

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION
OF

SOKE INVESTMENT COMPANY LIMITED

Incorporated this

day of

2011

DRAWN BY
ERICA ISHMAEL SAGIRAKI
SUBSCRIBER
P.O. BOX 2347
ARUSHA

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

OF

SOKE INVESTMENT COMPANY LIMITED

1. The name of the company "SOKE INVESTMENT COMPANY LIMITED"
2. The Registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are:-
 - (a) To engage and carry on the mechanical works, constructions, demolition, recreation, civil engineering, general works, buildings, road renovations, canals, water courses, irrigation mediation sewage, drainage and other sanitary works, office practitioners, decoratories, cleaning premises, streets, road, fumigation, maintainers of dilapidated buildings, plumbing, furniture manufactures, suppliers and exporters, residential and office furnishers.
 - (b) To survey, build, construct, alter, improve, enlarge, repair, maintain, develop, demolish, remove or replace and to work, manage, carry out or control works of all descriptions, decoration, including but not limited to offices, residential, commercial building developments, parks, factories, mills, warehouse, shops, stores, garages and other buildings, roads, dams, machinery and plants, which may, in the opinion of the directors of the Company, be likely to advance directly or indirectly the Company's interests; to clear sites for the same, to contribute to, subsidies or otherwise assist in the building, construction, alteration, repair, improve, enlargement, maintenance, development, demolition, removal, replacement, working, management, carrying out or control. To be professional services contractors, fumigation agents, renovators.
 - (c) To engage and or carry on the business of constructions, recreation, civil engineering, general works, buildings, road renovations, canals, water courses, irrigation mediation sewage, drainage and other sanitary works, office practitioners, decoratories, cleaning premises, streets, road, fumigation, maintainers of dilapidated buildings, plumbing, furniture manufactures, suppliers and exporters, residential and office furnishers.
 - (d) To engage and or carry on the business of Geotechnical and geo environmental engineering service which includes; Site Investigation, Drilling, laboratory Testing and geotechnical Engineering structures services including Foundations, Slipes, Landfill, Retaining Walls, Dams, earthwork Anchors, Bridges, geo textiles, irrigation project, Drainage and Pavements.

- (e) To carry on business of mechanical engineering, electrical engineering, electronic telecommunication engineering, to design, manufacture, assemble, repair any electrical and electronic apparatus, machinery chemicals, industrial chemicals component of system, to act as manufacturers, representatives, insurance agents, commission agents merchants or broker and to import, export, hire's sell purchase or otherwise dealing in all kinds of mechanical, electrical and electronic systems of types and description whatsoever.
- (f) To carry on the business of magazine, journal, stationery, press agents, to carry on the business as manufacturers and dealers in plastic products, textiles, garments, unit wear, foot wear, leather and rubber goods, to carry on business of general importers, exporters for both industrial and agriculture goods and products.
- (g) To carry on the business of timber sawmill proprietors, tree fellers, woodworkers, joiners, carpenters, wood and timber merchants, wood work contractors, and to buy, sell, prepare for market, import, export, and deal in logs, hardboards soft boards, timber, building materials, hardware, oils, paints, spirits and varnishes, plywood, softwood, moldings, wooden, plastics and metal good and products of all kinds, hardboard, fiberboard, paper string, ropes, shellac, French polish, tools of all kinds and to manufacture steel doors, steel gates, wooden furniture and del in furniture's and generally to del in articles of all kinds in the manufacture of which timber or wood is used.
- (h) To carry on all manner of business, trade, practice and service such as but not limited to and in particular General trading in all manner of merchandise, produce, food, minerals and al forms of consumer and capital goods, services and commodities of whatever description.
- (i) To carry on the business as Importers, Exporters, distributors, assemblers, buyers, sellers, and agents of all kinds of new, trailers, spare parts, motor vehicles, motor Cycles, whether heavy or light duty, motor cycles, forklifts, tractors etc. and to buy, sell car accessories and deal in automobile spare parts, industrial hardware, machinery parts, tyres and tubes batteries, battery solutions, oil and lubricants and all other spares and accessories in wholesale and retail and to provide service and repairs of trailers, motor vehicles and motor cycles of all description associated and connected thereto in this type of business.
- (j) To carry on the business of miners and mining in all their branches and for the said purpose to peg, purchase, take on lease, or exchange or otherwise acquire concessions, grants, easements, options, claims, properties, cassettes- and effects supposed to contain minerals, diamonds, or other precious stones, and any interest therein, and to explore, miñe, work, excise develop and turn to account mines and mining rights and any undertaking connected therewith.

