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THE COMPANIES ACT (CAP. 212)
 COMPANY LIMITED BY SHARES
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 MEMORANDUM OF ASSOCIATION

OF

VIANA AFRICA LIMITED



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**THE COMPANIES ACT (CAP. 212)**  
**COMPANY LIMITED BY SHARES**  
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MEMORANDUM OF ASSOCIATION

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OF

VIANA AFRICA LIMITED

1. The name of the Company **VIANA AFRICA 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 carry on all or any of the business of car hire/ rental, travel agents, Hotel, motel, tent campsite, travel and tourist agents and tour operators, to promote tourism in Tanzania and elsewhere in Africa, to promote facilitate traveling to organize hunting, tented-camps, fishing and diving expeditions, safari promoters and undertakers generally and in particular to arrange and manager hunting safaris, domestic safari operator, travel agents, promoters of tourism, safari organizers and outfitters, organizers of all type of photographic safari birds shooting safaris and luxury tented safari to all parts of the world and in East Africa by air, sea, rail, cars, buses or any other method of locomotion
 - (b) To carry on business of operating ranches, dairy farms, poultry focus, zoo grazers and dealers of cattle, sheep, goats, farm products eggs, milk, cream, butter, cheese, beef, meat, pork, mutton, sausages, canners of meat, dealers of hides and skins for domestic use, import and export, fishing industry and fish products.
 - (c) To carry on the business of general cleaning, Other building and industrial cleaning activities.
 - (d) To carry on business of farming, maize, rice, cotton, sunflower cash nuts, simsim, sisal wheat,, barley, coffee, tea beans fruits ,vegetables and any corn or plant needed by the company, buying, collecting, storing, processing, improving, making food

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supplements, preparation of seeds and selling of seeds, making fertilizers, pesticides, making packing materials, those products are for inland and export use

- (e) To carry on the business of gardenIng, land scarping, soil mixing, soil culture, garden planning gardening consultancy, garden planning, gardening consultancy, flowers treatment, flower glowers, glow and nurse plants and trees for garden and decorations, horticulture gardening, flowers and plants for domestic use and export, dry flowers for decorations, to operate floral shops and gardening shops and anything concerning gardening and floral industries.
- (f) To carry on business of operating ranches, dairy farms, poultry focus, zoo grazers and dealers of cattle, sheep, goats, farm products eggs, milk, cream, butter, cheese, beef, meat, pork, mutton, sausages, canners of meat, dealers of hides and skins for domestic use, import and export, fishing industry and fish products.
- (g) To carry on business as carry on or otherwise engage in the business of ICT manufacture, assembly, supply, installation, repair and routine preventive maintenance of Electronics, Telecommunication, Electrical and Computer accessories and

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Tanzania and worldwide, to acquire and hold shares, interest and Investments of all descriptions and to engage in all related activities.

- (k) To carry on business of Manufacture of glass and glass products Building completion and finishing
- (l) To carry on business of Wholesale of construction materials, hardware, plumbing and heating equipment and supplies.
- (m) To carry on the business of Warehousing and storage clearing and forwarding, commission agents, insurance agents, financial agents, provision merchants, management and spraying including fumigation services, beaters, spray painters, decorators, plumbers, freighters, hauliers, go-down keepers, dealers in hardware and building materials, petrol, lubricants and petroleum products, garage and service station proprietors.
- (n) To carry on the business as Wholesale of electronic and telecommunications equipment and parts supplying of stationery, office equipment, writing materials, teaching aids and other educational establishment and as agents, school uniforms and stationers in all their business and to buy and sell stationery, office requirements and equipment, all types of books, sundry goods and to act as general merchants and commission agents of print and bind and manufacture stationers and other requirements.
- (o) To carry on the business of the business of proprietors and managers of office and shop buildings, apartments, hotels, guest houses, restaurants and to provide services of the same to individuals, private and public institutions and to industrial and business concerns.
- (p) To carry on business of Cargo handling, provide transport facilities for the carriage of goods and passengers of all kind and to organize, maintain and operate for hire transportation services in all parts of the world for transporting passengers, luggage, merchandise mails and freight of every descriptions and kinds of whatsoever by means of automobiles, motor buses, motor trucks, airplanes, trains, ships and other vehicles of all kinds and to run other transport of all kinds on such line as the company may think fit
- (q) To provide transport facilities for the carriage Service activities incidental to air transportation.
- (r) To engage In the business of Service activities incidental to water transportation.

