

THE COMPANIES ACT 2002)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

MRIMI INTERNATIONAL TANZANIA LIMITED

INCORPORATED THIS.....DAY OF.....2011

Prepared by:-
P.M. MRIMI (SUBSCRIBER)
P.O. BOX 789
TANGA

TANZANIA

Stamp Duty Sht.

PAID ON ORIGINAL

Receipt No. 14477 of

Stamp Duty Office

THE COMPANIES

ACT (CAP 212)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

MRIMI INTERNATIONAL (T) LIMITED

TANZANIA

Stamp Duty Sht.

Receipt No. 14477 of

Stamp Duty Office

1. The name of the company is **MRIMI INTERNATIONAL (T) LIMITED**.
2. The registered office of the company shall be situated in the United Republic of Tanzania.
3. The object for which the company is registered are:-
 - (a) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, roads factories, mills, machinery, engines, walls, fences, banks, dams sluices or water course and to clear sites for the same or to join with any person, firm or company in doing any of the things aforesaid and work manage and control the same or lion with other in so doing.
 - (b) To collect the cotton from peasants, processing the same into bales and exporting to the market. Engage in cotton oil refinery and distribution in the local market for domestic consumption.
 - (c) To extract valuable minerals and other geological materials form the earth, gold, diamond silver, ruby, Tanzania etc. owning mines, engaging in processing crude minerals and selling the processed minerals to the end user.
 - (d) To own manage land, buildings, estates, and other property whether belonging to the company or not and to collect rents and income and to lease the said lands, buildings, constructional leasing, building and running education serves in form of schools and colleges country wide with the supply of school materials and all kind of stationeries.
 - (e) To undertake the cultivation farming or buying and selling vegetables, cabbages, carrots, cucumber, spinach, tomatoes, and other vegetable the company may elect to all in the country or abroad. Deal in stock farming, planters, growers and producers of cotton, sugar can, tea, coffee, pyrethrum, cocoa, tobacco, coconuts, papaya, sisal and natural products of all kinds.
 - (f) To carry on the business of farmers, gardeners, of any variety of fruits, what is to say banana, black back barriers, lime, mangoes, oranges, papaya, pears, pineapples, tangerines, strawberries, water lemon, vines and any other variety of fruits whatsoever.

- (g) To develop the resources of the same property by building, re-claiming, clearing, draining and otherwise improving, farming and planting, on any terms of that may be considered advisable.
- (h) To purchase or otherwise acquire real or personal estate for the object and purpose of the company and sell, lease, exchange, mortgage, or otherwise deal with all or any of the real and personal property of the company.
- (i) To provide for the religious, educational, sanitary and general welfare of settlers on the property of the company and others by building establishing making or supporting houses, factories, stores, buildings, churches, schools, reading rooms, baths, parks, places or recreation, building societies, insurance societies and other institutions, water lighting, drainage and improvements works.
- (j) To improve, manage, cultivate, develop, exchange let or lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise and with all or any part of the property and rights of the company.
- (k) To improve, manage, cultivate, develop, exchange let or lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise and with all or any part of the property and rights of the company.
- (l) To lend money, to grant or provide credit or financial accommodation to any person, group or company in any case in which such grant of provision is considered like directly or indirectly to further any of the objects of the company or the interest of its members for urban and rural areas.
- (m) To carry on the business of financiers and financial consultants, lend money with or without security, investment guarantee indemnity counter guarantee for any person or company for moneys borrowed and to charge or mortgage.
- (n) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the company either in cash, by installments or otherwise, or in fully or partly paid up shares of any company or corporation with or without deferred or preferred or guaranteed rights in aspect of divided or payment of capital or otherwise of in debentures of mortgage or debenture stock or other securities of any company.
- (o) To invite any moneys of the company not immediately required for the purpose of the business of the company in such investment and in such

manner as may from time to time be determined, and to hold, sell, or otherwise deal with investments.

- (p) To carry on the business of dealing in the manufacture, marketing, importing, exporting, stocking, buying, selling whether by wholesale or retail of various categories of goods and a merchandise and act as commission agent and manufactures representatives in all their fields.
- (q) To carry on business as general transporters, carriers, of goods and passengers either by road, air, or sea. Storage contractors and warehousing, Shopping, clearing and forwarding agents, garage properties, motor spare dealers, hotels, bars and catering contractors.
- (r) To own, hold, buy, sell, market trade or otherwise deal in equipment, utilities, machinery, utensils, gadgets and anything deemed to be proper for effective carry out of the objects of the company.
- (s) To import, act as manufactures, agents, and or deal in all kinds of plant, equipment machinery and all types of tractors, trucks, heavy duty vehicles and accessories and appliances generally used by civil engineers in construction and building works.
- (t) To enter into, take over, negotiate or otherwise acquire any contract or construction, building, equipping, fitting out, storing, gearing or otherwise relating to any steamship, ship trawl, catcher, carrier, fishing boat, boat, or vessels whatever, and to enter into, take over, negotiate, or otherwise acquire any such contract or contract such prices and for such considerations, and upon terms and conditions, and subject to such stipulation and agreements as the company may determine, from time to time vary, modify, alter, cancel any such contract.
- (u) To acquire and undertake the whole or any part of the business goodwill and assets of any person, firm, or company carrying on or prosing to carry on as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company or to acquire an interest in amalgamation with, or either into any arrangement for sharing profits, or for corporation or for limiting competition, or for mutual assistance with any person, firm, or company.
- (v) To grant pensions, allowances, gratuities, and bonuses, to the officers, ex-officers, (including directors and ex-directors) employees or ex-employees of the company or of predecessor in business of all or any of them or their families, dependants or connections of such person and to make payments towards insurance and to establish or support or aid in

the establishment and support of associations, institutions, clubs, fund trusts and schemes calculated to benefit such person.

