

THE UNITED REPUBLIC OF TANZANIA



CERTIFICATE OF INCORPORATION

NO.

I HEREBY CERTIFY THAT

**TOKYO IN DAR LIMITED**

Is this day incorporated under the Companies Act 2002 and that the  
company is Limited

GIVEN under my hand at Dar es Salaam, this  
Two Thousand and Twelve

day of

Registrar of Companies

THE COMPANIES ACT, 2002  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION

OF

TOKYO IN DAR LIMITED

TANZANIA  
STAMP DUTY SHEET  
RECEIPT NO. 20254  
11/04/12  
ASST. REGISTRAR OF COMPANIES

1. The name of the company "TOKYO IN DAR 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 carry on the business as general suppliers, consumers, importers, exporters, stockists, wholesalers, retailers and dealers in all types of construction equipments, building materials, electrical goods, spare parts, scraps, hardware, and maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, agricultural equipments, implements, all kinds of industrial projects machinery and equipment, timber, fishing gears, groceries, computers, office equipments, cooking oils, salts, foodstuffs, cosmetics, edible oil, fats, paints, spirits sheets, hinges, screws, iron mongery, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.
  - (b) To carry on the business as Importers, Exporters, distributors, assemblers, buyers, sellers, and agents of all kinds of new, spare parts, motor vehicles, motor Cycles, whether heavy or light duty, motor cycles, forklifts, tractors etc. and to buy, sell car accessories and deal in automobile spare parts, industrial hardware, machinery parts, tyres and tubes batteries, battery solutions, oil and lubricants and all other spares and accessories in wholesale and retail and to provide service and repairs of trailers, motor vehicles and motor cycles of all description associated and connected thereto in this type of business.
  - (c) To deal in all aspects of Real Estate, Estate development including buying, constructing, selling, mortgaging, renting, transferring and any other form of conveyance of real estate.
  - (d) carry on the trade or business of hotel keepers, restaurant, café, food processing, nyama choma zones, road house auto-court, motel, holiday camp, cottages/ tenting area, manage construction and mining camps, and manage the above on behalf of others, caravan sites, lodging houses keepers, refreshment and tea rooms, mild and snack bar, tavern, beer house to provide food and catering services to individuals private and public institutions and to industrial and business concerns, mining area and air and sea catering, caterers proprietors of places of recreation and

amusement, beach resort, sport and amusement including discotheque and all businesses and trades incidental to or similar thereto or required to be or capable of being carried on in conjunction therewith.

- (e) To engage and or carry on the business of constructions, recreation, civil engineering, general works, buildings, road renovations, canals, water courses, irrigation mediation sewage, drainage and other sanitary works, office practitioners, decoratories, cleaning premises, streets, road, fumigation, maintainers of dilapidated buildings, plumbing, furniture manufactures, suppliers and exporters, residential and office furnishers.
- (f) To survey, build, construct, alter, improve, enlarge, repair, maintain, develop, demolish, remove or replace and to work, manage, carry out or control works of all descriptions, decoration, including but not limited to offices, residential, commercial building developments, parks, factories, mills, warehouse, shops, stores, garages and other buildings, roads, dams, machinery and plants, which may, in the opinion of the directors of the Company, be likely to advance directly or indirectly the Company's interests; to clear sites for the same, to contribute to, subsidies or otherwise assist in the building, construction, alteration, repair, improve, enlargement, maintenance, development, demolition, removal, replacement, working, management, carrying out or control. To be professional services contractors, fumigation agents, renovators.
- (g) To engage and or carry on the business of Geotechnical and geo environmental engineering service which includes; Site Investigation, Drilling, laboratory Testing and geotechnical Engineering structures services including Foundations, Slipes, Landfill, Retaining Walls, Dams, earthwork Anchors, Bridges, geo textiles, irrigation project, Drainage and Pavements.
- (h) To engage and carry on the mechanical works, steel works, fabrication, constructions, demolition, recreation, civil engineering, general works, buildings, road renovations, canals, water courses, irrigation mediation sewage, drainage and other sanitary works, office practitioners, decoratories, cleaning premises, streets, road, fumigation, maintainers of dilapidated buildings, plumbing, furniture manufactures, suppliers and exporters, residential and office furnishers.
- (i) To carry on business of mechanical engineering, electrical engineering, electronic telecommunication engineering, to design, manufacture, assemble, repair any electrical and electronic apparatus, machinery chemicals, industrial chemicals component of system, to act as manufacturers, representatives, insurance agents, commission agents merchants or broker and to import, export, hire's sell purchase or otherwise dealing in all kinds of mechanical, electrical and electronic systems of types and description whatsoever.

