

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

**MEMORANDUM AND ARTICLES
OF ASSOCIATION**

OF

JONGOMERU CAMP LIMITED

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COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

JONGOMERU CAMP LIMITED



1. The name of the Company is JONGOMERU CAMP LIMITED
2. The registered office of the company will be situated in the United republic of Tanzania
3. The objects for which the Company is established are:-
 - (a) To establish and provide all kinds of facilities and attraction for Permanent holiday camps , for vacationers and tourists and travellers
 - (b) To carry on business of proprietors of hotels and, permanent holiday tented camps and with all usual and suitable accommodation and conveniences.
 - (c) To Construct, acquire, equip, maintain, furnish a permanent holiday tented camps and all other buildings necessary or convenient for establishing permanent holiday tented camps.
 - (d) To promote and arrange tailor made tour safaris and in particular canoeing safaris ,elephant back safaris , adventure traveling ,mobile(walking) safaris , and in general wildlife viewing which includes birding, hiking and botanical interest groups and individuals
 - (e) To afford accommodation for meetings and the gatherings of all description whether social commercial or otherwise.
 - (f) To buy, sell (both to persons residing on the company's premises and not to non residents) import, produce, manufacture or otherwise deal in food and food products meat

groceries, fruits, confectionery, wine, spirit, beer and alcoholic beverages and other articles required in the said business.

- (g) To carry on the business of tour operator, and generally to provide for tourists, vacationers and travelers or to promote the provision of every description and in particular by means by the booking of travel tickets and accommodation, this includes arrangement of domestic flights within the country.
- (h) To carry on the business of general trader, of export and import of all types of merchandise.
- (i) To carry on the business of lending money and for that purpose to make and negotiate loans, to draw, accept, endorse and discount bills of exchange promissory notes and other securities.
- (j) To carry on the business of a guarantee company and for these purposes to conduct such ordinary guarantee business as the Company may from time to time think fit to conduct and to reinsure or counter-insure against any of the risks undertaken by the Company.
- (k) To carry on and transact any other business and operations, commercial, manufacturing, financial, agricultural or otherwise which the Company may think directly or indirectly conducive to any of its objects or capable of being conveniently carried on in connection therewith or calculated, directly or indirectly, to enhance the value of or tender profitable any of the Company's property or rights.
- (l) To enter into hire, hire purchase and other agreements in respect of goods or articles dealt with and services supplied to or by the Company and to negotiate, assign, mortgage or pledge for cash or otherwise any such agreements or any payments or rights accruing thereunder.
- (m) To purchase, take on lease, or by any other means acquire any movable or immovable property in Tanzania or elsewhere for any estate or interest whatsoever, and any buildings, factories, mills, machinery, engines, rolling stock, plant, live and dead stock or things whatsoever.
- (n) To acquire, build, maintain, alter, enlarge, pull down, remove or replace any buildings, mills, factories, offices, works, roads, railways, engines, walls, fences, banks, dams,

sluices or watercourses; to clear sites for the same, and to join with any person, firm or company in doing any of the things aforesaid and to work, manage and control the same or to join with others in so doing.

- (o) To enter into any arrangement with any governments or authorities supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such government or authority any contracts, rights, privileges or concession which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangement, contracts, rights, privilege and concessions it desirable to obtain, and to carry out, exercise and comply with any such arrangement, contracts, rights, privilege and concessions.
- (p) To adopt such means of making known the activities and products of the Company as may seem expedient, and in particular by advertising in the press, on radio, cinema or television, by circular, purchase and exhibition of work of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
- (q) To acquire, carry on and undertake all or any parts of the business property and liabilities of any person or company carrying on business similar to that which the Company is authorised to carry on, or possessed of rights or property suitable for any of the purpose of the Company, and to purchase, acquire, sell and deal with shares and securities of any such person or company.
- (r) To enter into partnership or into any arrangements for sharing profits, union of interest, co-operation, joint adventure, reciprocal concessions or otherwise, with any person or company carrying on, or engaged in, or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage, in or any business or transaction capable of being conducted so as, directly or indirectly to benefit the Company; and to lend money to, guarantee the contracts of, or otherwise assist any such person or company and to take, purchase or otherwise acquire shares and securities of any such company and to sell, hold, re-issue with or without guarantee, or otherwise deal with the same.
- (s) To sell the property and undertaking of the Company or any part thereof, for such consideration as the company may think fit, and in particular for shares, debentures or securities, of any other company having objects altogether or in part similar to the object of the Company.

