

**THE COMPANIES ACT, 2002**

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**COMPANY LIMITED BY SHARES**

\* \* \* \* \*

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**MPANGILE SOUTHERN HARDWARES & COMPANY LIMITED**

Incorporated at this.....day of.....2013

**DRAWN BY:**

BLANTINA ANALYE MPANGILE (Subscriber)  
P.O. BOX 1187  
MAKAMBAKO

**THE COMPANIES ACT, 2002**

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**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**MPANGILE SOUTHERN HARDWARES & COMPANY LIMITED**

Incorporated at this.....9.....day of.....7.....2013

**DRAWN BY:**

BLANTINA ANALYE MPANGILE  
P.O.BOX 1187  
MAKAMBAKO

TANZANIA  
Stamp Duty Shs. 2500  
Receipt No. 252629713  
Asst. Registrar of Companies

COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION

TANZANIA  
Stamp Duty Shs. 2500  
PAID ON ORIGINAL  
Receipt No. 252629713  
Stamp Duty Officer

OF  
MPANGILE SOUTHERN HARDWARES & COMPANY LIMITED

1. The name of the Company is "MPANGILE SOUTHERN HARDWARES & COMPANY 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 become sellers, buyers, importers, exporters, suppliers, distributors and dealers in hardware's materials, all kind and types of building materials, cement, electronics devices, and in products or commodities of all kinds comprising or constituting components of or being associated with, or for use in or in connection with, and supplies of services, and provision of hardware and building materials.
  - (b) To become sellers, buyers, importers, suppliers, distributors and dealers of fertilizers, agricultural inputs, agro chemicals, agricultural input and output, agricultural tools, equipments and instruments also in all products or commodities of all kinds comprising or constituting components of or being associated with, or for use in or in connection with, and supplies of services and provision of fertilizers, agricultural inputs, agro chemicals, agricultural input and output.
  - (c) To become sellers, buyers, importers, suppliers, distributors and dealers of timber, woods, beam and all types of forest products. To supply all types of cleaning materials such as all types of soaps, detergent chemicals, air fresheners, perfumes, carpets, toilet tissues and any other related materials. To deal with fumigation and supply of all fumigation materials.
  - (d) To carry on business of buying, selling, supplying, importing, exporting food and all types of agricultural products for human consumption, like maize, wheat, beans, rice and all other related food products.
  - (e) To carry on the business of builders, contractors decorators, plumbers, merchants and dealers in stone, sand, lime, bricks, timer, hardware, tiles terracotta markers and other building hardware; and engage in civil, structural, mechanical, heat, sound, ventilating, construction, water and sanitary engineering which is relevant or supplements to building construction and in particular by preparing building sites, and by constructing, reconstructing, altering, improving, decorating, furnishing and maintaining offices, shops,

buildings, works and conveniences of all kinds, and by consolidating or connecting or sub-dividing properties, and by leasing and disposing of the same, to pay for any property so acquired either in cash, shares or debentures, debenture bonds, or by the passing of mortgages on any of the Company's property and or in any other manner.

- (f) To manage, establish and to promote the business of hotel management and hotel keeping, lodges, marquees, motels, resort places, club restaurants, cafes shops, food supply, in general and tourist vehicles aircraft and ships in particular, catering operation and management of beaches, shops of antiquity, perfumeries, hard dressing, playground, races, swimming pool, entertainment and similar business, surveyors, dressing rooms laundries, places of aquatic amusements, horse riding schools.
- (g) To buy, sell, import, produce, manufacture or other wise deal in food or food products of all kinds and descriptions, meat poultry, fish, groceries, fruits, vegetables, milk, wines, spirit, bear and alcoholic beverages, beverages linen, furniture and furnishing and other articles required in any of the business of by any of the customers of the Company.
- (h) To own, purchase or otherwise acquire, lease, hire, construct, provide, operate, equip, and maintain land, buildings, theaters, cinemas, studios concert halls, entertainments, conference services and conference centre, Gymnasium centre staid ums, trunks, arenas, golf and putting courses, boating and padding pools, marinas, piers, landing states, jetties, couch and car parks, sideshows, fairground apparatus, marquees, tents, vehicles, boats, machines and all other structures, apparatus, equipment and articles which may be necessary in the opinion of the company for the carrying on of any business or businesses of the company.
- (i) To establish, encourage and assist in the establishment of any form of settlement for the promotion of local crafts and in particular wood carvings engraving or manufacture or dealing in figures or other articles made of wood or other materials. And to organize, support, encourage and maintain training facilities for instruction in all fields of tourism.
- (j) To deal with the business of tourism in general, to organize, support, encourage and maintain training facilities for instruction in all fields of tourism. Carry on the business of travel agents and contractors, professional hunters, trophy dealers, taxidermists, curio dealers and to facilitate traveling, and to provide for tourists and travelers, or promote provision of facilities of all kinds in the way of tickets, circular tickets sleeping cars on berths, reserved places, hotel and lodging accommodation, guides, safe deposits inquiry bureaux, bureau de change, baggage transport and other wise to arrange and operate tours for sight seeing and visits to game parks and/or places of specific or general interest.
- (k) To carry on any other business which may seem to the company capable of being conveniently carried on connection with any of the businesses of the company or calculated directly or, indirectly to enhance the value of or render