- (w) To pay all costs, charges, and expenses incurred or sustained in or about the promotion and establishment of the company, or which the company shall consider to be in the nature of preliminary expenses, printing and stationery and legal and other expense of the promoters.
- (x) To draw, make accept endorse, discount negotiate, execute, and issue, promissory notes, bills of exchange, bills of lading, script, warrants, and other transferable negotiable instrument.
- (y) To distribute any of the assets of the company among the members in specie or otherwise, or amongst such other persons or companies as may be deemed expedient.
- (z) To distribute any of the assets of the company among the members in specie or otherwise, or amongst such other persons or companies as may be deemed expedient.
- (aa) To perform tax consultancy, accounting and auditing assignments/providing public accounts and auditors to the government institutions and private companies.
- (ab) To carry on the business of builders, architects, surveyors, and decorators, brick –makers, timbers merchants or any other business which may conveniently be carried in connection here with.
- (ac) To establish and carry on the business of manufacturing of bricks, cement, block and slabs, tiles, pottery, earthenware, china terracotta and ceramic of all kinds.
- (ad) To establish and carry on the business of manufacture and – dealers and workers in lime, plaster, whiting, clay, gravel, sand mire earth, coke, fuel, artificial stone, sanitary fitting, and builder's requisites and conveniences of all and of engineers and quarry Owners.
- (ae) To manufacture and carry the business of all oils, paints, varnishes, lithographic materials, building materials.
- (af) To establish and carry on the business of quarry and stone merchants and to buy, sell, get, carve, polish, crush, and prepares for market stone of all kinds and of builders and contract the execution of works and buildings of all kinds.

- (ag) To carry on the business of glass and looking glass manufacture, glass bevellers, patent silvers, glass embossers, lead workers, glass tables. Show card and show case manufactures, and glass importers and exporters.
- (ah) To carry on the business of general proprietors, haulage and transport contractors, omnibus proprietors, clearing and forwarding agents and any other business which may be conveniently carried on in connection therewith.
- (ai) To carry on the business of garage proprietors, haulage and transport contractors, omnibus proprietors, clearing and forwarding agents and any other business which may be conveniently carried on in connection therewith.
- (aj) To carry on the business of wholesale and retail dealers of, and in ironmongery, turnery, household fittings and utensils and, dealers in hardware and tools of every description including goods of metal, china pottery glass, electrical appliances, wiring and materials, wireless apparatus and such other goods as usual dealt within a business of hardware merchants.
- (ak) To prepare for market, manufacture, sell import, export and deal timber products, carpentry goods with the aim of getting doors, windows, beds, desks and other furnished products.
- (al) To carry on the business of house furnisher, upholsters and dealers in and hirers, repairers, cleaners, stores and warehouses of furniture, carpets, linoleums and other floor coverings, household utensils, china and glass goods fittings, curtains, and other home furnishings and household requisites of all things capable of being used therewith, or in the maintenance, repair or manufacture thereof.
- (am) To carry the business transporters, railways or other wagon or railway or other coach builders, iron founders, mechanical engineers and manufacturers of implements and machinery, iron and brass founders, metalworkers, millwrights, merchants smith, wood workers builders, painters, engineers. Gas makers, furniture and cabinet makers and general merchants.
- (an) To acquire or undertake the whole or part of the business, good will and assets of any person, firm or company carrying on or proposing to carry on and as part of the consideration which this company is authorized to carry on and as part of the consideration for such person, firm or company or to acquire an interest in amalgamating with or enter into any arrangement for sharing profits or for cooperation or for

limiting competition or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired any shares, debentures, debenture-stock or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with and deal with any shares, debentures, debenture – stock or securities so received.

- (ao) To invest and deal with the moneys of company not immediately required upon such securities and in such manner as may from time to time be determined.
- (ap) To buy, sell manufacture, repairs, alter, and otherwise deal in apparatus, plant, machinery fittings, furnishings, tools materials, product and things of all kinds capable of being used for the purposes of the above-mentioned businesses or any of them or likely to be required by customers of the company.
- (ar) To borrow or raise money in such manner as the company shall think fit and in particular by the issue of debentures of debenture-stock (perpetual or otherwise) and to secure the repayment of any money, borrowed, raised or owing by mortgage charge or lien upon the whole or part of the company's assets (whether present or future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company of any obligation or liability it may undertake.
- (as) To carry on the business of carriers by all means of transport land, sea, inland, waterway and air.
- (at) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants debentures and other negotiable instruments.
- (au) To enter into partnership or any other arrangement for sharing profits, union of interests cooptation, reciprocation in concerns or otherwise with any person or persons, firm or company or cooperation carrying on or engaged in or about to carry on or which may seem to the company capable directly or indirectly to enhance the value of or render profitable any of the company's property and/or whereby the company would be benefited.
- (av) To enter into any arrangements with any governments or authorized (supreme, municipal, local ore otherwise) or corporations, companies or person that may seem conducive to the company's objective from any government authority, corporation, company or person any charters, contracts, decrees, right, privileges, and concessions which the

company may think desirable and to carry out, exercise and to represent and advocate the view and policies of the company to governments and other authorities.

