

**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.

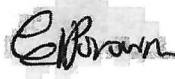
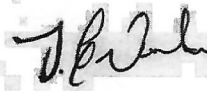
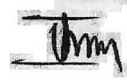
#### **4. LIABILITY**

The Liability of the Members is Limited.

**CAPITAL**

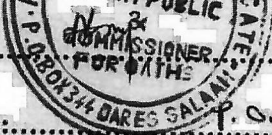
5. The share capital of the Company is Tanzania Shilling Three Million (3,000,000/=Tsh), divide into three hundred number of shares (300), of Tanzania shilling of ten thousands(10,000) values, with power for the company to increase or to reduce the said capital and to issue any part of its capital, original 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. GLENNVILLE 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 be 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.

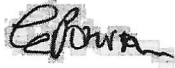

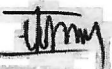
### **INDEMNITY**

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
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 signatures  
 Name: ALFRED ADVOCATE MBOJUNGA  
 Postal Address: .....  
 Signature: .....  
 Qualification: ADVOCATE





United Republic of Tanzania  
Business Registrations and Licensing Agency



Application for Change of Company Particulars  
Companies Act (Cap 212)

**APPLICATION**

Tracking number G211117-1616  
Application date 17/11/2021 20:48:26

**APPLICANT**

National ID 19830303141050000329  
Name INNOCENT GREGORY RWEASIRA  
Gender Male  
Date of birth 03/03/1983  
Nationality Tanzanian  
E-mail Address rwegasirainnocent83@gmail.com  
Mobile Phone Numbers 0755508192  
Can this person update data in ORS? Yes  
This person is empowered to assign persons who can update data in ORS Yes

**CHANGES MADE**

Company accounting period, Business activities, Directors / Company secretary, Company name, Registered office / Contact information, Authorised share capital, Shareholder(s)

**INFORMATION ABOUT COMPANY**

TIN 136602977  
Incorporation number 136602977  
Company name AFRICAN CARIBBEAN SELF HELP ORGANIZATION COMPANY LIMITED  
Company type Private company Limited by shares  
Incorporation date 20/05/2018 11:34:44  
Accounting date 31/12

**REGISTERED OFFICE**

Registered office Region Dar Es Salaam, District Ubungo, Ward Ubungo, Postal code 16103, UBUNGO EXTERNAL, MANDELA ROAD NEAR BY ATLAS PRIMARY SCHOOL  
P.O. BOX 14190  
E-mail acshofarm@gmail.com  
Mobile Phone Number 255755508192

**BUSINESS ACTIVITY**

Name of activity 0161 - Support activities for crop production , Main activity  
Name of activity 1061 - Manufacture of grain mill products  
Name of activity 1394 - Manufacture of cordage, rope, twine and netting  
Name of activity 5120 - Freight air transport  
Name of activity 1399 - Manufacture of other textiles n.e.c.  
Name of activity 5210 - Warehousing and storage

**DIRECTORS**

**DIRECTOR 1**

Can this person update data in ORS?

Yes

National ID

19830303141050000329

TIN

111425280

Name

INNOCENT GREGORY RWEASIRA

Gender

Male

Date of birth

03/03/1983

Nationality

Tanzanian

E-mail Address

rwegasirainnocent83@gmail.com

Mobile Phone Number

255755508192

Residential address

Tanzania, Region Dar Es Salaam, District Ubungo, Ward Ubungo, Postal code 16103, UBUNGO EXTERNAL, NEAR BY ATLASI PRAMARY SCHOOL

#### DIRECTOR 2

Can this person update data in ORS?

No

Passport number

A3486179

Name

GLENVILLE SEFTON BROWN

Gender

Male

Date of birth

19/06/1948

Nationality

Jamaican

E-mail Address

acshofarm@gmail.com

Mobile Phone Number

447940709311

Residential address

United Kingdom British National (Overseas), BIRMINGHAM, 447940709311, 104 Heathfield Rd, Handsworth, Post code B19 1HJ, UK,

#### DIRECTOR 3

Can this person update data in ORS?

No

National ID

19560209114720000126

TIN

104321984

Name

JOE RUGAKINGILA RUGARABAMU

Gender

Male

Date of birth

09/02/1956

Nationality

Tanzanian

E-mail Address

rugarabamuj@yahoo.co.uk

Mobile Phone Number

0754261341

Residential address

Tanzania, Region Dar Es Salaam, District Ubungo, Ward Kimara, Postal code 16104, Kimara Mavurunza nearby Melenia primary school

#### DIRECTOR 4

Can this person update data in ORS?

