership or other body of persons, whether incorporated, and whether domiciled in Tanzania or elsewhere, and that the intention is that each of the objects set forth in any sub-clause or by the same of the company. None of such sub-clause or the objects herein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the firs sub-clause.

4. The Liability of the Members is Limited
5. The capital of the Company is Shillings 2,000,000/= divided into 2,000 shares of Shillings 1,000/= each. The Company shall have powers 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 special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company.


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
1. ANDREW STUART P.O. BOX 20001 DAR ES SALAAM	1100	
2. MRS. CLAUDIA STUART P.O. BOX 20001 DAR ES SALAAM	900	

Dated at ADD this 28th day of MARCH 2007

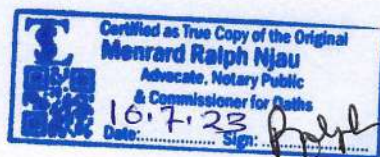
Witness to the above signatures

Name : R. M. MIGA NGA

Signature : 

Postal Address : Box 22216

Qualification : ADVOCATE



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THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
ORION HOTELS TANZANIA LIMITED

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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 two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be tested as a single member.
 - (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

TRANSFER OF SHARES

3. The Directors may in their direction and without assigning any reason thereof refuse to register the transfer of any share to any person who 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 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 who may desire to sell or transfer any such shares and every personal representatives 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.
 - (c) Upon price of such shares being agreed on a 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, starting 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.

6.

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. **MR. ANDREW STUART**
- 2. **MRS. CLAUDIA STUART**
- 3. **MR. HUSSEIN KHALIFA MASSAWE**
- 4. **MR. HASSAN KHALIFA SIWA**

- 7. 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.
- 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 then in Tanzania shall be as 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 money for the purposes of the Company which may exceed the issued share capital of the company.

BORROWING POWERS

The Directors through a board resolution 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.

11. The Directors through a board resolution 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.

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.

ALTERNATION OR ADDITION

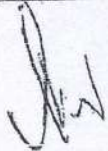
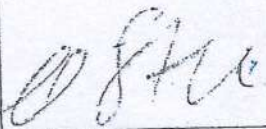
20. Subject to the provisions of the Act and to those contained in the Memorandum of Association the Company may by Special Resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by Special 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 favour 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 Act 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 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 (Cap. 15) 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
1. ANDREW STUART P.O. BOX 20001 DAR ES SALAAM	1100	
2. MRS. CLAUDIA STUART P.O. BOX 20001 DAR ES SALAAM	900	

Dated at 65 this 27th day of April 2007

Witness to the above signatures

Name : R.M. MCANGA
 Signature : 
 Postal Address : Box 22216
 Qualification : ADVOCATE