- (t) To promote any other company for the purpose of acquiring all or any of the property and liabilities of the Company or for any other purposes which may seem directly or indirectly calculated to benefit the Company, and to subsidize or otherwise assist any such company.
- (u) To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (v) To amalgamate with any other company having objects altogether or in part similar to those of the Company.
- (w) To distribute any of the property of the Company among the Members in specie or in kind.
- (x) Generally to purchase, take on lease or in exchange, hire or otherwise acquire any property, movable or immovable, or any interest therein and any rights or privilege which the Company may think necessary or convenient for the purpose of its business, and in particular any land or building, and to pay for such properties, rights and privilege, either in cash or in stock or shares of the Company or partly in cash and partly in stock or shares or otherwise.
- (a) To lend money to such person and on such terms as may seem expedient, to guarantee and become surety for the liabilities of, the performance of contracts and the repayment of money by, any person whether customers, and to secure any liability to be undertaken by the Company in anyway and in particular by any legal or equitable mortgage or charge upon any of the Company's property or by the issue of debentures charged upon any of the Company's property present and future (including its uncalled capital) or by the issue of any security whether registrable or not.
- (b) To borrow or raise or secure the payment of money in such manner as the Company thinks fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by any legal or equitable mortgage or charge upon any of the Company's property or by the issue of debentures charged upon any of the Company's

property present and future (including its uncalled capital) or by the issue of any security whether registrable or not; and to purchase; redeem and pay off any such securities.

- (c) To pay out of the funds of the Company all expenses of and incidental to its formation and registration, and to remunerate any person or company, either in cash or by the allotment of shares credited as fully or partly paid up, for services rendered in the formation of the Company or in placing or assisting to place any of the shares in the Company's capital or in or about the promotion of the Company or the conduct of its business.
- (d) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures and other negotiable or transferable instruments.
- (e) To purchase or otherwise acquire any patents, brevets d'invention, licences concessions and the like, conferring any exclusive or non-exclusive or limited rights to use any invention which may seem capable of being used for any purpose of the Company, or the acquisition of which may seem calculated directed or indirectly, to benefit the Company and to use, exercise, and develop, or grant licenses in respect of, or otherwise turn to account, the property and rights so acquired.
- (f) To sell, improve, manage, develop lease, mortgage or dispose of the whole or any portion of the property and rights of the Company.
- (g) To invest and deal with the money of the Company not immediately required in any manner.
- (h) To establish and support or aid in the establishment and support of associations, institutions, funds trust and conveniences calculated to benefit and to grant pensions and allowances to directors or ex-directors and any persons who are or have been at any time employed by or in the service of the Company or of the predecessors in business of any such company or the dependants or connections of such persons, and to make payments towards insurance for the purposes aforesaid and to subscribe or guarantee money for any charitable or benevolent object or for any exhibitions or for any public general or useful object.
- (i) To do all other things as may be conducive or incidental to the attainment of the above objects.

123. No Director or other officer of the Company nor any person who is a partner of or in the employment of an officer of the Company, or any corporation, shall be capable of being appointed Auditor of the Company.

Directors not to be Auditors

NOTICES

124. Any notice or document may be served by the Company on any Member wherever resident either personally or by fax or telex or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members, provided that if such address is outside Tanzania, such letter shall be sent by air mail. In respect of joint holdings, all notices shall be given to that one of the joint holders whose name stands first in the Register of Members, and notice so given shall be sufficient notice to all the joint holders.

Service of Notices

125. Any notice or other document, if sent by telefax or telex shall be deemed to have been served as soon as the message has been transmitted, and if served by post, shall be deemed to have been served Ninety-six hours after the letter containing the same is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed, stamped and posted.

Proof of postage to be sufficient proof of service

126. Any notice or document delivered or sent by post to or left at the registered address of any Member in pursuance of these presents shall, notwithstanding that such Member be then dead or bankrupt, and whether or not the Company have notice of his death or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such Member as sole or joint holder, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

Service to be sufficient notwithstanding death or bankruptcy of Member served

WINDING-UP

If the Company shall be wound up (whether the liquidation is voluntary, under supervision, or by the Court), the liquidator may with the authority of a Special Resolution, divide among the Members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of Members as the Liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares in respect of which there is a liability.

Provisions relating to liquidation


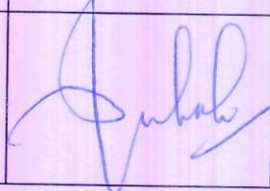
INDEMNITY

127. Subject to the provisions of the Ordinance every Director, Managing Agent, Auditor, Manager, Secretary or officer or Servant of the Company shall be entitled to be indemnified by the Company Against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

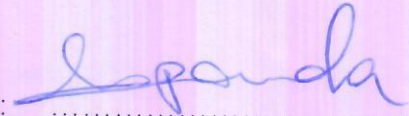
Indemnity of Directors and officers or servants

129. No Directors, Managing Agent, Auditor or other officers of the Company shall be

liable for the acts, receipts, neglects or defaults of any other Director or Officer, or for joining in any receipt or other act for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company, or for the insufficiency or deficiency or any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited, or for any loss occasioned by any error of judgement, omission, default or oversight on his part, or for any other loss, damages or misfortune whatsoever which shall happen in relation to the execution of the duties of his office or in relation thereto, unless the same happen through his own dishonesty.

Names and addresses of subscribers	No. of shares taken	Description of Subscribers	Signature
Lawrence Kego Masha P.O. Box 76196 Dar es Salaam	1	ADVOCATE	
Saidi Omari Muhali P.O. Box 1192 Dar es Salaam.	1	ACCOUNTANT	

DATED this 15th day of March, 2001

WITNESS to the above Signatures: 

S. E. MPONDA
Advocate, Notary Public &
Commissioner for Oaths
P. O. Box 4269
DAR ES SAALAAM