- (aw) To subscribe, take purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this company or carrying on any business capable of being conducted so as directly or indirectly to benefit this company.
- (ax) 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 of the business of the company through or by means of agents, brokers, sub-contractors of others.
- (ay) To remunerate any person, firm or company, rendering services to this company whether by cash payment or by the allotment to him/her or of shares or securities of the company credited as paid up in full or part or otherwise.
- (az) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the company or to contract with any person, firm or company to pay the same and to pay commission to brokers and other for underwriting placing, selling or guaranteeing the subscription of any shares, debentures, debenture-stock or securities of this company persons who may have served the company or to wives, children or other relatives of such to make payments towards insurance and to form and contribute to provident and to benefit funds for the benefit of any person employed by the company.
- (ba) To promote any other company for the purpose of acquiring all or any of the property and undertaking any of liabilities of this company or operations which may appear likely to assist or benefit this company or to enhance the value of any property or business of this company and to place or guarantee the placing of, underwrite, subscribe or otherwise acquire all or in part of the shares or securities, of any such company as aforesaid, and to promote and safeguard commercial economic, civic and social interest of the members of the company.
- (bb) To sell or otherwise dispose of the whole or any part of the undertaking of the company may think fit and in particular for shares, debentures or securities of any company purchasing the same.
- (bc) To amalgamate with any other company having objects altogether or in part similar to those of this company.

- (bd) To distribute among the members of the company in kind and property of the company and in particular any shares, debentures or securities of other companies belonging to this company or of which this company may have the power of disposing.
- (be) To invest the money so raised and borrowed in, and to hold, sell and deal with the stock, shares, bonds, debentures, debenture stock and securities of any government, state, company, corporation, municipal or local, or other body or authority.
- (bf) To lend money to such persons or companies and on such terms as may seem expedient in particular to customers and others having dealings with this company.
- (bg) To give guarantee and/or become sureties for any person or persons, firm or firms, corporation or corporations whether incorporate for moneys raised and/or borrowed by him or them form any person or firm or corporation or for any purpose whatsoever and to charge and mortgage the property of the company (moveable or immoveable) for the performance, discharge and fulfillment of such obligations and guarantees.
- (bh) To give bond or bound and became bails for or respect of any person, firm, corporation for whatever purpose as the company may seem fit.
- (bi) To make, provide and use railways, tramways, telegraphs, canals, roads and all other works and means of transport by land or water or expedient for the improvement of the property of the company, and to contribute to the expense of promoting, making and using the said works or any of them.
- (bj) To enable the company to be registered/recognized in other territories, colonies place and in any foreign country or place.
- (bk) To carry out stationers business, four millers in particulars to mill for profit maize, millet, sorghum, grain and other foodstuffs, milling machine, granaries, industrial spare parts, retail and wholesale shops.
- (bl) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
- (bm) To engage in business of salons and to do the business of manufactures of cosmetics and sell of cosmetics and sell of cosmetics products, petroleum jelly, perfumes, soaps, detergents, other business and processes in connection with the above mentioned business.

The objects set forth in any sub-clause of this clause shall not except the context expressly so required, be in any way united or restricted by reference or inference from the terms of any sub-clause or by the name of the company. None of such sub-clause or the objects therein specified or the powers, thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub clause of the clause, but the company shall have full powers to exercise all or any of the powers conferred by any part of this clause in any part of the world and notwithstanding that the business undertaking, property or acts proposed to transacted acquired, dealt with or performed do not fall within the objectives of the first sub-clause.

AND is it hereby declared that the word "COMPANY" in this clause shall be deemed to include any partnership or other body of persons whether incorporated or unincorporated and whether domiciled in Tanzania or elsewhere. And the intention is that the objects specified in each paragraph of this clause shall except where otherwise expressed in such paragraph be independent main objects shall except where otherwise expressed in such paragraph be independent main objects shall in no way be limited or restricted by any reference or inference from the terms of any other paragraph or name of the company.

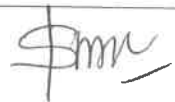

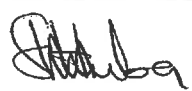
4. The liability of the members is limited.
5. The capital of the company is shillings 250,000/= divided into shares 1,000 of shillings 250/= each. The company shall have power to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach there to respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company.

- (bn) To carry on the business and render services of clearing and forwarding and exported goods and any agency arrangements for TRA and insurance and any other duties of the like.
- (bo) To purchase stock and sell all kinds of hospital equipments, drugs, medicines and to operate the business of pharmacy and to carry on any other business which will be conveniently carried on the connection therewith.
- (bp) To carry on the business of chemists, druggists, dry salty, oil and color men, importers and exporters and manufactures and manufactures of dealers in compounds, oil paint, pigments and vanishes, glue and color grinders, makers of and dealers in proprietor articles of all kinds and electrical, chemical photographic, surgical and scientific apparatus and materials.
- (bq) To carry and establish secretarial and accountancy office services, typing, copying duplicating, lithographic, stereotyping, printing and binding, and to undertake secretarial work of every kind and supply and servicing of office machines.
- (br) To engage in the importation of new and reconditioned house ware, materials, freezers, television sets, video and video cassettes, music system and other musical sets and machinery and raw materials for manufacturing the same.
- (bs) To carry on the business as merchants, manufactures, importers, exporters, buyers and sellers and dealers in plastics and plastic goods, chemicals, medicines, fertilizers, kerosene, petrol, motor spirit, mineral oil, crude oil, petroleum, lubricating oil grease and all other kinds of minerals and petroleum products.

