

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

Memorandum
AND
Articles of Association
OF
NDAMAKAI ESTATES LIMITED

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Advocate,
ARUSHA,
Tanganyika Territory.

COMPANY LIMITED BY SHARES

Memorandum of Association
OF
NDAMAKAI ESTATES LIMITED

1. The name of the Company is **NDAMAKAI ESTATES LIMITED**.
2. The registered office of the Company will be situate in Tanganyika Territory.
3. The objects for which the Company is established are:—
 - (a) To purchase, take on lease or in exchange or otherwise acquire, lands and properties of any tenure whatsoever in Tanganyika Territory or elsewhere in East Africa, and in particular lands situated at Oldeani in the Northern Province of Tanganyika Territory and known as Units Nos. 1 and 2, L.O. No. 11187 as comprised in Title Number 7342 and to purchase, take on lease, obtain concessions over, or otherwise acquire, and to work mines, minerals and mining rights in any part of East Africa.
 - (b) To cultivate, grow, buy, prepare for market, coffee and food crops of all kinds as well as vegetable, dairy or mineral produce and to dispose of, sell or deal in any such produce either in its raw or in its manufactured or processed state.
 - (c) To manage, work and turn to account any estates, lands or properties of the Company and to develop the resources thereof by clearing, draining, planting, irrigating, pasturing, road-making, building, taking soil and water conservation measures and otherwise improving the same and for purposes aforesaid from time to time to purchase such horses, cattle, stock, machinery, implements and accessories and to employ such labour and to sell all or any part of the assets, live or dead stock, timber, crops or other products of such lands as may be considered necessary.
 - (d) To carry on all or any of the trades and businesses of farmers, planters, graziers, breeders of and dealers in live stock, market gardeners, arboriculturists, agriculturists, horticulturists and dairymen and any other trade or business in connection with arboriculture, agriculture or horticulture.
 - (e) To buy, sell and deal in hides, skins, fat, offal and all other by-products of live-stock and to carry on the business of tanning and fell-mongering.
 - (f) To carry on all or any of the businesses of manufacturers of and dealers in and workers in cement, lime, plasters, whittings, clay,

gravel, sand, stone, minerals, earth, fuel, artificial stone, bricks, tiles, pipes, pottery, earthenware, china and builders requisites and conveniences of all kinds and as quarry owners, builders, general contractors and carriers.

- (g) To purchase or otherwise acquire forest concessions, licences and lands and to dispose of the same from time to time by way of sale, lease or otherwise.
- (h) To carry on the business of timber and lumber merchants and sawmill proprietors and to buy, sell, prepare for market, import, export and deal in timber and wood of all kinds and to manufacture and deal in articles of all kinds in the manufacture of which timber or wood is used.
- (i) To purchase, charter, hire, or otherwise acquire, and to operate and maintain motor vehicles, of all kinds, and aircraft, and to employ the same in the carriage of passengers, mail and merchandise of all kinds.
- (j) To buy, sell, export, import, and deal in produce, goods and commodities of any descriptions whether produced by the Company or not and to act as general merchants and traders both wholesale and retail and for such purposes to open and maintain shops, stores and warehouses and to do all such things either as principals or agents.
- (k) To carry on, and import or export in connection therewith, any trade or business whatsoever which may seem to the Company capable of being conveniently carried on by the Company in connection with or as ancillary to its general business or any of the above businesses or calculated directly or indirectly to enhance the value of any of the Company's property and rights for the time being.
- (l) To enter into hire purchase agreements with customers of the Company and to negotiate, assign, mortgage or pledge such agreements for cash or otherwise or the payments due or rights accruing thereunder.
- (m) To stock and carry on any shops or stores for the benefit of the servants of the Company.
- (n) To apply for and acquire any statutory or other powers, rights or concessions.
- (o) To effect and maintain insurance on the life or lives of any director or directors and other officers or servants of the Company and any other persons in whose lives the Company has an insurable interest.
- (p) To purchase, or otherwise acquire all or any part of the business, property and liabilities of any company, society, partnership or person, formed for all or any part of the purposes within the objects of this Company, and to conduct and carry on, or liquidate and wind up, any such business.
- (q) To purchase, take on lease, or otherwise acquire, for the purposes of the Company, any estates, lands, buildings, easements or other

interests in real estate and to sell let on lease, or otherwise dispose of, or grant rights over, any real property belonging to the Company.

