

**THE COMPANIES ACT (ACT NO.12 OF 2002)**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**SHENGENA ADVENTURE CO.LIMITED**

Incorporated this.....day of .....2018

**DRAWN BY:**

**Elirehema John Senzighe**

**(Subscriber)**

**P.o.Box 16026**

**Arusha**

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31118

2500/-  
3000000 187

THE COMPANIES ACT (CT NO.12 OF 2002)

COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
OF  
SHENGENA ADVENTURE CO.LIMITED

The name of the company is "SHENGENA ADVENTURE CO.LIMITED"

1. The registered office of the Company will be situated in the United Republic of Tanzania.
2. The objects for which the Company is formed are:-
  - a) To carry on business as tour agents, tour operators and organizers, and for these purpose to promote, arrange, organize, conduct and facilitate tourism in Tanzania and elsewhere, and to promote, arrange, facilitate and operate tours and national and international travel by land, air and water, and to provide all such facilities, advantages and conveniences as may be considered to be necessary or incidental thereto.
  - b) To carry on the business of keepers of a holding house, to operate as suppliers of all types of boarding and accommodation establishments including lodge, hotel, restaurant, cafe, apartment, roadhouse, home stays, auto-coast motel, safaris or holiday camp-keepers.
  - c) To carry on business as safari contractors, organizers and operators, and to equip, organize and manage hunting, photographic, cinematic, filming, game fishing, ornithological and other safaris and expeditions of all kinds including air ticketing.
  - d) To carry on the business of carriers and transporters by motor vehicles, aircraft, shipping or otherwise of passengers and goods of every description.
  - e) To carry on business as proprietors of keepers of hotel, inns, taverns or coffee houses, lodges and of tented camps catering for the local resident and tourists and offering luxury camps and camping equipment for hire.
  - f) To carry on the business as proprietors of hotels, lodges, restaurants, refreshments and tea rooms, cafes and milk and lodging-house keepers, housekeepers, soft drinks and soda suppliers, merchants and sellers of the same distillers and as caterers and contractors in their respective branches and to ear in and sell all commodities.

- g) To engage in the business of mining, buying and selling of all gemstones found in the United Republic of Tanzania and to engage in exportation of rough and cut and polished gemstones to different parts of the world and to open lapidaries and to acquire mine working and mining grounds in Tanzania.
- h) To build, construct, reconstruct, alter, improve, decorate furnish and maintain houses, flats and apartments and to let the same on lease or otherwise, and to provide for the tenants and occupiers thereof all or any of the conveniences commonly provided in hotels.
- i) To carry on the business of stationary, bookshop and school equipment suppliers, including computers, communication equipment and accessories, purchase, take on lease or by any other means acquire any movable or immovable property of Africa or elsewhere for any estate or interest whatever, and any rights, privileges or easements over or in respect of any property, and any building, factories, mills, roads, machinery, engines, rolling stocks, plant, live and dead stock or things whatsoever.
- j) To carry on the business of management and serving company and to act as managers or to direct the managers of other companies or of the business, property and estates of corporations, private persons or companies and to undertake and carry out all such services in connection therewith as may be deemed expedient and to exercise its powers as a controlling shareholder of the companies.
- k) To acquire, build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, factories, mills, offices, works, roads, railways, tramways, engines, walls, fences, banks, dams, sluices, or water courses, to clear sites for the same, and to join with others in so doing.
- l) To develop the resources and turn to account the lands, buildings and rights for the time being of the company in such manner as the company may think fit, and in particular by clearing, draining, fencing, building, planting, improving, farming, grazing, mining and by dividing the land of the company into small holdings.
- m) To carry on any other business (whether manufacturing or otherwise) which may seem to the company capable of being conveniently carried on in connection with the above, or calculate directly or indirectly to enhance the value of or render profitable any of the company's property or rights.
- n) To acquire and undertake the whole, or any part of the business, property and liabilities of any person or company carrying on any business which the company is authorized to carry on, or possessed of property suitable for the purposes of the company.
- o) To apply for, purchase or otherwise acquire, any patents brevets invention, licenses, concessions and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to, any invention which may seem capable of being used for any of the purposes of the company or the acquisition of which may seem calculated directly or in-directly to benefit the company, and to use , exercise, develop, or

grant licenses in respect of, or otherwise turn to account, the property, rights or information so acquired.