No

Passport number

511375453

Name

MICHAEL JOHN CARTY

Gender

Male

Date of birth

10/06/1964

Nationality

British

E-mail Address

acshofarm@gmail.com

Mobile Phone Number

447449833944

Residential address

United Kingdom, Birmingham, 447449833944, 104 Heathfield Rd, Handsworth, Post code B19 1HJ,

#### DIRECTOR 5

Can this person update data in ORS? No

Passport number A6265671

Name SELVIN LLOYD ANDERSON

Gender Male

Date of birth 24/11/1959

Nationality Jamaican

Email Address acshofarm@gmail.com

Mobile Phone Number 447946671711

Residential address United Kingdom, Birmingham, 447946671711, 104 Heathfield Rd, Handsworth, Post code B19 1HJ,

**COMPANY SECRETARY**

Can this person update data in ORS? No

Passport number 510780037

Name JENNIFER ELAINE DUNBAR

Gender Female

Date of birth 23/08/1951

Nationality British

Email Address acshofarm@gmail.com

Mobile Phone Number 447908603297

Residential address United Kingdom British Overseas citizen, BIRMINGHAM, 447908603297, 104 Heathfield Rd, Handsworth, Post code B19 1HJ. UK,

**AUTHORIZED SHARE CAPITAL**

Class of shares	Number of shares issued	Value	Aggregate nominal value	Currency
Ordinary	300	10000	3000000	TZS
Total:			3000000	TZS

**SHARES ALLOTMENT**

Allotment date from 2021/10/30

Allotment date to 2021/10/30

Allotment type Cash

Allotment consideration description

**SHAREHOLDERS**

**SHAREHOLDER 1**

Passport number A3486179

Name GLENVILLE SEFTON BROWN

Gender Male

Date of birth 19/06/1948

Nationality Jamaican

Email Address acshofarm@gmail.com

Mobile Phone Number 447940709311

Residential address United Kingdom, Birmingham, 447940709311, 104 Heathfield Rd, Handsworth, Post code B19 1HJ,

Ordinary 60

**SHAREHOLDER 2**

**Passport number** 511375453  
**Name** MICHAEL JOHN CARTY  
**Gender** Male  
**Date of birth** 10/06/1964  
**Nationality** British  
**E-mail Address** acshofarm@gmail.com  
**Mobile Phone Number** 447449833944  
**Residential address** United Kingdom, Birmingham, 447449833944, 104 Heathfield Rd, Handsworth, Post code B19 1HJ,  
**Ordinary** 60

**SHAREHOLDER 3**

**Passport number** A6265671  
**Name** SELVIN LLOYD ANDERSON  
**Gender** Male  
**Date of birth** 24/11/1959  
**Nationality** Jamaican  
**E-mail Address** acshofarm@gmail.com  
**Mobile Phone Number** 447946671711  
**Residential address** United Kingdom, Birmingham, 447946671711, 104 Heathfield Rd, Handsworth, Post code B19 1HJ,  
**Ordinary** 60

**SHAREHOLDER 4**

**Passport number** 510780037  
**Name** JENNIFER ELAINE DUNBAR  
**Gender** Female  
**Date of birth** 23/08/1951  
**Nationality** British  
**E-mail Address** acshofarm@gmail.com  
**Mobile Phone Number** 447908603297  
**Residential address** United Kingdom, Birmingham, 447908603297, 104 Heathfield Rd, Handsworth, Post code B19 1HJ,  
**Ordinary** 60

**SHAREHOLDER 5**

**National ID** 19560209114720000126  
**Name** JOE RUGAKINGILA RUGARABAMU  
**Gender** Male  
**Date of birth** 09/02/1956  
**Nationality** Tanzanian  
**E-mail Address** rugarabamuj@yahoo.co.uk  
**Mobile Phone Number** 0754261341  
**Residential address** Tanzania, Region Dar Es Salaam, District Ubungo, Ward Kimara, Postal code 16104, Kimara Mavurunza nearby Melenia primary School  
**Ordinary** 30

**SHAREHOLDER 6**

National ID	19830303141050000329
Name	INNOCENT GREGORY RWEASIRA
Gender	Male
Date of birth	03/03/1983
Nationality	Tanzanian
Email Address	innocentkatega7@gmail.com
Mobile Phone Number	0755508192
Residential address	Tanzania, Region Dar Es Salaam, District Ubungo, Ward Ubungo, Postal code 16103, Ubungo External nearby Atlas Primary School
Ordinary	30

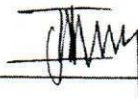
AFRICAN CARIBBEAN SELF  
HELP ORGANIZATION  
COMPANY LIMITED, Director  
GLENVILLE SEFTON BROWN



22/11/2021

Signature and date

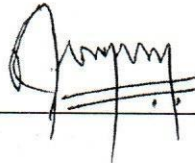
AFRICAN CARIBBEAN SELF  
HELP ORGANIZATION  
COMPANY LIMITED, Director  
INNOCENT GREGORY  
RWEASIRA



22<sup>nd</sup> Nov. 2021

Signature and date

AFRICAN CARIBBEAN SELF  
HELP ORGANIZATION  
COMPANY LIMITED Director  
JOE RUGAKINGILA  
RUGARABAMU



22/11/2021

Signature and date

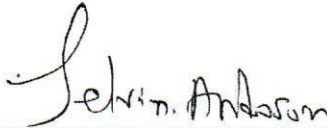
AFRICAN CARIBBEAN SELF  
HELP ORGANIZATION  
COMPANY LIMITED, Director  
MICHAEL JOHN CARTY



22/11/2021

Signature and date

AFRICAN CARIBBEAN SELF  
HELP ORGANIZATION  
COMPANY LIMITED, Director  
SELYN LLOYD ANDERSON



22/11/2021

Signature and date

AFRICAN CARIBBEAN SELF  
HELP ORGANIZATION  
COMPANY LIMITED, Company  
secretary JENNIFER ELAINE  
DUNBAR



22/11/2021

Signature and date