- (k) To engage in and carry on business of profession of farmers, planters, harvesters, sprayers, seed growers, glaziers breeders, sellers of and dealers of livestock, market gardeners, arboriculturists, horticulturalists, floriculturists, dairymen, vegetable oil extract, poultry and bee-keepers and any other businesses in connection with floriculture, arboriculture, agriculture and horticulture.
- (l) To carry on the business of geological survey, exploration in mining minerals, such as gemstones, gold, Diamond, Tanzanite and all minerals available in Tanzania. To engage and or otherwise carry on the business of mining activities, importers and or exporters of all kinds of mines, goldsmith, jewellery, to be buyers and sellers of gemstones, gold mineral products, both buying and selling, mines and precious stones all over the world, to lease, acquire any lands, mines, mining rights, to import cutting and digging equipment and to do any business that is related to mines.
- (m) To carry on the business as consumers, suppliers, importers, exporters, stockists, wholesalers, retailers and dealers in all types of spare parts, scraps, electrical goods, hardware, building materials, and maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, timber, fishing gears, groceries, computers, office equipments, cooking oils, salts, foodstuffs, cosmetics, edible oil, fats, paints, spirits sheets, hinges, screws, iron mongery, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.
- (n) To carry on otherwise engage in the business of professional consultant, manufacture, suppliers, sellers, pharmaceuticals, medical equipments, laboratory equipments, organize market survey into the supply of medicines equipments, surgical instruments and any type of equipment which may be used to enhance the foregoing objects. To carry the business of maintaining diagnostic laboratories, Diagnostic kits.
- (o) To be consultancy, professional schools operators, runners, educational skills providers, pre-secondary school, secondary school, super curriculum designers and or creators, operators of secondary and high schools, international schools and exchange program centers, academy, technical schools, colleges and or Universities, supper consultants in school management and training college skills, all businesses and trades incidental, analogous similar thereto, required to be or capable of being carried on in conjunction therewith.
- (p) To carry the business of importers, exporters, buying, selling, dealers in building materials, hardware, sanitary-ware, wall papers, roofing tiles, flooring tiles, electrical materials, supplying industrial equipments agricultural implements and equipments spares of every description.

plumbers, decorators, steel fabrication machine shop, nickel plating, electric plating, making steel windows, doors, frame and roof tresses

- (q) To purchase, construct, take on lease or in exchange, hire or otherwise acquire any movable and immovable property, heavy earth moving machinery, cranes, caterpillars, tractors, tippers, silos, abattoirs, hatchery, cold room storage, dry store, warehouse and every right and privilege which the company may think necessary or conveniently for the purpose of its business or may enhance the value of and property of the company.
- (r) To carry on the trade or business of hotel keepers, restaurant, café, food processing, nyama choma zones, road house auto-court, motel, holiday camp, cottages/tenting area, manage construction and mining camps, and manage the above on behalf of others, caravan sites, lodging houses keepers, refreshment and tea rooms, mild and snack bar, tavern, beer house to provide food and catering services to individuals private and public institutions and to industrial and business concerns, mining area and air and sea catering, caterers proprietors of places of recreation and amusement, beach resort, sport and amusement including discotheque and all businesses and trades incidental to or similar thereto or required to be or capable of being carried on in conjunction therewith.
- (s) To engage and carry on the business of water and environment, transportation, oil and gas, electrical, metals, real estate and power, billboards and signboards construction and developments, oil gas pipe, power, urban infrastructure, irrigation and water supply, environmental projects, barrages and dams, bridge and roads, power and marine works.
- (t) To carry on all or any of the business of transport, carriage and haulage contractors, owners and charter of road vehicles, aircraft and ships and boats of every description and carriers of goods and passenger by road, rail, water or air and to establish, acquire, maintain and operate transport service of every description both public and private and all services ancillary thereto and for such purposes or as independent undertakings to purchase, take in exchange, charter, hire, build, contract or otherwise acquire and to own, operate, work, manage, maintain, repair, service and deal with and in road vehicles, aircraft and vessels of every supplies therefore and to conduct any such business within the country or any other state in Africa or Europe or Asia and or any other foreign country.
- (u) To carry on the trade or business of manufacturers, exporters, importers, buyers, sellers, and dealer in cement, concrete products works of artificial or pre-cast stone, paving blocks, of products whether reinforced or otherwise and of demolition, blasting, shaft sinking, water boring and plan making.