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KUALA LUMPUR, MALAYSIA  
2016

- (j) To carry on all or any of the business of transport, carriage and haulage contractors, owners and charter of road vehicles, aircraft and ships and boats of every description and carriers of goods and passenger by road, rail, water or air and to establish, acquire, maintain and operate transport service of every description both public and private and all services ancillary thereto and for such purposes or as independent undertakings to purchase, take in exchange, charter, hire, build, contract or otherwise acquire and to own, operate, work, manage, maintain, repair, service and deal with and in road vehicles, aircraft and vessels of every supplies therefore and to conduct any such business within the country or any other state in Africa or Europe or Asia and or any other foreign country.
- (k) To carry on the business of supplying of stationery, office equipment, writing materials, teaching aids and other educational establishment and as agents, school uniforms and stationers in all their business and to buy and sell stationery, office requirements and equipment, all types of books, sundry goods and to act as general merchants and commission agents of print and bind and manufacture stationers and other requirements.
- (l) To engage in and carry on business of profession of farmers, planters, harvesters, sprayers, seed growers, glaziers breeders, sellers of and dealers of livestock, market gardeners, arboriculturists, horticulturalists, floriculturists, dairymen, vegetable oil extract, poultry and bee-keepers and any other businesses in connection with floriculture, arboriculture, agriculture and horticulture, import and export farm equipments, planting, processing and transportation forest products in and outside the country.
- (m) To carry on the business of geological survey, exploration in mining minerals, such as gemstones, gold, Diamond, Tanzanite and all minerals available in Tanzania. To engage and or otherwise carry on the business of mining activities, importers and or exporters of all kinds of mines, goldsmith, jewellery, to be buyers and sellers of gemstones, gold mineral products, both buying and selling, mines and precious stones all over the world, to lease, acquire any lands, mines, mining rights, to import cutting and digging equipment and to do any business that is related to mines.
- (n) To carry on the business of agricultural implements, training, consultants in matters pertaining to agricultural, engineering, machines, installation and operation, promotion of agricultural development and diary farming preparation of feasibility studies, project planning and carry on business of agricultural pesticides, chemical and packing materials for sea, road and air freight and labeling for export, distributors and services of heavy engineering and for machinery.
- (o) To carry on the business of petroleum and petroleum products, storage, distributors, sale and use of petroleum, agricultural products in the country and import, export outside the country, oil depots, coal, coke, patent, fuel, oil of all kinds, manufacture of goods, mining of all kinds of

minerals, promote oil distributors and open small oils shops, general traders, merchants suppliers of general goods, commission agents, manufacturers representatives and to buy, sell, hire, manufacture, barter trade and deal in property, spare parts and machinery of every descriptions, goods and services of general merchandise of all kinds of transact any and every manufacturing of petroleum, oil, fuel oil depots, oil extraction oil purification and sale the same, mercantile, insurance and financial business, general services of all kinds of goods and general merchandise.