- (r) To purchase or otherwise acquire, erect, maintain, reconstruct and adapt any offices, workshops, mills, plant, machinery and other things found necessary or convenient for the purposes of the Company.
- (s) To let on lease or on hire the whole or any part of the real and personal property of the Company on such terms as the Company shall determine.
- (t) To draw, accept and make, and to endorse, discount and negotiate bills of exchange and promissory notes, and other negotiable instruments.
- (u) To borrow or raise money by the issue of debentures, debenture stock (perpetual or terminable), bonds, mortgages, or any other securities, founded or based upon all or any of the property and rights of the Company, including its uncalled capital, or without any such security, and upon such terms as to priority or otherwise, as the Company shall think fit.
- (v) To advance and lend money upon such security as may be thought proper, or without taking any security therefor.
- (w) To invest the moneys of the Company not immediately required in such manner, other than in the shares of this Company, as from time to time may be determined.
- (x) To acquire by subscription, purchase or otherwise, and to accept and take, hold and sell, shares, or stock, in any company, society or undertaking, the objects of which shall, either in whole or in part, be similar to those of this Company, or such as may be likely to promote or advance the interests of this Company.
- (y) To provide for the welfare of persons in the employment of the Company, or formerly in the employment of the Company or its predecessors in business, and the wives, widows and families of such persons, by grants of money, pensions or other payments, and by providing or subscribing towards places of instruction and recreation, and hospitals, dispensaries, medical and other attendance, and other assistance, as the Company shall think fit, and to form, subscribe to or otherwise aid benevolent, religious, scientific, National or other institutions or objects which shall have any moral or other claims to support or aid by the Company by reason of the nature or the locality of its operations or otherwise.
- (z) To enter into and carry into effect any arrangement for joint working in business, or for sharing of profits, or for amalgamation, with any other Company, or any partnership or person, carrying on business within the objects of this Company.
- (aa) To sell, dispose of, or transfer the business, property and undertaking, of the Company, or any part thereof, for any consideration which the Company may see fit to accept.

- (bb) To do all or any of the matters hereby authorised in any part of the world either alone or in conjunction with, or as factors, trustees or agents for, any other companies or persons, or by or through any factors, trustees or agents.
- (cc) Generally to do all such other things as may appear to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that, in the interpretation of this clause the powers conferred on the Company by any paragraph, shall not be restricted by reference to any other paragraph, or to the name of the Company, or by the juxtaposition of two or more objects and that in the event of any ambiguity, this clause and every paragraph hereof shall be constructed in such a way as to widen, and not to restrict the powers of the Company.

4. The liability of the members is limited.

5. The nominal capital of the Company is Shs. 200,000/- divided into 1,000 ordinary shares of Shs. 200/- each.

We, the several persons whose names and addresses are described below, are desirous of being formed in 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 Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
ASHABHAI ISHWARBHAI PATEL P.O. Box 3003, ARUSHA. Company Director.	One (1)
RAJNIKANT ASHABHAI PATEL, P.O. Box 3003, ARUSHA.	One (1)

Dated the 20th day of July, 1960.

Witness to the above Signatures :

V. DEV VOHORA,
Advocate,
P.O. Box 3003, Arusha.

(Witness to the Signature of
Rajnikant Ashabhai Patel)

C. D. PATTNI,
Advocate,
P.O. Box 9035, Nairobi.

(Witness to the Signature of
A. I. Patel)

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

Articles of Association

OF

NDAMAKAI ESTATES LIMITED

APPLICATION OF TABLE "A"

1. Subject as hereinafter provided, the regulations contained in Table "A" in the First Schedule to the Companies Ordinance (Cap. 212) (hereinafter referred to as Table "A") shall apply to the Company.

2. Clauses 7, 11, 19, 23, 28, 45, 47, 48, 50, 59, 64, 65, 66, 68, 69, 70, 72, 80, 82, 90, 102 and 105 of Table "A" shall not apply to the Company but the Articles hereinafter contained, and the remaining clauses of Table "A", subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

PRELIMINARY

3. It shall be no objection to any agreement for acquisition of any property or rights to which the Company may be a party that the other parties thereto, or some or one of them may be promoters or a promoter of the Company or that the vendor is or may be a Shareholder or Director of the Company or that in the circumstances the Directors of the Company do not constitute an independent Board and every member of the Company, present or future, shall be deemed to join the Company on this basis.