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- (s) To carry on business of Wholesale of solid, liquid and gaseous fuels and related products.
- (t) To carry out the Wholesale of construction materials, hardware, plumbing and heating equipment and supply.
- (u) To carry out on the business of Architectural and engineering activities and related technical consultancy.
- (v) To carry business of Other professional, scientific and technical activities n.e.c.
- (w) To carry on business of Construction of buildings
- (x) To carry on business of Construction of other civil engineering projects
- (y) To carry on business of Wholesale of agricultural raw materials and live animals.
- (z) To carry on business of Real estate activities with own or leased property
- (aa) To carry on business of Real estate activities on a fee or contract basis
- (bb) To carry on business of Other business support service activities n.e.c.
- (cc) To carry on the business of Water collection, treatment and supply
- (dd) To enter into contracts, agreements and arrangements with any other company, whether in Tanzania or elsewhere, for the carrying out by such other company on behalf of the company of any of the objects for which the company is formed.
- (ee) To enter into any arrangements with any government or authority 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 right, privileges and concessions which the company may think it desirable to obtain and to carry out, exercise and comply with any such arrangement, rights, privileges and concessions.
- (ff) To procure the registration or incorporation of the company in or under the laws of any place outside Tanzania.

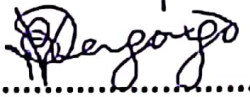

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- (gg) To borrow or raise or secure the payment of money for the purpose of or in connection with the company's business.
- (hh) To mortgage and charge the undertaking, and all or any of the real and personal property and assets, present or future, and or any of the uncalled capital for the time being of the company and to issue at par or at a premium or discount and for such consideration and with and subject to such rights, power, privileges and conditions as may be thought fit, redeemable or repayable, and collaterally or further to secure any securities of the company by a trust deed or other assurance..
- (ii) To pay for the property or rights acquired by the company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the company has power to issue, or partly in one mode and partly in another, and generally on such terms as the company may determine.
- (jj) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any

We, the several persons whose names and addresses are described below, are desirous of being formed in a Company, in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

NAME, ADDRESSES POSTAL ADDRESSES OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBER
<p>VICTOR ROBERT SENG'ONGO P. BOX 33703 DAR ES SALAAM</p>	<p>400</p>	
<p>ANNA STEPHEN MASIAGA P. BOX 33703 DAR ES SALAAM</p>	<p>400</p>	

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DATED this 2nd day of AUGUST, 2022

WITNESS to the above signatures: -

Name: Mwajuma Choggy

Address: 72013 DAR ES SALAAM

Occupation: ADVOCATE

Signature: 



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**THE COMPANIES ACT (CAP. 212)
COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION
Of**

VIANA AFRICA LIMITED

INTERPRETATION

1. In these Articles the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column hereof, if not inconsistent with the subject or context: -

WORDS

MEANINGS

The Act	the Companies Act, Chapter 212 of the Laws.
The Station	The Companies Act, and every other statute for the time being in force concerning joint stock companies and affecting the Company.
The Register	The Register of Members of the company.
The office	The Registered office of the company.
The Seal	The Common Seal of the Company
Month	Calendar Month
Paid up	Includes credited as paid up
Dividend	Includes bonus
On Writing	Written or printed or produced by any substitute for writing or printing
The Board	The Board of Directors for the time being of the company
Members	A holder of paid-up shares

2. Words importing the singular number only shall include the plural number and vice versa.
Words importing the masculine gender only shall include the feminine gender.
Words importing persons shall include corporations.

APPLICATION OF TABLE "A"

3. The regulations in Table 'A' in the first Schedule to the Companies Act, Chapter 212 of the Laws shall not apply to the company except in so far as the same are repeated or contained in these Articles.

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PRELIMINARY

4. It shall not be an objection to any agreement for acquisition of any property or rights to which the Company may be a party that the other parties thereto, or some or one of them may be promoters or a promoter of the Company or that in the circumstances the Directors of the Company do not constitute an Independent Board and every member of the Company, present or future, shall be deemed to join the Company on this basis.