Prospect for minerals include Diamond, Gold, copper, uranium, and the related mineral/natural resource.

- (bt) To appropriate any parts of property of the company for the purpose of (and to build or) let shop offices, hotels, restaurants, bars and other places of business and to use or lease any part of the property for the purpose of the aforesaid for any purpose for which it may be conveniently used to let.
- (bu) To obtain all necessary power and license for exhibitions and such other meetings amusements as can conveniently be had or provided in the premises of the company, to provide temporary/causal or permanent staff servants workmen etc for manual and labor.

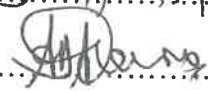
We, the several persons whose names, postal addresses and descriptions are subscribed are desirous of being formed into a company in pursuance of this memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

NA	NAMES, POSTAL ADDRESS AND DESCRIPTION OF SUBSCRIBERT	NUMBER SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBERS
1	P. M. MRIMI P.O. BOX 789 TANGA.	500	
2	GABRIEL KICHOGO P.O. BOX 79836, DAR ES SALAAM.	300	
3	HALFAN MASHI SIMBA, P.O. BOX 789, TANGA	100	

Dated at Tanga this 31st day of MARCH 2011

WITNESS TO THE ABOVE SIGNATURES

NAME..... A. J. AKARO

SIGNATURE..... 

POSTAL ADDRESS..... P.O. Box 1294 TANGA

QUALIFICATION..... ADVOCATE



**THE COMPANIES ACT NO. 12 OF 2002
COMPANY LIMITED BY SHARE
ARTICLES OF ASSOCIATION OF MRIMI
INTERNATIONAL (T) LTD**

In the construction of these articles the following words shall have the respective meaning hereby assigned to them unless there be something in the context in consistent therewith.

- (a) The "Act." Means the companies Act. No. 12 of 2002.
- (b) The "seal" means the common sea of the company.
- (c) The "register" means the Register of the member of the Company
- (d) The "dividend" means the dividend declared by the company and includes bonus.
- (e) The "office" means the registered office of the company
- (f) The "board" means the board of directors of the company
- (g) "Clear days" in relation to the period of a notice means that period excluding the day when the notice is given or on which it is to take effect.
- (h) "The holder" in relation to shares means the member whose name is entered in the register of members as the holder of the shares.
- (i) "Secretary" means the secretary of the company or any person appointed to perform the duties of the secretary of the company.

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

Unless the contest 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 becomes binding upon the Company.

- 2. The regulations contained in Table 'A' in the first schedule to the companies Act. No 12 of 2002 shall not apply to this company.
- 3. The company is a PRIVATE COMPANY and accordingly:-
 - (a) The right to transfer shares is restricted in manner hereinafter prescribed.
 - (b) The number of the members of the company (exclusive of persons who are in the employment of the company and person who having

been formerly in the employment of the company were while in such employment and have continued after the determination of such employment to be members of the company) is limited to fifty as further provided for in the Act.

- (c) Any invitation to the public to subscribe for any shares or debenture of the public is prohibited.
- (d) The company shall not have power to share warrants to bearer.

SHARE CAPITAL AND VARIATION OF RIGHTS.

4. Subject to the provisions of the Act, and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise as the company may by ordinary resolution determine.
5. Subject to the provisions of section 61 of the Act, any shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the company are liable, to be redeemed on such terms and in such manner as the company before the issue of the shares may by special resolution determine.
6. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue to the shares of that class) may, whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the 308 No. 12 Companies 2002 holders of the shares of the class. To every such separate general meeting the provisions of these Regulations relating to general meetings shall apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holders of the class present in person or by proxy may demand a poll.
7. The rights conferred upon the holders of the shares of any class shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.
8. The company exercise the power of paying commission conferred by section 56 of the act subject to the provisions of the act. such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other.

9. Except as required by law no person shall be recognized by the company as holding any share upon any trust and the company shall not be bound by or be compelled in any way to recognize [even when having notice thereof] any equitable contingent, future or partial interest in any share or any interest in any share or any interest in any fractional part of a share or [except as otherwise provided by the articles or by law] any other right interest in respect of any share except an absolute right to the entirety thereof in the registered holder.

SHARE CERTIFICATES

10. Every member, upon becoming the holder of any shares, shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all the shares of each class, held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first such reasonable sum as the directors may determine. Every certificate shall be sealed with the seal and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid thereon. In respect of a share of shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one joint by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one joint holder shall be sufficient delivery to all joint holders.
11. If a share certificate is defaced, worn out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of expenses reasonably incurred by the company in investigating evidence as the directors may determine but otherwise free charge, and (in the case of defacement or wearing out) on delivery up of the old certificate.