PRIVATE COMPANY

4. The Company is a "Private Company" within the meaning of Section 27 of the Ordinance and accordingly (1) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company; (2) the number of the members of Company (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of the Company, were while in that employment and have continued after the determination of that employment to be members of the Company) shall be limited to fifty, provided that, for the purposes of this provision, where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single member; and (3) the right to transfer the shares of the Company is restricted in manner and to the extent hereinafter appearing.

SHARES

5. In Clause 2 of Table "A" the words "Ordinary Resolution" shall be substituted for the words "Special Resolution" where those words first occur.

6. The shares shall be at the disposal of the Directors, and (save as otherwise directed by the Company in General Meeting) they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper subject nevertheless to Article 4 and provided that no share shall be issued at a discount, except as provided by Section 48 of the Ordinance.

7. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company, or procuring or agreeing to procure subscriptions, whether absolutely or conditionally, for any shares in the Company, provided that the commission does not exceed 10 per cent of the price at which such shares are issued, or an amount equivalent thereto, and such commission may be paid, in whole or in part in cash or fully or partly paid shares of the Company, as may be arranged. The statement required by Section 44 of the Ordinance shall be duly delivered to the Registrar of Companies for registration, and Section 43 of the Ordinance shall, where necessary, be duly complied with and the amount of any such commission shall be duly stated in the Balance Sheets and Annual Returns of the Company as required by Sections 45 and 108 of the Ordinance.

8. No persons shall be recognised by the Company as holding any shares upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share, or (except only as by these presents otherwise expressly provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

LIEN

9. The Company shall have a first and paramount lien and charge on all the shares registered in the name of a member (whether solely or jointly with others) for all moneys due to the Company from him or his estate, either alone or jointly with any other person, whether a member or not. The registration of a transfer of shares shall operate as a waiver of the Company's lien (if any) on such shares. The Company's lien (if any) on a share shall extend to all dividends and other moneys payable in respect thereof.

CALLS ON SHARES

10. The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares, and each member shall (subject to receiving at least fourteen days' notice specifying the time or times of payments) pay to the Company at the time or times specified, the amount called on his shares.

11. On the trial or hearing of any action for the recovery of any money due for any call, it shall be sufficient to prove that the name of the member sued is entered in the Register of Members of the Company as

the holder, or one of the holders, of the shares, in respect of which such debt accrued; that the resolution making the call is duly recorded in the Minute Book and that notice of such call was duly given to the member sued in pursuance of these presents, and it shall not be necessary to prove the appointments of the Directors who made such call, nor any other matters whatsoever but the proof of the matters aforesaid shall be conclusive evidence of the debt.

TRANSFER AND TRANSMISSION OF SHARES

12. No transfer of any share in the capital of the Company to any person whether already a member of the Company or not shall be made or registered without the previous sanction of the Directors, who may, without assigning any reason, decline to give such sanction and shall so decline in the case of any transfer the registration of which would involve a contravention of Article 4 hereof. The Directors may also suspend the registration of transfers during the fourteen days immediately preceding the Ordinary General Meeting in each year.

13. The Directors may decline to register any instrument of transfer unless (a) such a fee not exceeding two shillings as the Directors may from time to time determine, is paid to the Company in respect thereof, and (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The Directors may decline to register any transfers of any shares on which the company has a lien. If the Directors refuse to register a transfer of any shares, they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal as required by Section 67 of the Ordinance.

14. Any member desiring to dispose of any share or shares held by him shall intimate to any Director in writing the numbers of such shares and the price at which he is willing to sell the same. Such notice shall constitute such Director the selling Agent of the member and on receipt of such notice the Director shall forthwith inform or cause to be informed all other members of the proposed sale and on receiving offers from any other member or members within thirty days for the purchase of the shares, shall submit the names of the proposed purchaser or purchasers to the Board of Directors who may sanction the transfer, or in the event of more than one offer being received may allot the shares for sale among the proposed purchasers in such manner or proportions as the Board of Directors may, in their sole discretion, deem fit. Such sanction, and/or allocation shall be binding upon the proposed purchaser or purchasers who shall thereupon be bound to pay the stipulated price and upon payment thereof the proposed seller shall be bound to transfer the share or shares to the purchaser. In the event of the proposed seller defaulting in transferring the said share or shares, the Board of Directors may receive the purchase price and the Directors shall thereupon cause the name of the purchaser or purchasers to be entered in the Register of Members as the holder of the share or shares and shall remit the purchase money to the seller or retain it in trust on his behalf until he claims it. The receipt by two Directors for the purchase money shall be a good discharge to the purchaser and after his name has been entered in Register of Members in purported exercise of the aforesaid power, the validity of the proceedings shall not be questioned by any person and the remedy (if any) of the former holder of the shares or of any person claiming through or under him shall be against the Company and in damages only. If the shares or