- (v) To carry on the business of plant hire, machinery hire, cranes rental, transport of plants, machinery, from different places within Tanzania, distributors of plants, machinery, and agents of such plants, machinery, its accessories and operate garages, workshops, yards, and deal in the same plants, machineries, its spares, accessories and all similar merchandise
- (w) To undertake civil and building construction, supply of building materials, plumbing and water facilities and services machinery, and carry on the business of supplying stationeries and other office equipments.
- (x) Carry in any associated with professional works, consultants, training which the company may think fit and profitable. To engage in professional accountant works of every description including auditing, business consultants, tax consultants, civil engineer environmental engineering, information technology, mechanical, electrical, chemical, process and automobile engineering for the same with any person firm or company in doing in any of the things aforesaid and to work, manage and control the same joint with others in so doing.
- (y) To acquire by purchase, lease, exchange, hire or otherwise, either for a Right of Occupancy or for any other estate interest or tenure in land, whether in possession or inversion, buying, renting, selling and there vested or contingent, any lands, tenements and premises of any tenure, whether subject or not, to any charges or encumbrances, and to hold or to sell, let alienate, mortgage, charge or otherwise deal with or such lands, tenements or premises in the general business of Real Estate
- (z) To carry on business as dealers, buyers, sellers, importers, exporters, manufacturers, stores, processors, goods and machineries, blenders of agricultural, industrial chemicals, veterinary drugs, vaccines, animal health products. Natural drug extractors, pharmaceutical chemicals, phosphorus chemicals, chemicals for water treatment, equipment suppliers and stores.
- (aa) To carry on the business of manufacturing of Paint, Varnishes, Lacquers, and all Preservatives against rust and against deterioration of wood, colorants, mordants, raw natural resins. To manufacture metal in foil and powder foam for Painters, Decorators, Printer and artists, Colorants for foodstuffs and beverages and dyestuffs for clothing, importers, exporters, of the same to different parts of the world, general merchants, general store-keepers, universal providers, wholesale and/or retail traders, dealers of paints, piece wood, hardware, glassware, crockery, cutlery, ironmongery, turners and other household fittings and requirements, other articles and commodities of personal, household use and consumption provisions, textiles, groceries, medicines, drugs, wines, spirits, liquors, chemical, surgical, optical, photographic and other instruments, apparatus and materials, motor vehicles, automobiles and

generally in all manufactured goods of all types and merchandise of all kinds.