LIEN

12. The company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The company's lien, if any, on a share shall extend to any amounts payable in respect of it.
13. The company may sell, in such manner as the directors determine, any shares on which the company has a lien if a sum in respect of which the lien exists is

presently payable and is not paid within fourteen clear days after a notice in writing has been given No. 12 Companies – 2002 309 to the holder of the share, or the person entitled there to by reason of the death or bankruptcy of the holder, demanding payment and stating that if the notice is not complied with the shares may be sold.

14. To give effect to any such sale the directors may authorize some person to transfer the shares sold to, or in accordance with the directions of, the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
15. The net proceeds of the sale be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (upon surrender to the company for cancellation of the certificate for the shares sold and subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares, at the date of the sale.

CALLS ON SHARES

16. Subject to the terms of allotment, the directors may make calls upon the members in respect of any moneys unpaid on their shares (whether in respect of nominal value or premium) and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call, and each member shall (subject for receiving at least fourteen clear days notice specifying when and where payment is to be made) pay to the company as required by the notice the amount called on his shares. A call may be required to be paid by installments. A call may, before receipt by the company of any sum due there under, be revoked in whole or part and payment of a call may be postponed in whole or part. A person upon whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect of which the call was made.
17. A call shall be deemed to have been made at the time when the resolution of the directors authorizing the call was passed. 16. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
18. If a call remains unpaid after it has become due and payable, the person from whom the sum is due shall pay interest of the amount unpaid from the day it became due and payable to the time of actual payment at the rate fixed by the term of allotment of the share or, if no rate is fixed, at a rate

not exceeding five percent per annum as the directors may determine, but the directors may waive payment of such interest wholly or in part.

19. An amount payable in respect of a share on allotment or at any fixed date, whether in respect of nominal value or premium or as an installment of a call, shall be deemed to be a call, and if it is not paid the provisions of the articles shall apply as if that amount had become due and payable by virtue of call.
20. Subject to the term of allotment, the directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.
21. The directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys un-called and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become (payable) pay interest at such rate not exceeding (unless the company in general meeting shall otherwise direct) six per cent per annum, as may be agreed upon between the directors and the members paying such sum in advance.

TRANSFER OF SHARES

22. The instrument of transfer of any share shall be in any usual form or any other form which the directors may approve and shall be executed by or on behalf of the transferor and, unless the share is fully paid up, by or on behalf of the transferee, and the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
23. The director may refuse to register the transfer of a share which is not fully paid to a person of whom they do not approve and they may refuse to register the transfer of a share on which the company has a lien. They may also refuse to register a transfer unless:-
 - (a) It is lodged at the office or such other place as the directors may appoint, and 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, and
 - (b) It is in respect of only one class of share, and
 - (c) It is in favor of not more than four transferees.
24. If the directors refuse to register a transfer they shall sixty days after the date on which the transfer was lodged with the company send to the transferee notice of the refusal.

25. The registration of transfers of shares or any transfers of any class of shares may be suspended at such times and for such periods (not exceeding thirty days in any year) as the directors may determine.
26. No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting title to any share.

TRANSMISSION OF SHARES

27. In case of the death of a member, the survivor or survivors where the deceased was a joint holder, and the personal representatives of the deceased where he was a sole holder or the only survivor of joint holders, shall be the only persons recognized by the company as having any title to his interest in the shares, but nothing herein contained shall release the estate of a deceased member from any liability in respect of any share which had been jointly held by him.
28. A person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may properly be required by the directors and subject as hereinafter, either elect by notice to the company to be registered as holder of the share, or elect to have some person nominated by him registered as the transferee in which case he shall execute the appropriate instrument of transfer. All the articles relating to the right to transfer of shares shall apply to any such notice or transfer as if it were an instrument of transfer of transfer executed by the member and the death or bankruptcy of the member had not occurred.
29. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall have the rights to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as the holder of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company.

ALTERATION OF CAPITAL

30. If a call remains unpaid after it has become due and payable, the directors may give to the person from whom it is due not less than fourteen clear days notice requiring payment of the amount unpaid, together with any interest which may have accrued. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with, the shares in respect of which the call was made will be liable to forfeited.
31. If the notice is not complied with, any share in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the directors to that and the forfeiture shall include all

dividends or other moneys payable in respect of the forfeited shares and not paid before the forfeiture.

32. Subject to the provisions of this Act, a forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the directors determine either to the person who was before the forfeiture the holder or to any other person, and at any time before a sale, re-allotment or other disposition the forfeiture may be cancelled on such terms as the directors think fit. Where for the purposed of its disposal a forfeited share is to be transferred to any person, the directors may authorize some person to execute an instrument of transfer of the share in question.
33. A person any of whose shares have been forfeited shall cease to be a member in respect of the forfeited shares and shall surrender to the company for cancellation the certificate for the shares forfeited, but shall remain liable to the company for all moneys which, at the date of forfeiture, were payable by him to the company in respect of the shares, but his liability shall cease if and when the company shall have received payment in full of all such moneys in respect of the shares, but the directors may waive payment wholly or in part or enforce payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal.
34. A statutory declaration by a director or the secretary that a share has been forfeited on a date stated in the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the share, and the person to whom the share is disposed of shall not be bound to see to the application of the consideration, if any, nor shall his title to the share be affected by any irregularity or invalidity of the proceedings in reference to the forfeiture or disposal o the share.