any of them are not sold to existing members the member desiring to sell may sell to any person not a member of the Company but so that the price paid by such person or persons shall be not less than the price fixed by the selling member in his notice to the Director hereinbefore referred to and in any event the Directors shall not be bound to register any person as a member unless such person has been approved in writing by the Board of Directors.

FORFEITURE OF SHARES

15. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof the Directors may, at any time thereafter during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid together with any interest which may have accrued and any expenses incurred by reason of such non-payment. Such notice shall state the place at which the payment required by such notice is to be made.

16. An entry in the Minute Book of the Company of the forfeiture of any shares, or that any have been sold to satisfy a lien of the Company, shall be sufficient evidence as against all persons claiming to be entitled to such shares that the said shares were properly forfeited or sold; and such entry and the receipt of the Company for the price of such shares shall constitute a good title to such shares, and the name of the purchaser shall be entered in the Register of Members as a member of the Company and he shall not be bound to see to the application of the purchase money nor shall his title to the said shares be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture or sale. The remedy (if any) of the former holder of such shares, and of any person claiming under or through him shall be against the Company and in damages only.

PROCEEDINGS AT GENERAL MEETINGS

17. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Two members personally present shall be a quorum.

18. The Chairman (if any) of the Board of Directors shall preside at every General Meeting but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman the members present shall choose a Director or if no Director be present, or if all Directors present decline to take the chair, they shall choose a member present to be Chairman of the meeting.

19. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by at least two members personally present and entitled to vote at the meeting or by the holder or holders present in person or by proxy of at least one twentieth part of the issued ordinary share capital of the Company and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the Company, shall be conclusive evidence thereof without proof of the number

or proportion of the votes recorded in favour of or against such resolution.

20. A resolution in writing signed by every member of the Company shall have the same effect and validity as an Ordinary Resolution of the Company passed in General Meeting duly convened and constituted, but this provision shall not apply to a resolution for winding up the Company or to a resolution passed in respect of any matter which by the Ordinance or these presents is required to be dealt with in General Meeting of the Company.

VOTES OF MEMBERS

21. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised. No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at that meeting at which he acts as proxy or he is appointed to act at the meeting as proxy for a corporation but a proxy for or representative of a corporation, unless entitled on his own behalf to be present and vote at the meeting, shall not act except for the corporation which appointed him.

DIRECTORS

22. Unless and until otherwise determined by the Company in General Meeting the number of the Directors shall not be less than two nor more than five. The first Directors shall be appointed by the subscribers of the Memorandum of Association. A Director shall not require any share qualification.

23. The Directors shall be paid out of the funds of the Company all their travelling and other expenses properly and necessarily expended by them in or about the performance of their duties as Director and the Directors shall be entitled to be paid out of the funds of the Company as remuneration for their services such sums as the Company may in General Meeting determine.

POWERS AND DUTIES OF DIRECTORS

24. The Directors may from time to time appoint one or more of their body to be Managing Director for such periods and upon such terms as they may think fit, and may vest in any Managing Director such of the powers hereby vested in the Directors generally as they may think fit, and such powers may be made exercisable for such periods or period, and upon such conditions and subject to such restrictions and generally upon such terms as they may determine, and may from time to time be revoked, withdrawn, altered or varied as the Directors may think fit and any such appointment shall be subject to termination if the Company in General Meeting resolve that the tenure of office of such Managing Director be determined.

25. A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission, participation in profits or otherwise) as the Directors may determine, and such remuneration may be either in addition to or in substitution for his remuneration as a Director.

26. A Managing Director shall not be subject to retirement by rotation and shall not be taken into account in calculating the number of Directors to retire but subject to the provisions of any contract between him and the Company, a Managing Director shall be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he ceases to hold the office of Director he shall ipso facto and immediately cease to be a Managing Director.