- (p) To engage in importing, exporting, selling, hiring, leasing, high purchasing and renting, manufacturing, assembling, sub-assembling of all types of machines, heavy duty and light duty vehicles, trailers, motor cycles, motor vehicles, cycles, commercial motor vehicles, commercial plant machinery, inboard marine engines, outboard marine engines, generators and farm machinery and implements.
- (q) To carry on the trade or business of saw millers, timber merchants, joiners, furniture makers, manufacturer of wood and wooden articles, metal works of every description, to acquire licenses or concessions from any authority to fells trees and to purchase, manufacture, sell and generally deal in wood and all materials and things required for incidental to the falling, cutting, manufacture, preparation alteration, use packing, storing or disposition therefore.
- (r) To engage in and or otherwise carry on the business of sanitary services, super-cleaners, removal treatment of, and or garbage collectors, sewage, and drainage system contractors, rural, urban and community centers, super cleaners, removal treatment contractors, landscaper to be professional sanitary services contractors, fumigation agents, renovators, general maintenance and decorators, garden keeper, decorations, Opromoters of health service in industries, governmental departments, offices, companies, public or private institutions, individuals and any other organizations all over the world. To carry on the business of town cleaning, education on hygiene, importation of all cleaning facilities, equipments and chemicals.
- (s) To undertake civil and building construction, supply of building materials, plumbing and water facilities and services machinery, and carry on the business of supplying stationeries and other office equipments.
- (t) To carry on the business of magazine, journal, stationery, press agents, to carry on the business as manufacturers and dealers in plastic products, textiles, garments, unit wear, foot wear, leather and rubber goods, to carry on business of general importers, exporters for both industrial and agriculture goods and products.
- (u) To carry on the business of timber sawmill proprietors, tree fellers, woodworkers, joiners, carpenters, wood and timber merchants, wood work

contractors, and to buy, sell, prepare for market, import, export, and deal in logs, hardboards soft boards, timber, building materials, hardware, oils, paints, spirits and varnishes, plywood, softwood, moldings, wooden, plastics and metal good and products of all kinds, hardboard, fiberboard, paper string, ropes, shellac, French polish, tools of all kinds and to manufacture steel doors, steel gates, wooden furniture and del in furniture's and generally to del in articles of all kinds in the manufacture of which timber or wood is used.

- (v) To carry on all manner of business, trade, practice and service such as but not limited to and in particular General trading in all manner of merchandise, produce, food, minerals and al forms of consumer and capital goods, services and commodities of whatever description.
- (w) To carry on the business as Importers, Exporters, distributors, assemblers, buyers, sellers, and agents of all kinds of new, trailers, spare parts, motor vehicles, motor Cycles, whether heavy or light duty, motor cycles, forklifts, tractors etc. and to buy, sell car accessories and deal in automobile spare parts, industrial hardware, machinery parts, tyres and tubes batteries, battery solutions, oil and lubricants and all other spares and accessories in wholesale and retail and to provide service and repairs of trailers, motor vehicles and motor cycles of all description associated and connected thereto in this type of business.
- (x) To carry on the business of miners and mining in all their branches and for the said purpose to peg, purchase, take on lease, or exchange or otherwise acquire concessions, grants, easements, options, claims, properties, cassettes- and effects supposed to contain minerals, diamonds, or other precious stones, and any interest therein, and to explore, mine, work, excise develop and turn to account mines and mining rights and any undertaking connected therewith.
- (y) To carry on otherwise engage in the business of professional consultant, manufacture, suppliers, sellers, pharmaceuticals, medical equipments, laboratory equipments, organize market survey into the supply of medicines equipments, surgical instruments and any type of equipment which may be used to enhance the foregoing objects. To carry the business of maintaining diagnostic laboratories, Diagnostic kits.
- (z) To be consultancy, professional schools operators, runners, educational skills providers, pre-secondary school, secondary school, super curriculum designers and or creators, operators of secondary and high schools, international schools and exchange program centers, academy, technical schools, colleges and or Universities, supper consultants in school management and training college skills, all businesses and trades incidental, analogous similar thereto, required to be or capable of being carried on in conjunction therewith.