ALTERATION OF CAPITAL

35. The company may by act. Resolution:-
- (a) Increase its share capital by new shares of such amount, as the resolution prescribes.
 - (b) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
 - (c) Subject to the provisions of section 65 (1) (d) of the Act, sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association.
 - (d) Cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of it share capital by the amount of the shares so cancelled.

36. Whenever as a result of a consolidation of shares any members would become entitled to fractions of a share, the directors may, on behalf of those members, sell the shares representing the fractions for the best price reasonably obtainable to any person (including subject to the provisions of this Act, the company) and distribute the net proceeds of sale in due proportion among those members, and the directors may authorize some person to execute an instrument of transfer of the shares to or in accordance with the directions of the purchaser. The transferee shall not be bound to see to the application of the purchase money nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings in reference to the sale.
37. Subject to the provisions of the Act, the company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any way.
38. 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 notices calling it, and not more than fifteen months shall elapse between the date of one annual meeting of the company and that of the next.
39. All general meeting other than annual general meetings shall be called extraordinary general meetings.
40. The directors may, whenever they think fit, call an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisitionists, or, in default, maybe convened by such requisitionists, as provided by section 134 of the Act. If at any time there are not within the Territory sufficient directors to call the meeting, any director or any two members of the company may call the meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

NOTICE OF GENERAL MEETINGS

41. Every general meeting shall be called by twenty-one clear days notice in writing. The notice shall specify the time and place of the meeting and the general nature of the business and, in the case of an annual general meeting, shall specify the meeting as such, provided that a meeting of the company may be called by shorter notice if it is so agreed:-
- (a) In the case of an annual general meetings, 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 holding not less than 95 per cent in nominal value of the shares giving that right.

42. Subject to the provisions of the articles and to any restrictions imposed on any shares, 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 omissions to give notice of meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETING

43. All business shall be deemed special that is transacted at an extra act 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, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
44. 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.
45. If within half an hour from the time appointed for the meeting a quorum is not present, or if during the course of a meeting a quorum ceases to be 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 at such other time and place as the directors may determine.
46. 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 present and willing to act, he shall be chairman.
47. 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 the holding the meeting the members present shall choose one of their number to be chairman of the meeting.

48. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at a general meeting and at any separate meeting of the holders of any class of shares in the company.
49. 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 and the general nature of the business to be transacted at an adjourned meeting.
50. 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.
- (a) By the Chairman or
 - (b) By at least two members having the right to 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.
 - (c) By a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting, or
 - (d) By a member or member or members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right, and a demand by a person as proxy for a member shall be the same as demand by the member.
51. Unless a poll be 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 minutes of the meeting shall be evidence of that fact.
52. The demand for poll may, before the poll is taken, be withdrawn.
53. Except as provided in article 45, if a poll is duly demanded It shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
54. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.

55. A poll demanded on the election of chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time not being more than thirty days after the poll is demanded as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be preceded with pending the taking of the poll.
56. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at general meeting at which he was present shall have effect as if it had been passed at a general meeting duly convened and held, and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

57. Subject to any rights or restrictions attached to any share or class or classes of shares, on a show of hands every member (being an individual) present in person or (being a corporation) present by a duly authorized representative, not being himself a member entitled to vote, and on a poll every member shall have one vote for each share of which he is the holder.
58. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
59. A member in respect of whose estate a manager has been appointed under section 26 of the Mental Diseases Ordinance, may vote, whether on a show of hands or on a poll, by his manager, and any such manager may, on a poll, vote by proxy.
60. No member shall be entitled to vote at a general meeting or at a separate meeting of the holders of any class of shares in the company unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
61. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.
62. On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion.

63. The instrument appointing proxy shall be in writing executed by or on behalf of the appointer or of his attorney duly authorized in writing, or, if the appointer is a corporation, either under seal, or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the Company.

64. The instrument appointing a proxy and any authority under which it is executed a copy of that authority certified materially or in such other manner as approved by the directors shall be deposited at the registered office of the Company or at such other place within the Tanzania as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

65. An instrument appointing a proxy shall be in the following form or a form as near there to as circumstances admit:-

.....Limited.....we.....
.....of.....being a member/members of the above named
company, hereby appoint.....of.....or failing
him,.....of.....as my/our proxy to vote for me/us on my/
our behalf at the (Annual or extraordinary as the case may be) general meeting of the
company to be held on the.....day of.....and at any
adjournment thereof.

Signed this.....day of.....20.....

66. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy, shall be in the following form or a.....limited.....we.....of.....
.....being a member/members of the above named company, here by
appoint.....of.....or failing
him,.....of.....as my/our proxy to vote for me/ our
behalf at the (annual or extraordinary, as the case may be) general meeting of the
company to be held on the.....day of.....and at any
adjournment thereof.

Signed this.....day of.....20.....

This form is to be used*in favour of/against resolutions 1 1/2/3 etc. unless otherwise instructed, the proxy will vote as he thinks fit or abstain from voting.

67. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
68. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy, or by the duly authorized representative of a corporation shall be valid notwithstanding the previous determination was received by the company at its registered office (or at such other place at which the instrument or proxy was duly deposited) before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTIVES AT MEETINGS

69. Any corporation which is a member of the company may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the company or of any class of members of the company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the company.

DIRECTORS

70. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them and until such determination the signatories to the Memorandum of Association shall be the first directors. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall be not less than three.
71. 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.