27. The Directors may from time to time and at any time by Power of Attorney under the Common Seal, appoint any company, firm or person whatsoever or any fluctuating body of persons, whether nominated directly or indirectly by the Directors to be the Attorney of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as they may think fit, and any such Power of Attorney may contain such provisions for the protection and convenience of persons dealing with any such Attorney as the Directors may think fit, and may also authorise any such Attorney to subdelegate all or any of the powers, authorities and discretions vested in him.

28. The Directors may raise or borrow for the purpose of the Company's business such sum or sums of money as they think fit and 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 issue, at such prices as they 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.

29. The Company may exercise the powers conferred by Section 33 of the Ordinance with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

30. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Directors from time to time by resolution determine.

31. The Directors shall cause minutes to be made in books provided for the purpose :

- (a) Of all appointments of officers made by the Directors.
- (b) Of the names of the Directors present at each meeting of the Directors and of any committee of the Directors.
- (c) Of all resolutions and proceedings at all meetings of the Company and of the Directors and of committees of Directors.

DISQUALIFICATIONS OF DIRECTORS

32. The office of Director shall be vacated, if the Director:

- (a) Becomes bankrupt in this Territory or in any territory which is declared to be a reciprocating territory under Section 147 of the Bankruptcy Ordinance (Cap. 25) or becomes insolvent or enters into any arrangement with his creditors; or

- (b) becomes prohibited from being a Director by reason of any order made under section 213 or 269 of the ordinance; or
- (c) is found lunatic or becomes of unsound mind; or
- (d) resigns his office by notice in writing to the Company; or
- (e) if he absents himself from the meetings of the Directors during a continuous period of six months without special leave of absence from the other Directors and they pass a resolution that he has by reason of such absence vacated office.

33. A Director may hold any other office or place of profit under the Company (except that of Auditor) upon such terms as to remuneration, tenure of office, and otherwise as may be determined by the Board. A Director of the Company may also accept office as a director of any company promoted by the Company or in which the Company is interested and may subscribe for or otherwise acquire shares in such company and shall not be accountable (unless otherwise agreed) for any benefit received by him as a director or member of such company. A Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for his services as if he were not a Director.

34. A Director shall be capable of contracting or participating in the profits of any contract with the Company in the same manner as if he were not a Director, subject nevertheless to the provision that he shall declare the nature of his interest in any contract or proposed contract in which he is interested in manner required by Section 150 of the Ordinance, but such declaration shall not be necessary where the Board is already aware of the interest of such Director and, subject to such declaration being made a Director may vote as a Director in respect of any such contract or proposed contract in which he is so interested as aforesaid and his vote shall be valid. A general notice that a Director is a member of any specified firm or company, and is to be regarded as interested in any subsequent transaction with such firm or company shall be a sufficient disclosure under this clause and after such general notice it shall not be necessary to give any special notice relating to any particular transaction with such firm or company.

ROTATION OF DIRECTORS

35. Subject to any agreement for the time being subsisting the Company may by extraordinary resolution remove any Director before the expiration of his period of office and may by an ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed, was last elected a Director.

PROCEEDINGS OF DIRECTORS

36. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be two.

37. A resolution in writing signed by all the Directors for the time being in Tanganyika Territory (including, if any Director shall be absent

from Tanganyika Territory, the alternate or substitute Director, if any, appointed by him) shall be as valid and effectual, as a resolution passed at a duly convened and constituted meeting of the Directors; notwithstanding that the same may be signed at different times and places.

38. It shall not be necessary to give notice of a meeting of Directors, to any Director for the time being absent from Tanganyika Territory.

39. Any minute of any meeting of the Directors of the Company if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting, shall be conclusive evidence, without any further proof, of the facts therein stated.