- p) To enter partnership or into any arrangements for sharing profits, union of the interest, co-operation, joint venture, reciprocal concession or otherwise, with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which this company is authorized to carry on or engage in, or any business or transaction capable of being conducted so as directly or in-directly to benefit this company.
- q) To guarantee the payment of money by and the contractors of, or otherwise assist any person, firm or company and to take or otherwise acquire shares and securities of any such company, and to sell, hold, reissue, with or without guarantee, or otherwise deal with the same.
- r) To take, or otherwise acquire and hold, shares in any other company having objects altogether or in part similar to those of this company, or any business capable of being conducted so as directly or in-directly to benefit this company
- s) To enter into any arrangements with any government or authorities, supreme, municipal, local or otherwise, that may seem conducive to the company's object or any of them, and to obtain from any such government or authority, any rights, privileges and concessions which the company may think is desirable to obtain and carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- t) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences, calculated to benefit employees or ex-employees of the company or the dependents or connections of such persons, and to grant pensions and allowances, and to make payments towards insurance's and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object.
- u) To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the company, or for any other purpose which may seem directly or indirectly calculate to benefit this company.
- v) To invest the money of the company not immediately required in such manner as may from time to time be determined.
- w) To carry on the business of workshop and garage owners, landscaping, land surveyors and to carry on topographical mapping.
- x) To borrow, raise or secure the payment of money in such manner as the company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or

otherwise, charge upon all or any of the company's property ( both present and future) including its uncalled capital, and to purchase, redeem or pay off any such.

- y) To amalgamate with any other company having objects or in part similar to those of the company.
- z) To remunerate any person or company for services rendered, in placing or assisting to place or guaranteeing the placing of shares in the company's capital or any debentures stock or other securities of the company, or in or about the formation or promotion of the company conduct of its business.
- aa) To sell or dispose of the undertaking of the company or any part thereof for such consideration as the company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this company.
- bb) To obtain any provisional Order or Act of Parliament for enabling the company to carry any of its objects into effect or for effecting any modification of the company's constitution, or for 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
- cc) To sell, improve, manage, develop, exchange, lease, charge, mortgage and dispose of, turn to account or otherwise deal with all or any part of the property and rights of the company.
- dd) To distribute any of the property of the company among the members in specie.
- ee) To do all or any of the above things in any part of the world and as principals, managing agents, agents, contractors, trustee or otherwise, and by or through trustees, managing agents, agents or otherwise alone or in conjunction with others.
- ff) To do all such things as are incidental or conducive to the attainment of the above objects. The object set forth in any sub-clause of this clause shall not, except when the context expressly so require, be in any wise limited or restricted by references to or inference from the terms of any other sub-clause or by the name of the company. None of such sub-clauses 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 or this clause, but the company shall have full power 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 be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this clause.

4. The liability of the members is limited.
  
5. The nominal capital of the company is Tsh. Three Million (3,000,000/=) only divided into (100) ordinary shares of Thirty Thousand (30,000/=) Tanzanian Shillings each, with power of the company to increase or reduce the said nominal capital and to alter the nominal value of the shares and to convert the shares into stock and to issue any part or parts as such original or increased capital either at par or at premium and with such preferential, deferred, qualified or special rights privileges or conditions as the company may determine.

We, the several persons whose names, addresses and description are subscribed below 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 out opposite our respective names.

Names, Addresses and Description of Subscriber	Number of shares taken by each Subscriber	Signature of Subscriber
1. ELIREHEMA JOHN SENZIGHE  P. O. BOX 16026  ARUSHA	60	
2. PHILIPINA EUSTACK SWAY  P.O.BOX 16026  ARUSHA	40	

Total shares taken... 100 ..... out of... 100 .....