POWERS AND DUTIES OF DIRECTORS

72. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the company shall be managed by the directors, who may exercise all the powers of the company. No alteration of the memorandum or articles and no such directions shall invalidate any prior act of the directors which would otherwise have been valid. The powers given by this article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

73. The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purposes and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.
74. The directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the company or of any third party.
75. The company may exercise the powers conferred upon the company by sections 124 to 127 of the Act with regard to the keeping of a branch register, and the directors may (subject to the provisions of those sections) make and vary such regulations as they may think fit respecting the keeping of any such register.

DIRECTORS' APPOINTEMENTS AND INTERESTS

76. The directors may appoint one or more of their number to the office of managing director or to any other executive office under the company and may enter into an agreement or arrangement with any director for his employment by the company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made on such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director, but without prejudice to any claim to damages for breach of the contract of service between the director and the company. A managing director and a director holding any other executive office shall not be subject to retirement by rotation.
77. A director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the company shall declare the nature of his interest at a meeting of the directors in accordance with section 209 of the Act.
78. Subject to the provisions for the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office.

- (a) May be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested.
- (b) May be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in any body corporate promoted by the company or in which the company may be interested.
- (c) Shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such office or employment remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company unless the company otherwise directs.

Provided that nothing herein contained shall authorize a director or his firm to act as auditor to the company.

79. For the purposes of articles 76 and 77

- (a) A general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in such transaction of the nature and extent specified and
- (b) An interest of which a director shall have no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

80. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn accepted, endorsed, or otherwise executed in such manner as the directors shall from time to time by resolution determine.

MINUTES

81. The directors shall cause minutes to be made in books kept 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, of the holders of any class of shares in the company, and of the directors, and of committees of directors.

REMUNERATION AND EXPENSES, GRATUITIES AND PENSIONS

82. The remuneration of the directors shall be determined by ordinary resolution of the company and, unless the resolution otherwise provides, such remuneration shall be deemed to accrue from day to day. The directors may also be paid all traveling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings or separate meetings of the holders of any class of shares or of debentures of the company or otherwise in connection with the business of the company.
83. The directors on behalf of the company may pay a gratuity or pension or allowance on retirement to any director who had held any other salaries officer or place of profit with the company or to his widow or dependants and may make contributions to any fund and pay premiums for the purchase or provisions of any such gratuity, pensions or allowance.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

84. The office of director shall be vacated if the director:-
- (a) ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director or
 - (b) becomes bankrupt or makes an arrangement or composition with his creditors generally, or
 - (c) becomes of unsound mind, or
 - (d) resigns his office by notice in writing to the company, or
 - (e) shall for more than six consecutive months have been absent without permission of the directors from meetings of the directors held during that period and the directors resolve that his office be vacated.

APPOINTMENT AND RETIREMENT OF DIRECTORS

85. The company may by Act resolution appoint a person who is willing to act to be a director either to fill a vacancy or to be an additional director.
86. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the total number of directors does not exceed the number fixed by or in accordance with these articles. A director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.
87. The company may Act resolution, of which special notice has given in accordance with section 144 of the Act, remove any director before the

expiration of his period of office notwithstanding anything in these articles or in any agreement between the company and the director. Such removal shall be without prejudice to any claim the director may have for damages for breach of any service contract with the company.

88. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding regulation, and without prejudice to the powers of the directors under article 85 the company may by ordinary resolution appoint any person to be a director either to fill a vacancy or as an additional director.

PROCEEDINGS OF DIRECTORS

89. Subject to the provisions of the articles, the directors may regulate their meetings as they think fit. Questions arising at a meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary at the request of director shall, call a meeting of the directors, it shall not be necessary to give notice of a meeting directors to any director who is absent from the Tanzania.
90. The quorum necessary for the transaction of the business of the director may be fixed by the directors, and unless so fixed shall be two.
91. The continuing directors may act notwithstanding any vacancy in their number, but, if their number is reduced below the number fixed as the necessary quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
92. The directors may appoint one of their numbers to be the chairman of the board of directors and determine the period of which he is to hold office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors as which he is present. But if no such chairman is appointed, or if he is unwilling to preside, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, directors present may choose one of their number to be chairman of the meeting.
93. The directors may delegate any of their powers to any committee consisting of one or more directors, any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors. Subject to any such regulations, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

94. All acts done by a meeting of the directors or of a committee of directors or by a person acting as a director shall , notwithstanding that it be after-wards discovered that there was some defect in the appointment of any such director, or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every as if every such person had been duly appointed and was qualified and had continued to be a director and was entitled to vote.
95. A resolution in writing, signed by all the directors entitled to receive notice of a meeting of the directors, or of a committee of directors, shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee of directors duly convened and held, and may consist of several documents in the like form each signed by one or more directors.
96. Save as otherwise provided in the articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interest of the company. Subject to and in accordance with the provisions of the Act, an interest of person who is connected with director shall be treated as an interest of the director.
97. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
98. The company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from voting at a meeting of directors or of committee of directors.
99. Where proposals are under consideration concerning the appointment of two or more directors to offices or employment with the company or any body corporate in which the company is interested, the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except than concerning his own appointment.
100. If a question arises at a meeting of directors or of a committee of directors as to the right of director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

SECRETARY

101. The secretary shall be appointed by the directors for such term, a such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them.
102. A provision of the Act or these Regulations requiring or authorizing thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