profitable any of the company's encourage and maintain training facilities for instruction in all fields of tourism and promotion of tourism.

- (l) To carry on the business of aircraft and ship owners and charterers, agents for operators of air, sea, land or inland water-way carriage undertakings, road transport owners and agents forwarding, transport and commission agents, cargo superintendents, packers, haulers, warehousemen and store keepers and to enter into any contract with any person, firm or company for the provision of any transport by land sea or air.
- (m) To deal with the business of fishing and in particular to purchase or otherwise acquire, offer for hire and take on hire boats and boating equipment, water skis, surfing boards, fishing tackle and apparatus both for catching fish above and below the surface of the sea, exporting and importing for sell, to provide guides, instructors, and generally to provide all necessary facilities for water sports activities of all kinds.
- (n) To carry on the business of miners, explorers, manufacturers, sellers, distributors and producer of all types of minerals and other associated products of every description.
- (o) To deal the business of banking, savings and finance, lend and advance money or give credit to such persons, firm or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantee to become surety for any persons, firm or companies for the due payment of money for the performance of any obligations or liabilities.
- (p) To deal with foreign exchange, borrow or raise money in such a manner as the company shall think fit and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and secure the payment of any money borrowed, raised or owing by mortgage charge or lien upon any part of the company's property (whether present or future).
- (q) To invest and deal with moneys of the company not immediately required upon such securities and in such manner as may form time to time be determined and to lend and advance money or give credit as form time to time may be determined.
- (r) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills or exchange bills of lading, warrants, debentures and other negotiable or transferable in instruments.
- (s) To acquire and undertake whole or any part of the business, property, and liabilities of any person, firm or company carrying on any business which the company is authorized to carry on, or possessed of property suitable for the purposes of this company.
- (t) To deal with the business of printing, editing, advertising in the press, in circulars, publication of books and periodicals, journals, papers, granting prizes, rewards and donations. And adopt such means of making the business

and activities of the company as may seem expedient and in particular by advertising in the press, through circulars, by publication of books and periodicals, and by granting prizes, rewards and donations.

- (u) To enter into any arrangements with any Government or authorities (supreme, municipal, or otherwise) or any corporations, companies or person having objects that may seem conducive to the company's objectives or any of corporation, company or person, any charters, contracts decrees, rights. Privileges and concessions which the company may think desirable, and to carry out exercise, and comply with and such charters contracts decrees, rights, privileges and concessions.
- (v) To establish and support or aid in the establishment and support of associations, institutions, funds trust and clubs calculated to benefit and employees or ex-employees of the company, or any of its predecessors in business, or of any company which is a subsidiary company of the company or is allied thereto or associated thereto, or the dependents or conception of such persons, or grant or provide pension and allowances, to enter into arrangements for the provisions of policies of life assurance, pension or other benefits to or for any directors or employees of the company, or for any directors employees of the company, or for any such predecessor or such company as aforesaid, or the relations, connection or dependents of any such persons, to establish or benefits, to establish or support funds, trust and schemes ( including funds, trusts and scheme providing for payment insurance which may be considered calculated to promote such purpose or benefit and such person or otherwise to advance the interest of the company or its members.
- (w) To sell or otherwise disposed of the whole or any part of the business of property of the company.
- (x) To take all necessary and proper steps with the authorities nationally, local, municipal, or otherwise of any place in which the company may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the company or effecting and modification in the constitution of the company or furthering the interests of its members, and to oppose any steps taken by any other company or person which may be considered likely directly or indirectly to prejudice the interest of the company or its members.
- (y) To take part in formation, management, supervision or control of the business or operations of any company, and for that purposes to act as directors, administrators, managers secretaries or in any other capacity and appoint and remunerate any directors, administrators, a managers, accountants or other experts or agents.
- (z) To purchase sell, subscribe for, underwrite, or otherwise acquire and hold shares, stocks or other interest in or obligations of any other company or corporation.