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- (aa) To purchase, construct, take on lease or in exchange, hire or otherwise acquire any movable and immovable property, heavy earth moving machinery, cranes, caterpillars, tractors, tippers, silos, abattoirs, hatchery, cold room storage, dry store, warehouse and every right and privilege which the company may think necessary or conveniently for the purpose of its business or may enhance the value of and property of the company.
- (bb) To engage and carry on the business of water and environment, transportation, oil and gas, electrical, metals, real estate and power, billboards and signboards construction and developments, oil gas pipe, power, urban infrastructure, irrigation and water supply, environmental projects, barrages and dams, bridge and roads, power and marine works.
- (cc) To carry on the trade or business of manufacturers, exporters, importers, buyers, sellers, and dealer in cement, concrete products works of artificial or pre-cast stone, paving blocks, of products whether reinforced or otherwise and of demolition, blasting, shaft sinking, water boring and plan making.
- (dd) To carry on the business of plant hire, machinery hire, cranes rental, transport of plants, machinery, from different places within Tanzania, distributors of plants, machinery, and agents of such plants, machinery, its accessories and operate garages, workshops, yards, and deal in the same plants, machineries, its spares, accessories and all similar merchandise
- (ee) Carry in any associated with professional works, consultants, training which the company may think fit and profitable. To engage in professional accountant works of every description including auditing, business consultants, tax consultants, civil engineer environmental engineering, information technology, mechanical, electrical, chemical, process and automobile engineering for the same with any person firm or company in doing in any of the things aforesaid and to work, manage and control the same joint with others in so doing.
- (ff) To acquire by purchase, lease, exchange, hire or otherwise, either for a Right of Occupancy or for any other estate interest or tenure in land, whether in possession or inversion, buying, renting, selling and there vested or contingent, any lands, tenements and premises of any tenure, whether subject or not, to any charges or encumbrances, and to hold or to sell, let alienate, mortgage, charge or otherwise deal with or such lands, tenements or premises in the general business of Real Estate.
- (gg) To carry on business as dealers, buyers, sellers, importers, exporters, manufacturers, stores, processors, goods and machineries, blenders of agricultural, industrial chemicals, veterinary drugs, vaccines, animal health products, Natural drug extractors, pharmaceutical chemicals,

phosphorus chemicals, chemicals for water treatment, equipment suppliers and stores.

- (hh) To carry on the business of manufacturing of Paint, Varnishes, Lacquers, and all Preservatives against rust and against deterioration of wood, colorants, mordants, raw natural resins. To manufacture metal in foil and powder foam for Painters, Decorators, Printer and artists, Colorants for foodstuffs and beverages and dyestuffs for clothing, importers, exporters, of the same to different parts of the world, general merchants, general store-keepers, universal providers, wholesale and/or retail traders, dealers of paints, piece wood, 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.
- (ii) To engage in research into all problems relating to industrial, business and personnel management and to distribution, employment agent, marketing and selling and to collect, prepare and distribute information and statistics relating to any type of industry or business and to promote or propose such methods, procedures and measures as may be considered desirable or beneficial for or in connection with all or any of the Company's objects.
- (jj) To engage in and or otherwise carry on the business of professional car hire and rental services, super transporter, clearing and forwarding agents, tour operators, travel agents, consultants in transport industry, owners, operators, managers, lessors, and keepers of exclusive hunting and tourist clubs, games lodges, game lookouts, hotels, tented camps, restaurants, cafes, holiday camps, casinos and camping sites for tourists, Inn, motels, banking, bureau de change, travelers or otherwise, all businesses and trades incidental, analogous similar thereto, required to be or capable of being carried on in conjunction therewith.
- (kk) To carry on the business of clearing and forwarding agents, commission agents, customer agents, transporters, freighters, hauliers, customs bonded warehouse and godown keepers, court brokers, Insurance and assurance, insurance broker, Management, stock exchange and stock exchange brokers, shipping agents, cargo and travel agents, road, water agents, airport handling, courier services, insurance agents, tourist agents, manufacturers' representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, trucks, cabs, omnibus, oil tank and coach proprietors and transporters, civil transport contractors and transporters by any other means of conveyance of people and goods in Tanzania and the neighbouring countries and in such other place or

places as may from time to time be determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, freight forwarders and related transactions whatsoever.