Dated at Arusha this 08 Day of JAN 2018

Witness to the above Signatures:

Name: DIANA JULIANO LEMA

Signature: 

Postal Address: 15402 ARUSHA

Qualification: ADVOCATE



Stamp Duty Paid 5000/-  
Receipt No. 366928 18/1/18  
Stamp Duty Officer (ACT NO. 12 OF 2002)

Stamp Duty Shs 28500/-  
Receipt No. 366928 18/1/18  
Asst. Reg. Companies

**PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION TO A COMPANY PRECEDING**

**MEMORANDUM OF ASSOCIATION OF**

**OF**

**SHENGENA ADVENTURE CO.LIMITED**

**Interpretation**

1. In this article:-  
"The articles" means the Companies Act, 2002 (Act.No.12)

"The articles" means the articles of the company

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

"The seal" means official seal of the company;

"Secretary" shall, unless the contrary intention appears, be construed as including references to printing, lithography, and other modes of representing or reproducing words in a viable form.

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

**Members**

2. The number of members with which the company proposes to be registered is two but the directors may from time to time register an increase of members.

3. The subscribers to the memorandum of association and such other persons as the directors shall admit to membership shall be members of the company.

#### General Meetings

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

Provided that as long as the company holds its first annual general meeting within eighteen months of its incorporation, it need to hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place, as the directors shall appoint.

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

#### Notice of General Meetings

7. Every general meeting shall be called by twenty-one (21) clear days' notice in writing at the least. The notice shall specify the place, the day and hour of meeting and, in case of special business, the general nature of that business:

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

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

### Proceedings at General Meetings

9. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.
10. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the general 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 duly authorized representative of a corporation, shall be a quorum. Meetings may occur or take place either in person or by telephone or video conference, provided that each member in attendance at such telephonic or video conference call can clearly hear each of the members present.
11. If within half an hour from the time appointed for the meeting quorum is not present, or if during the course of a meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine.
12. That 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 (15) after the time appointed for the holding of the meeting and willing to act, the directors present shall elect one of their member to be chairman of the meeting and, if there is only one director and willing to act, he shall be chairman.
13. If at any meeting no director is willing to act as chairman or if no director is present within fifteen (15) minutes after the time of appointment for holding the meeting, the members present shall choose one of their members to be a chairman of the meeting.
14. The Chairman may, with the consent of any meeting at 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 (14) days or more, at least seven (7) clear days' notice of the adjourned meeting shall be given specifying the time and place of the meeting and the general nature of the business to be transacted. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
15. 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 three (3) members present in person or by proxy; or
- (c) By any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting

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 and an entry to the effect in the book containing the minutes of proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may, before the poll is taken, be withdrawn.

- 16. Except as provided in article 18, if a poll is duly demand 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.
- 17. 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 second or casting vote.
- 18. A poll demanded on the election of a 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 as the chairman of the meeting directs, and any business other than upon which a poll has been demanded may be preceded with pending the taking of the poll.
- 19. 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 a 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 consist of several instruments in the like from each executed by or on behalf of one or more members.

#### Vote of Members

- 20. Every member shall have one vote.
- 21. A member in respect of whose estate a manager has been appointed under section 26 of the Mental Diseased Ordinance, may vote, whether on a show of hands or on a poll, by his said manager, and any such manager may, on a poll, vote by proxy.
- 22. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.
- 23. On a poll votes may be given either personally or by proxy.

24. The instrument appointing a proxy shall be in writing under the kind 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.

25. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company or at such other place within the Territory as is specified for holding the meeting adjourned meeting at which the person named in the instrument proposed 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.

26. An instrument appointing a proxy shall be in the following form or a form as near hereto as circumstance admit:-

.....Limited  
I/We.....of.....being a member/members  
Of the above-named company, hereby appoint.....  
Of failing him.....of.....as my/our proxy to vote  
For me/us on my/or behalf at the {annual or extraordinary, as the case may be} general meeting  
Of the company to be held on the.....day of.....20.....and at  
any adjournment thereof.  
Signed this.....day of.....20.....

27. 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 form as near thereto as circumstances admit:-

.....Limited  
I/We.....of.....Being a member/ member  
of the above named company, hereby appoint of.....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.....20.....and at any adjournment thereof.  
Signed this.....day of.....20.....

This form to be used\* in favor of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

\*strike out whichever is not desire\*

28. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
29. 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 of the authority of the person voting or demanding a poll unless notice of the determination was received by the company as its registered office (or at such other place at which the instrument of proxy was duly deposited) before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### **Corporations Acting by Representation at Meetings**

30. Any corporation which is a member of the company may by resolution of its directors or other governing body authorize such person as it think fit to act as its representative at any meeting 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**

31. 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 two.
32. The remuneration of the directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors shall also be paid all travelling, 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 of the company or in connection with the business of the company.