- (bc) To engage in research into all problems relating to industrial, business and personnel management and to distribution, employment agent, marketing and selling and to collect, prepare and distribute information and statistics relating to any type of industry or business and to promote or propose such methods, procedures and measures as may be considered desirable or beneficial for or in connection with all or any of the Company's objects.
- (cc) To engage in and or otherwise carry on the business of sanitary services, super cleaners, removal treatment of, and or garbage collectors, sewage, and drainage system contractors, rural, urban and community centers, super cleaners, offices, removal treatment contractors, landscaper to be professional sanitary services contractors, fumigation agents, renovators, general maintenance and decorators, garden keeper, decorations, promoters of health service in industries, governmental departments, offices, companies, public or private institutions, individuals and any other organizations all over the world. To carry on the business of town cleaning, education on hygiene, importation of all cleaning facilities, equipments and chemicals.
- (dd) To engage in and or otherwise carry on the business of professional car hire and rental services, super transporter, clearing and forwarding agents, tour operators, travel agents, consultants in transport industry, owners, operators, managers, lessors, and keepers of exclusive hunting and tourist clubs, games lodges, game lookouts, hotels, tented camps, restaurants, cafes, holiday camps, casinos and camping sites for tourists, Inn, motels, banking, bureau de change, travelers or otherwise, all businesses and trades incidental, analogous similar thereto, required to be or capable of being carried on in conjunction therewith.
- (ee) To carry on the business of clearing and forwarding agents, commission agents, customer agents, transporters, freighters, hauliers, customs bonded warehouse and godown keepers, court brokers, Insurance and assurance, insurance broker, Management, stock exchange and stock exchange brokers, shipping agents, cargo and travel agents, road, water agents, airport handling, courier services, insurance agents, tourist agents, manufacturers' representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, trucks, cabs, omnibus, oil tank and coach proprietors and transporters, civil transport contractors and transporters by any other means of conveyance of people and goods in Tanzania and the neighbouring countries and in such other place or places as may from time to time be determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, freight forwarders and related transactions whatsoever.

- (ff) To carry on the business of pesticides control, fumigation expert and consultants and render such expertise and consultancy to any person. Fumigation services, environmental restoration conservation and development and renovation of recreation spaces for leisure and office cleaning and sanitation services.
- (gg) To carry on the trade or business of manufacturers, exporters, importers, buyers, sellers, and dealers in cement, concrete products and of products and works of artificial or pre-cast stone, of constructors in concrete, whether reinforced or otherwise and of demolition, blasting, shaft sinking, water boring and plan making.
- (hh) To search for, prospect, win, get, quarry, mine, crush, work, preshape, facet, polish or otherwise prepare for marketing precious and semi-precious stones including diamonds, gemstones, Tanzanite's and valuable and base minerals and metal and mineral substitutes of all kinds including aluminum, manganese and petroleum and to buy, sell, market, import, export and deal in the same and to carry on any other operations which may seem conducive to any of the Company's objects.
- (ii) To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tour operators, to promote facilitate traveling to organize hunting, tented-camps, fishing and diving expeditions, safari promoters and undertakers generally and in particular to arrange and manager hunting safaris, photo safaris adventure tours, fishing trips, handling of game trophies and animal skins, catching, harbouring, transporting, wildlife and marine products of all kind.
- (jj) To purchase, take on lease and otherwise acquire for investment or resale any estate, land, buildings, easements and other rights and interests in immovable-property or any tenure in Tanzania and elsewhere and to sell let or lease exchange or otherwise dispose of or grant rights over any immovable property, belong to the company
- (kk) To purchase, take or lease or in exchange, hire or otherwise acquire and hold any state or interest in any lands buildings, casements, rights, licenses secret processes, machinery, plants, stock, in trade and real or personal property of any kind.
- (ll) To accept payment for any property or rights sold or otherwise disposed or dealt with by the company either in cash, by installment or otherwise or in fully or partly paid up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.
- (mm) To carry any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with the above business or the general business of the company.

- (nn) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.
- (oo) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- (pp) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either or through agents, sub-contractors, trustees and otherwise.
- (qq) To remunerate any person, firm or company rendering services to this company, whether by cash payments or by allotment to him or them of shares or securities of the Company credited and paid in full or in part, otherwise.
- (rr) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things.
- (ss) To lend money on any terms that may thought fit, and particularly to customers or other person or corporations having dealing with societies and to give any guarantees that may be expedient.
- (tt) To advance money to shareholders in the company, and other to the purpose of enabling the person borrowing the same erect or purchase, or enlarge or repair any house or building or to purchase the fee simple or any less estate or interest in, or to take a demise for any term or terms of years of any freehold or leasehold property upon such terms and conditions as the company may think fit.
- (uu) To invest and deal with the moneys of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.
- (vv) To distribute among the members in pieces any property of the company, or any proceeds of sale or disposal of any property of the company.
- (ww) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.
- (xx) To act as agents or brokers, and as trustees for any person firm or company, and to undertake and perform sub-contracts and also to act in any other business of the company through or by means of agents, brokers, sub-contractors or others.
- (yy) To obtain any provisional order, act of Parliament for enabling the Company to carry any of it is objects into effect, or for affecting any