- (aa) To distribute amount the members of the company in kind any property of the company and in particular any shares or securities of other companies belonging to this company.
- (bb) To vest any real or personal property rights or interest acquired by belongings to the company in any person or company on behalf of or for the benefit of the company and with or without any declared trust in favour of the company act as agents or brokers and as trustees of any person firm our group.
- (cc) To act as agents or brokers and as trustees of any person firm or group of person firm or group of persons in respect of any business or matter of any nature whatsoever notwithstanding that the company may not be empowered to act, as principal in connection therewith.
- (dd) To procure the registration of the company in or under the laws of any place outside Tanzania and to explore seek and secure opening for employment of capital.
- (ee) To remunerate any person or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the planning of any of the shares in the company's capital, or any of debentures stock or other securities of the company, or in or about the formation or promotion of the company or the conduct of its business.
- (ff) To provide Community development services pertaining to public education on environmental conservation, skills development, agricultural skills, rural infrastructure development, water supply and health services and education provision and appropriate energy technology provision.
- (gg) To deal with opening of different schools and colleges; in particular nursery schools, primary schools, secondary schools, vocational technical training schools, educational centers and institutions and Colleges of all fieds.
- (hh) To so all such other things as are incidental or conclusive to the attainment of the above objects of any of them. And it is hereby declared that the word "comply" in this clause except where used in reference to this company shall be deemed to include and partnership or other body of persons, whether incorporated or not incorporated, and whether dominical in Tanzania or elsewhere, and that the intention is that each of the objects set forth in any sub clause of this clause shall not except when the context expressly so required, be in any wise limited or restricted by or inference form the terms of any other sub-clauses or the object therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first bub-clause, but the company shall have full powers to exercise all or any powers conferred by any part if this clause and notwithstanding that the business, undertaking property or act proposed to be transacted acquired, detail 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 initial share capital of the Company is Tanzania shillings 5,000,000/= (Tanzania Shillings FIVE Million) divided into 100 Ordinary shares of value of Tsh. 50,000/= each, (Tanzania Shillings FIFTY Thousands) only with power for the company from time to time to increase or reduce the said capital into several classes or otherwise and to attach thereto respectively preferential, qualified or special rights, privileges and conditions.

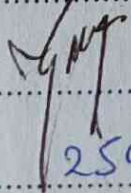
WE, the several persons, whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

S/N	NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	NUMBER OF SHARES	SIGNATURES OF SUBSCRIBERS
1.	BLANTINA ANALYE MPANGILE P.O. BOX 1187 MAKAMBAKO	80	B. Mpangile
2.	MESHACK RAJAB MWAJOMBE P.O. BOX 1187 MAKAMBAKO	10	M. Mwajombe
3	JEVENTINA MELICK MWABENA P.O. BOX 1187 MAKAMBAKO	10	J. mm

Dated at Dar es Salaam this <sup>9th</sup>.....day of JULY 2013

**WITNESS TO THE ABOVE SIGNATURES**

Name: MELKIOR SAUL SANGA

Signature: 

Address: 259 Bobona

Qualification: ADVOCATE



**DRAWN BY:**

BLANTINA ANALYE MPANGILE  
P.O. BOX 1187  
MAKAMBAKO

TANZANIA  
Stamp Duty Sbs  
Receipt No. 35882 of 9/2/13  
Asst. Registrar of Companies

COMPANIES ACT (ACT NO. 12 OF 2002)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

"MPANGILE SOUTHERN HARDWARES & COMPANY LIMITED."