The following persons shall be first Directors to the Company:-

1. ELIREHEMA JOHN SENZIGHE
2. PHILIPINA EUSTACK SWAY

### **Borrowing Powers**

33. The directors may exercise all the powers of the company to borrow money, and to mortgage charge its undertaking and property, 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 any third party.

### **Powers and Duties of Directors**

34. Subject to the provisions of the Act, the memorandum and the articles and to any directors 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 directors 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 may exercise all powers exercisable by the directors.
35. 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.
36. 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, as the case may be, in such manner as the directors shall from time to time by resolution determine.
37. The directors shall cause minutes to be made in books provided for the purposes:-
- (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 the directors, and committees of directors.

### **Disqualification of Directors**

38. The office of director shall be vacated if the directors:-
- (a) Without the consent of the company in general meeting holds any other office of profit under the company; or
  - (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) Cases to be director by virtual of any provision of the Act or becomes prohibited by law from being a director; or
  - (d) Becomes of unsound mind; or
  - (e) Resigns his office by notice in writing to the company; or
  - (f) Is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in manner required by the Act.

A director shall not vote in respect of any contract in which he is interested or any matter arising thereat, and if he does so vote shall not be counted.

39. The company may by ordinary resolution appoint a person who is willing to act as director to fill a vacancy or be an additional director.
40. The director may appoint a person who is to act to be a director, either to fill a vacancy or as an additional director, but so the total number of directors shall not at any time exceed the number fixed by or in accordance with these articles. Any director or appointed shall hold office only until the next following annual general meeting, and shall be eligible for re-election.
41. The company may by ordinary resolution, of which special notice had been given in accordance with section 144 of the Act, remove any director before the expiration of his period of office notwithstanding anything in the article or any agreement between the company and such director. Such removal shall be without prejudice to any claim such may have for damages for breach of any contract of service between him and the company.
42. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding article. Without prejudice to the powers of the directors under article 40 the company in general meeting may appoint any person to be a director either to fill a vacancy or as an additional director.

#### **Proceedings of Directors**

43. 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 shall, call a meeting of the directors. It shall not be necessary to give notice of meeting of directors to any director who is absent from Tanzania.
44. 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.
45. The continuing directors may act notwithstanding any vacancy but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the company as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number, or summoning a general meeting of the company, but for no other purpose.
46. The directors may appoint one of their numbers to be the chairman of the board of the 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 at 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, the directors present may choose one of their number to be chairman of the meeting.

47. 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.
48. All acts done by a meeting of the directors of a committee of directors or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director, or that any of them were disqualified from holding office, or hand vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and was entitled to vote.
49. 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 form each signed by one or more directors.

#### Secretary

50. The Secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
51. A provisions of the Act or these articles requiring or authorizing a 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

52. 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.

#### The Accounts

53. 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 to which the receipt and expenditure takes place;
  - (b) All sales and purchase of goods by the company; and
  - (c) The assets and liabilities of the company.

Property 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 to explain its transactions.

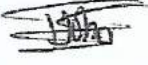

54. The books of account shall be kept at the registered officer of the company, or subject to section 151 (4) of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.
55. No member shall (as such) have right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorized by the directories or by ordinary resolution of the company.
56. The directors shall from time to time in accordance with sections 153, 155 and 150 of the Act, cause to be prepared and to be laid before the company in general meeting, such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
57. In accordance with section 164 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 directors' report and the auditors shall not be less than twenty-one days before the date of the meeting be sent to every member 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 debentures.

#### Audit

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

#### Notices

59. 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 either personally or by sending it by post in a prepared envelope 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, prepaying, 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 at which notices may be given him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.