modification of the Company's constitution, or any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the company's interest.

- (zz) To take or otherwise and hold shares in any other company having objects altogether or in part similar to this company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.
- (aaa) To transact or carry on all kinds of Agency business and in particular in relation to the investment of money, the sale of property, and the collection and receipt of money.
- (bbb) To do all other things as may be deemed incidental or conducive to the entertainment of the objects or any of them.

And it is hereby declared that:-

The word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or incorporate, and whether domiciled in the United Republic of Tanzania or elsewhere.

The object specified in each of the paragraphs of the paragraph of this clause shall be regarded as independent objects, and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph of the name of the Company but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraph define the objects of the separate and distinct compound.

That the meaning of any general word or words in any paragraph of this clause shall not be restricted by being construed ejusdem generis with any particular word or words in the same paragraph.

- 4. The Liability of the Members is Limited.
- 5. The capital of the Company is Shillings 10,000,000/= divided into 1,000 shares of Shillings 10,000/= each. The Company shall have powers 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 thereto 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.

ARBITRATION

22. If and whenever any dispute or difference shall arise between the Company and any of the members or their respective representatives touching upon the construction or meaning of any of the Act, herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising here under or arising out of the relation existing between the parties by reasons of these Act, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three (3) arbitrators, one to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree within (Cap. 15) or any then existing statutory modifications or re-enactment thereof shall apply.

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
ERICA ISHMAEL SAGIRAKI P.O. BOX 2347 RUSHA	10	<i>Ere</i>
IPEMBAWE ANSELM MSEKWA P.O. BOX 10481 RUSHA	20	<i>Belene</i>
IBEDI BOAZ LUCUMARY P.O. BOX 2347 RUSHA	10	<i>Lucumy</i>
UNDAY BOAZ LUKUMARY P.O. BOX 80105 DAR ES SALAAM	70	<i>Boaz</i>

dated at Arusha this 9th day of January 2011

Witness to the above signatures:

Name: _____
 Signature: _____
 Postal Address: _____
 Qualification: _____

John S. Magafu
 JOHN S. MAGAFU
 P.O. Box 22216
 DAR-ES-SALAAM



TANZANIA

Stamp Duty Shd. 2000/-

PAID ON ORIGINAL

Receipt No. 22812 of 01/03/12

Stamp Duty Office

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

OF

SOKE INVESTMENT COMPANY LIMITED

PRELIMINARY

1. In these regulations:-
"The Act means" the Companies Act 2002 of the Laws of Tanzania.

When any provision of the Act is referred to, the reference is that provision is as modified by any law for the time being in force.

Unless the context otherwise requires, the expressions defined in the Act or any statutory modification thereof in the force at the date at which these regulations become binding on the company, shall have the meaning so defined.

Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females, and the words importing persons shall include bodies corporate, partnership, firms, cooperatives, societies, etc.

The regulations of Companies Act shall not apply to the company, save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under this regulation the former shall prevail, and addition in addition to substitution shall be the regulation of the Company.

PRIVATE COMPANY

2. The Company is a Private Company and accordingly:-
 - (a) The right to transfer shares is restricted in manner hereinafter prescribed.
 - (b) The number of members of the company (exclusive of persons who are in the employment of the Company and of persons who have been formerly in the employment of the company were while in such employment to be the member of the company) is limited fifty, provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be tested as a single member.
 - (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
 - (d) The Company shall not have power to issue share warrants to bearer.