ALTERNATE DIRECTORS

40. Any Director may from time to time and at any time appoint any person (not disapproved on appointment by a majority of the other Directors for the time being) to be an alternate Director of the Company, and may at any time remove the alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company nor be required to hold any qualification but shall be entitled (subject to his giving to the Company an address within Tanganyika Territory at which notices may be served on him) to receive notices of and attend all meetings of the Directors and to vote as a Director at any such meeting at which the Director appointing him is not present and generally in the absence of his appointor to perform all functions of his appointor as a Director. An alternate Director may be removed from office by ordinary resolution of the Company in General Meeting and shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director. All appointments and removals of alternate Directors made by any Director in pursuance of the provisions of this Article shall be in writing under the hand of the Director making the same and left at the registered office of the Company. The nomination of an alternate Director shall be valid if made by cable or telegram provided that such nomination shall be confirmed within three months from the date of such cable or telegram by a written nomination complying with the above mentioned requirements and any act done by the alternate Director nominated in such cable or telegram between the date thereof and the date of the receipt within the prescribed period by the Company of the written nomination shall be as valid and effectual as if such alternate Director had been duly appointed in the first instance.

SECRETARY

41. A Secretary of the Company may be appointed by the Directors who may from time to time or at any time appoint a person firm or company to act temporarily as substitute for the Secretary for the time being of the Company, and any person firm or company so appointed shall, while so acting be deemed for all purposes to be the Secretary of the Company.

DIVIDENDS AND RESERVE

42. The Directors may from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company according to the estimate formed by them thereof.

43. The Directors may deduct from any dividends payable to any member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise.

44. (a) The Company at any General Meeting at which a dividend is declared may resolve that such dividend be paid wholly or in part by the distribution of specific assets and in particular of paid-up shares, debentures or debenture-stock of the Company, or paid-up shares, debentures or debenture-stock of any other Company or in any one or more of such ways: Provided always that no distribution shall be made which would amount to a reduction of capital except in the manner appointed by law.

(b) The Company in General Meeting may at any time and from time to time pass a resolution to the effect that it is desirable to capitalise a sum, being the whole or part of the undivided profits of the Company then standing to the credit of the reserve fund or to the credit of the profit and loss account (or representing premiums received on the issue of shares and standing to the credit of the share premium account) or being otherwise available for distribution and accordingly that such sum be capitalised and distributed free of income tax among the holders of Ordinary shares of the Company (or their nominees) at the date of the passing of such resolution in proportion to the amount of capital paid up for the time being on the Ordinary shares held by them respectively and that the Directors be authorised to distribute among them (or their nominees) unissued shares credited as fully paid up to the like nominal value and in the like proportion and in satisfaction of such capitalised sum.

(c) When such resolution has been passed, the Directors may allot and issue unissued shares as fully paid up to the holders of Ordinary shares of the Company (or their nominees) in satisfaction of the said capitalised sum and as nearly as may be in proportion to the amount of capital paid up for the time being on the Ordinary shares held by them respectively, with full power to make such provision as they may think expedient for the case of fractions and, before such allotment (if they think fit) may authorise any person acting on behalf of the holders of any Ordinary shares of the Company to enter into an agreement with the Company providing for the allotment to them (or their nominees) of such shares credited as fully paid up and in satisfaction as aforesaid and any agreement made under such authority shall be effective.

ACCOUNTS

45. Where any asset, business or property is bought by the Company as from a past date (whether such date be before or after the incorporation of the Company) upon the terms that the Company shall as from that date take the profits or bear the losses thereof, such profits or losses, as the case may be, shall, at the discretion of the Directors, be credited or debited wholly or in part to the revenue accounts, and in that case the amount so credited or debited shall, for the purpose of ascertaining the fund available for dividend be treated as a profit or loss arising from the business of the Company and available for dividend accordingly.

46. For the purpose of making up the Company's Balance Sheet or Profit and Loss Account the Directors may estimate the value of any of the Company's property and assets the value of which cannot be accurately and definitely ascertained, and in so doing may rely upon reports, estimates and valuations made by any Director, officer or employee of the Company

or by any other person, and shall not be liable for any error in estimates made in the bona fide exercise of the discretions hereby conferred on them.

NOTICES

47. If a member or Director has no registered address in Tanganyika Territory and has not supplied to the Company an address within the Territory for the giving of notice to him a notice addressed to him and posted up in the Registered Office of the Company shall be deemed to be duly served on him on the day it is so posted up.

WINDING UP

48. In a winding up the Liquidator may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by such resolution provided always that if any such distribution is determined to be made otherwise than in accordance with existing rights of the members, every member shall have the same right of dissent and other ancillary rights as if such resolution were a Special Resolution passed pursuant to Section 230 of the Ordinance.

INDEMNITY

49. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (c) of the proviso to Section 153 of the Ordinance) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the said section.