Names, Addresses and Description of Subscriber	Number of shares taken by each Subscriber	Signature of Subscriber
1. ELIREHEMA JOHN SENZIGHE P.O. BOX 16026 ARUSHA	60	
3. PHILIPINA EUSTACK SWAY P.O. BOX 16026 ARUSHA	40	

Total shares taken 100 out of 100

Dated at Arusha this 08 day of JAN 2018

Witness to the above Signatures:

Name: DIANA JULIANO LEMA

Signature: 

Postal address: 15402 ARUSHA

Qualification: ADVOCATE





**THE UNITED REPUBLIC OF TANZANIA**  
**MINISTRY OF NATURAL RESOURCES AND TOURISM**

**TOURISM DIVISION**

**LICENSE TO CARRY ON THE BUSINESS OF**

**Tourism Agent**

*Tourism Act No.11, 2008*

**License No: 017039**

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1.(a) License is hereby granted to: **SHENGENA ADVENTURE CO.LIMITED**

To carry on the business of Tourism Class A

Established under the business name of: **SHENGENA ADVENTURE CO LIMITED**

Located at: **ARUSHA**

2. Specific nature of tourism business to be operated: **Tour Operator (1-3 Vehicles)**

3.(a) Date of Issue	<b>2024-01-02 13:45:19</b>	(b) Date of Expiry	<b>2024-12-31 23:00:00</b>
4. Fee Paid (USD)	<b>500.00</b>	Control Number	<b>994510050301</b>



Signed \_\_\_\_\_  
**Director of Tourism**

CTIN: 1671685



# **TANZANIA REVENUE AUTHORITY**

## **CERTIFICATE OF REGISTRATION FOR TAXPAYER IDENTIFICATION NUMBER (TIN)**

(ISSUED UNDER SECTION 23 OF THE TAX ADMINISTRATION ACT 2015)

### **THIS IS TO CERTIFY THAT**

**SHENGENA ADVENTURE CO.LIMITED**

HAS BEEN REGISTERED WITH THE TANZANIA REVENUE AUTHORITY  
AND ASSIGNED THE TAXPAYER IDENTIFICATION NUMBER

**135-813-125**

WITH EFFECT FROM: 13 February 2018

TRA LOCATION: ARUSHA

TAX OFFICE: ARUSHA

PHYSICAL LOCATION: PLOT No. 46 BLOCK No. EB

STREET / AREA: SAKINA

ELIJAH G. MWANDUMBYA

OFFICIAL SEAL

COMMISSIONER FOR DOMESTIC REVENUE

NOTE: THE REQUIREMENTS UNDER WHICH THIS CERTIFICATE IS ISSUED ARE STATED OVERLEAF

## TANZANIA



## Certificate of Incorporation

Section 15

No 140677

I HEREBY CERTIFY THAT

**SHENGENA ADVENTURE CO. LIMITED**

is this day incorporated under the Companies Act, 2002 and that the Company is Limited.

Given under my hand at Dar es salaam

this 23RD day of JANUARY**TWO THOUSAND AND EIGHTEEN.**

A handwritten signature in black ink, consisting of stylized initials and a surname.

*Senior Asst. Registrar of Companies*



ISO 9001:2015 CERTIFIED

# TAX CLEARANCE CERTIFICATE

(Issued Under Regulation 103 of Tax Administration (General) Regulations, 2016)

Licencing Authority; TIN : 101-916-995  
 ARUSHA CITY COUNCIL  
 MANISPAA  
 3013  
 ARUSHA

Tax Certificate Number:  
**151-0194-3398**

Issuing Office: Arusha  
 Telephone: 027-2502946  
 Date of issue: 22 February 2024  
 Expiry Date: 31 December 2024

Taxpayer Name	SHENGENA ADVENTURE CO.LIMITED		
Trading Name			
Taxpayer Identification Number	135-813-125	Vat Registration Number	40-312599-D
Company Registration Number	140677		

Business Premises located at :  
 REGION : ARUSHA,  
 DISTRICT : ARUSHA,  
 STREET : SAKINA

This is to certify that the above registered Taxpayer has complied with tax laws and has been granted Tax Clearance Certificate with respect to the following business(es):

1	Tour operator activities
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**Alfred T. Mregi**  
 COMMISSIONER FOR DOMESTIC REVENUE  
 23 February 2024



**Disclaimer :**

1. This certificate is issued free of charge
2. This certificate should be tendered in its original form and it is valid only if it is embossed with QR Code
3. This Tax Clearance Certificate shall not preclude the Commissioner General from demanding and recovering taxes established after issuance of this Certificate.