PRIVATE COMPANY

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

6. (i). In Clause 2 of Table "A" the words "Ordinary Resolution" shall be substituted
for the words "Special Resolution" where these words first occur.
- (ii). The Nominal share capital of the company is Tshs. 50,000,000/= divided
into 1,000 ordinary shares of T.Shs 50,000/= each
7. The shares shall be at the disposal of the Directors, and (save as otherwise directed by the Company in General Meeting, they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they may think proper subject nevertheless to Article 3 provided that no share shall be issued at a discount, except as provided by Section 60 of the Act
8. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company, or procuring or agreeing to procure subscriptions, whether absolutely or conditionally, for any shares in the Company, provided that the Commission does not exceed 10 per cent of the price at which such shares are issued, or an amount equivalent thereto, and such commission may be paid, in whole or in part in cash or

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fully or partly paid shares of the Company, as may be arranged. The statement required by Section 56 of the Act shall be duly delivered to the Registrar of Companies for registration, and Section 56 of the Act shall, where necessary, be duly complied with and the amount of any such commission shall be duly stated in the and Annual Returns of the company as required by Section 128 of the Act.

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9. No persons shall be recognized by the Company as holding any shares upon any trust, and the Company shall not be bound by or recognize any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share, or (except only as by these presents otherwise expressly provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.
10. The Company shall have a first and paramount lien and charge on all the shares registered in the name of a member (whether solely or jointly with others) for all moneys due to the Company from his estate, either alone or jointly with any other person, whether a member or not. The registration of a transfer of shares shall operate as a waiver of the Company's lien (if any) on a share shall extend to all dividends and other moneys payable in respect thereof.

CALLS ON SHARES

11. The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares, and each member shall (subject to receiving at least fourteen day's notice specifying the time or times of payments) pay to the company at the time or times specified, the amount called on his shares.
12. On the trial or hearing of any action for the recovery of any money due for any call, it shall be sufficient to prove that the name of the member sued is entered in the register of Members of the Company as the holder, or one of the holders, of the shares, in respect of which such debt accrued; that the resolution making the call is duly recorded in the Minute Book and that notice of such call was duly given to the member sued in pursuance of these presents, and it shall not be necessary to prove the appointments of the Directors who made such call, nor any other matters whatsoever but the proof of the matters aforesaid shall be conclusive evidence of the debt.

TRANSFER AND TRANSMISSION OF SHARES

13. No transfer of any share in the capital of the Company to any person whether already a member of the Company or not shall be made or registered without the previous sanction of the Directors, who may, without assigning any reason, decline to give such sanction and shall so decline in the case of any transfer the registration of which would involve a contravention of Article 4 hereof. The Directors may also suspend the

FORFEITURE OF SHARES

16. If a member fails to pay any call or installment of a call on the day appointed for payment thereof the Directors may, at any time thereafter during such time as any part of such call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid together with any interest which may have accrued and any expenses incurred by reason of such non-payment. Such notice shall state the place at which the payment required by such notice is to be made.
17. An entry in the Minute Book of the Company of the forfeiture of any shares, or that any have been sold to satisfy a lien of the Company, shall be sufficient evidence as against all persons claiming to be entitled to such shares that the said shares were properly forfeited or sold; and such entry and the receipt of the Company for the price of such shares shall constitute a good title to such shares, and the name of the purchaser shall be entered in the Register of Members as a member of the Company and he shall not be bound to see to the application of the purchase money nor shall his title to the said shares be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture or sale. The remedy (if any) of the former holder of such shares, and of any person claiming under or through him shall be against the Company and in damages only.

PROCEEDINGS AT GENERAL MEETINGS

18. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Two members personally present shall be a quorum.
19. The Chairman (if any) of the Board of Directors shall preside at every General Meeting but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman the members present shall choose a Director or if no Director be present, or if all Directors present decline to take the chair, they shall choose a member present to be Chairman of the meeting.
20. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless if a poll is (before or on the declaration of the result least two members personally present in person or by proxy at the meeting or by the holder or holders present in person or by proxy of at least one twentieth part of the issued ordinary share capital of the Company and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the Company shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.

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

VOTES OF MEMBERS

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

DIRECTORS

23. (a) Unless and until otherwise determined by the Company in General Meeting the number of the Directors shall not be less than two or more than ten. The first Directors shall be appointed by the subscribers of the



as the case may be in such manner as the Directors may determine, or as may be determined by a resolution determine.

32. The Directors shall cause minutes to be made in books provided for the purpose:-
- [a] Of all appointments of officers made by the Directors.
 - [b] Of the names of the Directors present at each meeting of the Directors and of any committee of the Directors.
 - [c] Of all resolutions and proceedings at all meetings of the Company and of directors and of Committees of Directors.