TANZANIA  
Stamp Duty Sbs  
PAID ORIGINAL  
Receipt No. 35882 of 9/2/13  
Stamp Duty Officer

### INTERPRETATION

1. In these articles:-

**"the Act"** means the Companies Act; 2002 (Act No. 12 of 2002)

**"the articles"** means the articles of Association of the Company as now framed or as from time to time altered by Special Resolution.

**"the Auditors"** means the duly appointed auditors of the Company from time to time altered by Special Resolution.

**"the Board"** The Board of Directors of the Company or the directors, being a quorum, present at a duly convened meeting of directors.

**"The Company"** means the above named Company.

**"clear days"** in relation to the period of a 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 Directors"** mean the directors of the company for time being;

**"The Dividend"** means any distribution (whether in cash or property, and whether made before or during a winding up) by the Company to any Member with respect to the Member's equity interest in the Company.

**"The holder"** In relation to Shares means the Member whose name is entered in the Register of Members as the holder of the Shares.

**"Member"** means an individual, firm body corporate or association admitted to membership of the company in accordance to these Articles;

**"Month"** means a Calendar Month;

"The Office" means the registered office of the company;

"Persons" shall include Corporations, Companies, Partnerships, Cooperative Societies and other Legal/Statutory entities.

"Proxy" shall include an Attorney duly constituted under a Power of Attorney.

"The Register" The Register of Members of the Company.

"Rules" means any rules or regulations issued by the company pursuant to its Memorandum or Articles of Association;

"the seal" means any person appointed to perform the duties of the secretary of the company;

"The Secretary" means any person appointed to perform the duties of the Secretary of the company;

"Words denoting the Masculine gender" shall include the feminine gender

"Words denoting single" Shall include the plural.

"Writing" Shall include printing, lithography and any other mode of representing or reproducing words in a visible form including telegrams and radiograms.

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

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

## MEMBERS

2. The number of members with which the company proposes to be registered is FIVE, 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.

## SHARES

4. (a) Subject to the provisions, if any, in that behalf of the Memorandum of Association, and without prejudice to any special rights previously conferred on the holders of existing shares, any shares may be issued with such preferred, deferred or other special rights or such restrictions whether in regard to the dividend, voting, return of share capital or any preference share may, with the sanction or a special resolution determine, and terms that it is or at the option of the Company, liable to be redeemed.  
(b) The initial share capital of the Company is Tanzania shillings 5,000,000/= (Tanzania Shillings FIVE Million) divided into 100 Ordinary shares of value of Tanzania shillings

50,000/= each, (Tanzania Shillings FIFTY Thousands) each, with power for the company from time to time to increase or reduce the said capital into several classes or otherwise and to attach thereto respectively preferential, qualified or special rights, privileges and conditions.

#### GENERAL MEETINGS

5. 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 so long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not 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.

6. All general meetings other than annual general meetings shall be called extraordinary general meetings.
7. 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 requisitions, 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 the directors.

#### NOTICE OF GENERAL MEETINGS

8. Every general meeting shall be called by twenty-one 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 a 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.

9. Subject to the provisions of the articles, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental 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

10. 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.
11. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; two persons, entitled to vote on the business to be transacted, each being a member or a proxy for a member or a duly authorized representative of a corporation, shall be a quorum.
12. 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.
13. The Chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the general meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the directors present shall elect one of their number to be chairman of the meeting and, if there is only one director and willing to act, he shall be chairman.
14. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be a chairman of the meeting.
15. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days 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.
16. 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 demand):-
  - a. by the chairman; or
  - b. by at least (three) 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

17. 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 demand.
18. In the case of an equality of votes, whether on a shoe of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
19. 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 proceeded with pending the taking of the poll.
20. 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 form each executed by or on behalf of one or more member.

#### **VOTE OF MEMBERS**

21. Every member shall have one vote.
22. A member in respect of whose estate a manager has been appointed under section 26 of the Mental Diseases Ordinance, may vote, whether on a show of hands or on a poll, by his said manager, and any such manager may, on a poll, vote by proxy.
23. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.
24. On a poll votes may be given either personally or by proxy.
25. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or, if the appointer is a corporation, either under sea) or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.
26. 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 that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting of adjourned meeting at which the per son named in the instrument proposes to vote, or, in the case of a poll, not less than

24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

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

“..... Limited  
I/We ..... of ....., being a member/ members  
of the above – named company, hereby appoint  
.....,  
of or failing him ..... of ....., as my/our proxy  
to vote for me/us on my/or behalf at the {annual or extraordinary, as the case  
maybe} general meeting of the company to be held on the .....day of  
.....200....., and at any adjournment thereof.  
Signed this ..... day of, .....200 .....”