THE SEAL

103. The seal shall only be used by the authority of the directors or of a committee of the directors authorized by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

DIVIDENDS AND RESERVE

104. Subject to section 180 of the Act, the company may by ordinary resolution declare dividend shall exceed the amount recommended by the directors.
105. Subject to the provisions of the Act, 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 available for distribution..
106. The directors may, before recommending any dividend, set aside out of the profits of the company such sums as they think proper as a reserve or reserves which shall, at the discretion of the directors, be applicable for any purpose to which the profits of the company may be properly applied, and pending such application many, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the directors may from time to time think fit. The directors may also without placing the some to reserve carry for – ward and any profits which they many think prudent not to divide.
107. Except as otherwise provided by the tights attaché to shares, all dividends shall be declared and paid according to the amounts paid on the shares in respect of which the dividend is paid. All dividends shall be apportioned and paid proportionately to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for

dividend as from a particular date, that share shall rank for dividend accordingly.

108. Any general meeting declaring a dividend may, upon the recommendation of the directors, direct payment of such dividend wholly or partly by the distribution of assets and, where any difficulty arises in regard to the distribution, the directors may settle the same, and in particular may issue fractional certificates and fix the value for distribution of any assets and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of members, and may vest any assets in trustees.
109. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheques sent through the post to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders, to the registered address of that one of the joint holders who is first named in the register of members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent, and payment of the cheques shall be a good discharge to the company any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable in respect of the shares held by them as joint holders.
110. No dividend or other moneys payable in respect of a share shall bear interest against the company unless otherwise provided by the rights attached to the share.
111. Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall if the directors so resolve, be forfeited and cease to remain owing by the company.

ACCUNTS

112. The directors shall cause proper books of account to be kept with respect to:-
- (a) all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place.
 - (b) All sales and purchases of goods by the company and
 - (c) The assets and liabilities the company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the company's affairs, and shall always be open to the inspection of the directors.

113. The books or account shall be kept at the registered office of the company, or, subject to section 151 (4) of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.
114. No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorized by the directors or by ordinary resolution of the company.
115. The directors shall, in accordance with sections 153, 155 and 159 of the Act, cause to be prepared and to be laid before the company in general meeting such profit and loss accounts, balance sheets, cash flow statements, group accounts (if any) and reports as are referred to in those sections.
116. In accordance with section 163 of the Act, the copy of the company's annual accounts to be laid before the company in general meeting together with a copy of the director's report and the auditor's report shall not less than twenty-one days before the date of the meeting be set to every members of, and every holder of debentures of, the company. Provided that this regulation shall not require a copy of those documents 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.

CAPITALISATION OF PROFITS

117. The directors may, with the authority of an ordinary resolution of the company:-
- (a) Resolve to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and that such sum be capitalize to the members who would have been entitled to it were distributed by way of dividend and in the same proportions and apply such sum either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or in paying up in full in issued shares of debentures of the company to be allotted and distributed.
 - (b) Make such provision the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and authorize any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively, credited as full paid up, of any shares or debentures to which they are entitled upon such capitalization, and any agreement

made under such authority shall be effective and binding on all such members.

AUDIT

118. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.

NOTICES

119. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of directors need not be in writing. The company may give any notice to a member wither personally or by sending it by post in a prepaid envelop addressed to the member at his registered address, or by leaving it at that address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, preparing, and posting a letter containing the notice, and to have been effected at the expiration of (seventy – two) hours after the letter containing the same was posted. A member whose registered address is not within the Tanzania and who gives to the company and address within the Tanzania at which notices may be given him shall be entitled to receive any notice from the company.
120. A notice maybe given by the company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share.
121. A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of member by sending or delivering it, in any manner authorized by the articles, addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within the Tanzania supplied for the purpose by the person claiming to be so entitled. Until such an address has been supplied, a notice may be given in any manner in which it might have been given if the death or bankruptcy had not occurred.
122. A member present, either in person or by proxy, at any meeting of the company or of the holders of any class of shares in the company shall be deemed to have received purpose for which it was called.

WINDING UP

123. If the company is wound up the liquidator may, with sanction of a special resolution of the company and any other sanction required by the Act divide amongst the members in specie the whole or any part of the assets of the company and may, for that purpose, set such value as he deems fair upon any property to be divided 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 sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the member shall be compelled to accept any shares or other securities upon which there is a liability.

INDEMNITY

124. Subject to the provision of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 481 of the Act in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

We, the several persons whose names, postal addresses and description 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.

NA	NAMES, POSTAL ADDRESS AND DESCRIPTION OF SUBSCRIBERT	NUMBER SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBERS
1	P. M. MRIMI P.O. BOX 789 TANGA.	500	<i>P. M. Mrimi</i>
2	GABRIEL KICHOGO P.O. BOX 79836, DAR ES SALAAM.	300	<i>G. Kichogo</i>
3	HALFAN MASHI SIMBA, P.O. BOX 789, TANGA	100	<i>Halfan Mashi Simba</i>

Dated at Tanga this 31st day of MARCH 2011

WITNESS TO THE ABOVE SIGNATURES

NAME..... A. J. AKARO

SIGNATURE..... *A. J. Akaro*

POSTAL ADDRESS... P.O. Box 1294 TANGA

QUALIFICATION ADVOCATE