DISQUALIFICATION OF DIRECTORS

33. The Office of the director shall be vacated, if the director:-
- [a] Becomes bankrupt in this country or in any country which is declared to be a reciprocating country or in any country which is declared to be a reciprocating country under Section 147 of the Bankruptcy Act [Cap 25] or becomes insolvent or enters into any arrangement with his creditors; or
 - [b] Becomes prohibited from being a Director by reason of any order made under Section 197 or 382 of the Act; or
 - [c] Is found lunatic or becomes of unsound mind; or
 - [d] Resigns his office by notice in writing to the Company; or
 - [e] If he absents himself from the meetings of the Directors during a continuous period of six months without special leave of absence from the other Directors and they pass a resolution that he has by reason of such absence vacated office.
34. A Director may hold any other office or place of profit under the company [except that of auditor] upon such terms as to remuneration tenure of office and otherwise as may be determined by the Board. A Director of the Company may also accept office as a Director of any Company promoted by the company or in which the Company is interested and may subscribe for or otherwise acquire shares in such company and shall not be accountable (unless otherwise agreed) for any benefit received by him as a Director or member of such Company. A Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for his services as if he were not a Director.
35. A Director shall be capable of contracting or participating in the profits of any contract with the Company in the same manner as if he were not a Director, subject nevertheless to the provision that he shall declare the nature of his interest in any contract or proposed contract in which he is interested in manner required by Section 209 of the Act, but such declaration shall not be necessary where the Board is already aware of the interest of such Director in respect of any such contract or proposed contract in which he is so interested as aforesaid and his vote shall be valid. A general notice that a Director is member of any specified firm or company and is to be regarded as interested in any subsequent transaction with such firm or company shall be a sufficient

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disclosure under this clause and after such general notice it shall not be necessary to give any special notice relating to any particular transaction with such firm or company.

ROTATION OF DIRECTORS

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

PROCEEDINGS OF DIRECTORS

37. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be two.
38. A resolution in writing signed by all the Directors for the time being in Tanzania (including, if any Director shall be absent from Tanzania, the alternate or substitute Director, if any appointed by him) shall be as valid and effectual, as a resolution passed at a duly convened and constituted meeting of the Directors; notwithstanding that the same may be signed at different times and places.
39. It shall not be necessary to give notice of meeting of Directors, to any Director for the time being absent from Tanzania.

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snare premium account, or being otherwise entitled to such account and accordingly that such be capitalized and distributed free of income tax among the holders of Ordinary Shares of the Company (or their nominees) at the date of the passing of such resolution in proportion to the amount of capital paid up for the time being on the Ordinary Shares held by them respectively and that the

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Directors be authorized to distribute among them (or their nominees) un-issued shares credited as fully paid up to the like nominal value and in the like proportion and in satisfaction of such capitalized sum.

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

ACCOUNTS

46. The Board shall cause proper books of accounts 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 take place;
 - [b] All sales and purchases of goods by the Company; and
 - [c] The assets and liabilities of the Company.
47. The books of account shall be kept at the office or (subject to the provisions of the Act at such other place or places as the Board thinks fit, and shall always be open to the inspection of the directors.
48. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and the books of the Company or any of them shall be open to the inspection of members not being Directors and no member not being a Director shall have any right of inspecting any account or book or document of the Company except as conferred by Act or authorized by the Board or by the Company in General Meeting.
49. The Board shall from time to time, in accordance with Section 153, 155, 159 and 166 of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets and reports as are referred to in that Section.
50. A copy of every balance sheet including every document required by law to be annexed thereto which is to be laid before the Company in general meeting together with a copy of the Auditor's report shall not be less than

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seven days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings of the Company.



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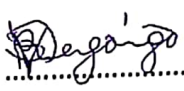
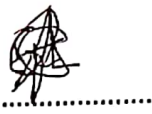


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indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (c) of the proviso to Section 481 of the Act) which he may sustain, incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall have effect in so far as its provisions are not avoided by the said Section 481 of the Act.

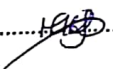
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We, the several persons whose names and addresses are described below, are desirous of being formed in a Company, In pursuance of this Articles of Association and we respectively agree to take the number of shares In the Capital of the Company set opposite our respective names.

NAME, ADDRESSES POSTAL ADDRESSES OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBER
<p>VICTOR ROBERT SENG'ONGO P. BOX 33703 DAR ES SALAAM</p>	<p>400</p>	
<p>ANNA STEPHEN MASIAGA P. BOX 33703 DAR ES SALAAM</p>	<p>400</p>	

DATED this 29 day of AUGUST, 2022

WITNESS to the above signatures: -

Name: MWAJUMA CHAGGY
 Address: 7.8013-DAR ES SALAAM
 Occupation: EDUCATOR
 Signature: 



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