TRANSFER OF SHARES

3. The Directors may in their direction and without assigning any reason thereof refuse to register the transfer of any share to any person who it shall in their opinion be undesirable for any reason whatsoever to admit to membership.
4. Subject to clauses 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows;
 - (a) No share shall be transferred to a person who is not a member so long as any member of any person selected by the Directors as one who it is desirable in the interest of the Company to admit to membership.
 - (b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every personal representatives of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors of the Company as his agent for the sale of the said shares to any member or members of the company at the price to be agreed upon between the party giving such notice the party and the board, or in case of difference to be determined by the Auditor of the Company.
 - (c) Upon price of such shares being agreed on a determined as per clause (b) above, the board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares, stating the number and price of such share inviting the person to whom notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so what maximum number of such shares. At the expiration of such days 21 notice the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase number of shares already held by them respectively, or if there be only one such shareholder, that the whole of such shares shall be sold to him, provided no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice.

Upon such apportionment being made or such one shareholder notifying his intention to purchase, as the case may be, the party desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the shares to the respective shareholders or to single shareholder who shall have agreed to purchase the same.

5. **GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS.**

The Regulation of Companies Act shall apply the following variations:-

- (a) A General Meeting, Ordinary or Extraordinary may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.
- (b) Two members, present either personally or by proxy shall form a quorum.
- (c) Any ordinary resolution of the company determined without any general meeting and evidenced by writing under the hands of majority of the Directors and of the members of the company holding three - fourths of the issued shares of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

6. **DIRECTORS**

- (a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than seven in number.
- (b) The following persons shall be the first Directors of the company:-

1. ERICA ISHAMEL SAGIRAKI
2. KPEMBAWE ANSELM MSEKWA
3. OBEDI BOAZ LUKUMARY
4. SUNDAY BOAZ LUKUMARY

- 7. 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.
- 8. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.
- 9. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
- 10. The Directors may from time to time borrow or raise any money for the purposes of the Company which may exceed the issued share capital of the company.

BORROWING POWERS

The Directors may from time to time in their discretion raise or borrow for the purpose of any Company's business such sum or sums of money as they think fit.

11. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company present or future including its uncalled capital for the time being, or by the issue at such price as they may think fit, of bonds or debentures either charged upon the whole or any part of the property and assets of the company or not so charged or in such other way as the Directors may think expedient.

VOTE OF MEMBERS

12. On a show of hands every member present in person shall have one vote. On a roll every member shall have one vote only for the shares of which he is holder.
13. No member shall be entitled to vote at any general meeting unless all calls or other sums presently by him in respect of shares in the Company have been paid.

DISQUALIFICATION OF DIRECTORS

14. The office of a Director shall be vacated if the Director;
 - (a) becomes bankrupt; or
 - (b) is found to be a lunatic or becomes of unsound mind; or
 - (c) resigns his office by notice in writing to the Company;
 - (d) abstains himself from meetings of the directors for a period of six months without special leave of absence from the other Directors.

SEAL

15. The Directors shall provide for the safe custody of the Seal. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two Directors or a Director and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

ALTERNATE DIRECTORS

16. Any director shall have power to nominate any person to act or attend as alternate Director during his absence or during his inability so to act. Such Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors and such Alternate Director

shall exercise and discharge all the duties of Director whom he represents.

17. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

SECRETARY

18. The Secretary shall be appointed by the Board for such terms at such remuneration and upon such condition as it may think fit, and any Secretary so appointed may be removed by the Board.

WINDING UP

19. With the sanction of a special resolution of the shareholders any part of the assets of the Company including any shares in other Companies may be divided between the members of the Company in special or may be vested in Trustees for the benefit of such members and the liquidation of the company may be closed and the company dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability.

ALTERNATION OR ADDITION

20. Subject to the provisions of the Act and to those contained in the Memorandum of Association the Company may by Special Resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by Special Resolution.

INDEMNITY

21. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer for the time being 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 is in connection with any application (under Section 481 of the Act) in which relief is granted to him by the Court.