- (ll) To search for, prospect, win, get, quarry, mine, crush, work, preshape, facet, polish or otherwise prepare for marketing precious and semi-precious stones including diamonds, gemstones, Tanzanite's and valuable and base minerals and metal and mineral substitutes of all kinds including aluminum, manganese and petroleum and to buy, sell, market, import, export and deal in the same and to carry on any other operations which may seem conducive to any of the Company's objects.
- (mm) To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tour operators, to promote facilitate traveling to organize hunting, tented-camps, fishing and diving expeditions, safari promoters and undertakers generally and in particular to arrange and manager hunting safaris, photo safaris adventure tours, fishing trips, handling of game trophies and animal skins, catching, harbouring, transporting, wildlife and marine products of all kind.
- (nn) 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.
- (oo) 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.
- (pp) 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.
- (qq) 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.
- (rr) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.
- (ss) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- (tt) 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

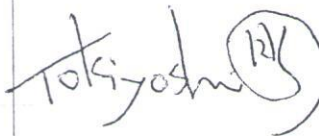
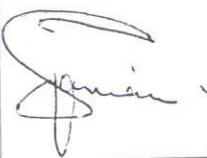

in conjunction with others and either or through agents, sub-contractors, trustees and otherwise.

- (uu) 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.
- (vv) To lend money on any terms that may be thought fit, and particularly to customers or other person or corporations having dealings with societies and to give any guarantees that may be expedient.
- (ww) To advance money to shareholders in the company, and other to the purpose of enabling the person borrowing the same to 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.
- (xx) 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.
- (yy) 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.
- (zz) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.
- (aaa) 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.
- (bbb) To obtain any provisional order, 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.
- (ccc) 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.

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NELINAH SUSAN BARYN  
ADVOCATE GENERAL  
2018



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
MR. HIDEO TOKIYOSHI P.O. BOX 31895 DAR ES SALAAM	900	
MR. OBEDIE S. KIMARO P.O. BOX 31895 DAR ES SALAAM	50	
MR. LAWRENCE G. MWAKYAMBIKI P.O. BOX 31895 DAR ES SALAAM	50	

Dated at Dar es Salaam this 11<sup>th</sup> day of April 2012

Witness to the above signatures

Name

Andrew Tawete

Signature

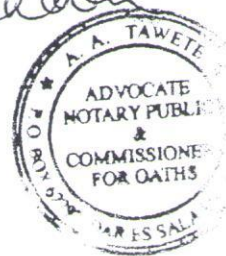
[Handwritten Signature]

Postal Address

P.O. Box 6299, Dar es Salaam

Qualification

Advocate



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NELIMA SUDAN TARYN  
ADVOCATE NOTARY PUBLIC  
DAR ES SALAAM

[Handwritten Signature]

2018

THE COMPANIES ACT NO. 12 OF 2002  
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

TOKYO IN DAR LIMITED

TANZANIA  
STAMP DUTY SHS. 5000/-  
RECEIPT NO. 23746/1/04/12  
Asst. Registrar of Companies

1. In these articles:-

"the Act" means the Companies Act;

"the articles" means the act of the company;

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"the seal" means any person appointed to perform the duties of the secretary of the company;

"Secretary" shall mean any person appointed to perform the duties of Secretary of the Company;

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photograph, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the company.

MEMBERS

2. The number of members with which the company proposes to be registered is but the directors may from time to time register an increase of members.
3. The subscribers to the memorandum of association and such other persons as the directors shall admit to membership shall be members of the company.

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2018

## GENERAL MEETINGS

4. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next.

Provided that so long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place, as the directors shall appoint.

5. All general meetings other than annual general meetings shall be called extraordinary general meetings.
6. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by section 133 of the Act. If at any time there are not within the Tanzania sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meeting may be convened by the directors.

## NOTICE OF GENERAL MEETINGS

7. Every general meeting shall be called by twenty-one clear days' notice in writing at the least. The notice shall specify the place, the day and hour of meeting and, in case of special business, the general nature of that business:

Provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it so agreed:-

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
  - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representation not less than ninety – five percent of the total voting rights at that meeting of all the members.
8. Subject to the provisions of the articles, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omission to give notice of a meeting to, or the non

receipt to notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

9. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.
10. 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 persons, entitled to vote on the business to be transacted, each being a member or a proxy for a member or a duly authorized representative of a corporation, shall be a quorum.
11. If within half an hour from the time appointed for the meeting quorum is not present, or if during the course of a meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine.
12. The Chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the general meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the directors present shall elect one of their number to be chairman of the meeting and, if there is only one director and willing to act, he shall be chairman.
13. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be a chairman of the meeting.
14. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice of the adjourned meeting shall be given specifying the time and place of the meeting and the general nature of the business to be transacted. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.