28. 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/members 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.....200....., and at any  
adjournment thereof.

Signed this .....day of.....200 .....

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

\*Strike out which ever is not desire”

29. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

30. 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 at 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**

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

32. 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.
33. 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 traveling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.
34. The following persons shall be first Directors to the Company:-

1. **BLANTINA ANALYE MPANGILE** (Managing Director)
2. **MESHACK RAJAB MWAJOMBE** (Company Secretary)

### **BORROWING POWERS**

35. The director may exercise all the powers of the company to borrow money, and to mortgage or 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**

36. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the directors, who may exercise all the powers of the company, shall manage the business of the company. No alteration of the memorandum or articles and no such directions shall invalidate any prior act of the directors, which would otherwise have been valid. The powers given by this article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
37. 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.

38. 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 they case may be, in such manner as the directors shall from time to time by resolution determine,

39. The directors shall cause minutes to be made in books provided for the purpose:-

- of all appointments of officers made by the directors;
- of the names of the directors present at each meeting of the directors and of any committees of the directors;
- of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors.

### DISQUALIFICATION OF DIRECTORS

40. The office of director shall be vacated if the directors:-

- Without the consent of the company in general meeting holds any other office of profit under the company; or
- Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- Cases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or
- Becomes of unsound mind; or
- Resigns his office by notice in writing to the company; or
- 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.

41. 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.

42. The directors may appoint a person who is to act to be a director, either to fill a vacancy or as an additional director, but so that the total number of directors shall not at anytime exceed the number fixed by or in accordance with these articles. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re – election.

43. 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 director may have for damages for breach of any contract of service between him and the company.

44. 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.

45. Subject to the provisions of the articles, the directors may regulate their meetings as they think fit. Questions arising at a meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any directors who are absent from Tanzania.
46. The quorum necessary for the transaction of the business of the directions may be fixed by the directors, and unless so fixed shall be two.
47. 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 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.
48. The directors may appoint one of their numbers to be the chairman of the board of directors and determine the period of which he is to hold office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors 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.
49. The directors may delegate any of their powers to any committee consisting of one or more directors; any committees so formed shall in the exercise of the powers so 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.
50. All act done by a meeting of the directors or of a committee of directors or by a person acting as a director shall, notwithstanding that it be 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 had 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.
51. A resolution in writing signed by all the directors entitled to receive notice of a meeting of the directors, or of a committee of directors, shall be as valid and effectual as if it had been passed at a meeting of the directors or {as the case may be} a committee of directors duly convened and held, and may consist of several documents in the like form each signed by one or more directors.

#### **SECRETARY**

52. 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.
53. 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

54. 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.

55. 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 air view of the state of the company's affairs and to explain its transactions.

56. 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.

57. No number shall (as such) have right of inspecting any accounting records or other book or document of the company except as conferred by statue or authorized by the directories or by ordinary resolution of the company.

58. 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.

59. 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 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

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

61. 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

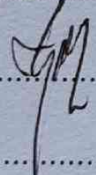
the same was posted. A member whose registered address is not within the Tanzania and who gives to the company an address within the Tanzania at which notices may be given him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.

S/N	NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	NUMBER OF SHARES	SIGNATURES OF SUBSCRIBERS
1.	BLANTINA ANALYE MPANGILE P.O. BOX 1187 MAKAMBAKO	80	B. A. Mpangile
2.	MESHACK RAJAB MWAJOMBE P.O. BOX 1187 MAKAMBAKO	10	M. Mwijombe
3	JEVENTINA MELICK MWABENA P.O. BOX 1187 MAKAMBAKO	10	J. m m

Dated at Dar es Salaam this.....day of JULY 2013

**WITNESS TO THE ABOVE SIGNATURES**

Name: MELKIOR SAUL SANGA

Signature: 

Address: 259 DODOMA

Qualification: ADVOCATE



**DRAWN BY:**

BLANTINA ANALYE MPANGILE  
P.O. BOX 1187  
MAKAMBAKO