

NOT TO BE REMOVED

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

EMCO (TANZANIA) LIMITED

Incorporated this 18th day of January, 1966

Name of the company was changed from Emco Finance (Tanzania) Limited
to Emco (Tanzania) Limited on 9th March, 1967.

New Articles of Association substituted in place of existing Articles
of Association on 9th day of January, 1984

FILED WITH REGISTRAR OF COMPANIES
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COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

EMCO (TANZANIA) LIMITED

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PRELIMINARY

1. The Company is a Private Company and accordingly:-
 - (A) The right to transfer shares is restricted in manner hereinafter provided;
 - (B) The number of the members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company, were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty. Provided that where two or more persons hold one or more shares in the Company jointly, they shall for the purposes of this Article be treated as a single member; and
 - (C) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

TABLE A

2. The regulations in Table A in the First Schedule to The Companies Ordinance (Cap. 212) shall not apply to the Company.

INTERPRETATION

3. In these presents if not inconsistent with the subject or context:-

The words standing in the first column of the following table shall bear the meaning set opposite to them respectively in the second column thereof:-

Words	Meanings
The Ordinance	The Companies Ordinance (Cap. 212)
These Presents	These Articles of Association as now framed or as from time to time altered by Special Resolution.
The Office	The registered office of the Company.

The Board	...	...	The Board of Directors of the Company or the Directors present at a duly convened meeting of Directors at which a quorum is present.
The Register	...	...	The register of members of the Company.
In writing	...	...	Written or produced by any substitute for writing, or partly written and partly so produced.
Paid up	...	...	Paid up or credited as paid up.

Words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender.

Words importing persons shall include corporations.

The expressions "debenture" and "debenture holder" shall include debenture stock and debenture stockholder.

The expression "the Secretary" shall include a temporary or assistant Secretary and any person appointed by the Board to perform any of the duties of the Secretary.

The expression "dividend" shall include bonus.

Reference to any provision of the Ordinance shall be construed as a reference to such provision as modified by any Ordinance for the time being in force.

4. Subject to the last preceding Article, any words or expressions defined in the Ordinance shall if not inconsistent with the subject or context, bear the same meaning in these presents.

BUSINESS

5. Any branch or kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken by the Board at such time or times as it shall think fit and further may be suffered by it to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Board may deem it expedient not to commence or proceed with the same.

6. The office shall be at such place in Tanzania as the Board shall from time to time appoint.

SHARE CAPITAL

7. The share capital of the Company at the date of adoption of these presents is shillings Twenty one million five hundred thousand (Shs. 21,500,000/-) divided into:

10,000 ordinary shares, ~~100/-~~ 100/- each
749,000 ordinary share of Shs. 20/- each

326,000 Ordinary share of Shs. 20/- each

90,000 Non Cumulative, Non Voting 10% Preference Shares

8. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares, any share in the Company may be issued with or have attached thereto such preferred, deferred or other special rights or such restrictions in regard to dividend, voting, return of capital or otherwise as the Directors may from time to time determine.

9. Subject to the provisions of section 47 of the Ordinance, any Preference Shares may be issued on the terms that they are, or at the option of the Directors are to be liable, to be redeemed on such terms and in such manner as the Directors may determined.

MODIFICATION OF RIGHTS

10. Subject to the provisions of section 62 of the Ordinance all or any of the special rights and privileges for the time being attached to any class of shares for the time being issued may from time to time (whether or not the Company is being wound up) be altered or abrogated with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate General Meeting of the holders of such shares. To any such separate General Meeting all the provisions of these presents as to General Meetings of the Company shall mutatis mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy not less than one-half of the issued shares of the class, that every holder of shares of the class shall be entitled on a poll to one vote for every such share held by him and that if at any adjourned meeting of such holders a quorum as above defined be not present those of such holders who are present shall be a quorum.

11. The special rights conferred upon the holders of any shares or class of shares shall not, unless otherwise expressly provided by the conditions of issue of such shares, be deemed to be altered by the creation or issue of further shares ranking pari passu therewith.

SHARES

12. Subject to the provisions of these presents, the unissued shares of the Company shall be at the disposal of the Board, which may allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may determine, but so that no shares shall be issued at a discount except in accordance with section 48 of the Ordinance.

13. The Company may exercise the powers of paying commission conferred by section 44 of the Ordinance provided that the rate or amount

absolutely shall be disclosed in the manner required by the said section, and that such commission shall not exceed 10 per cent of the price at which the shares in respect whereof the same is paid or issued or an amount equal to 10 per cent of such price (as the cases may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.

14. If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company may, subject to the conditions and restrictions mentioned in section 55 of the Ordinance, pay interest on so much of such share capital as is for the time being paid up and may charge the same to capital as part of the cost of construction of the works or buildings or the provision of plant.

15. Except as ordered by a court of competent jurisdiction or as by law required no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these presents or by law otherwise provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

CERTIFICATES

16. Every person whose name is entered as a member in the register shall be entitled, without payment, to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares of any one class, or several certificates each for one or more of his shares of such class upon payment of such sum, not exceeding two shillings for every certificate after the first, as the Board shall from time to time determine. In the case of a share held jointly by several persons delivery of a certificate to one of several joint holders shall be sufficient delivery to all.

17. If a share certificate be defaced, lost or destroyed it may be replaced on payment of such fee (if any) not exceeding ten shillings and on such terms (if any) as to evidence and indemnity and payment of the out-of-pocket expenses of the Company of investigating such evidence as the Board may think fit, and in case of defacement on delivery of the old certificate to the Company.

LIEN

18. The Company shall have a lien on every share (not being a full paid share) for all moneys, whether presently payable or not, called or payable at a fixed time in respect of such share and the Company shall also have a first and paramount lien and charge on all shares (other than fully paid shares) standing registered in the name of each member (whether solely or jointly with others) for all the debts and liabilities of such member or his estate to the Company and that whether the same shall have been incurred before or after notice to

the Company of any equitable or other interest in any person other than such member and whether the time for the payment or discharge of the same shall have actually arrived or not and notwithstanding that the same are joint debts or liabilities of such member or his estate and any other person whether a member of the Company or not. The Company's lien on a share shall extend to all dividends payable thereon. But the board may at any time declare any share to be wholly or in part exempt from the provisions of this Article.

19. The Company may sell, in such manner as the Board may think fit, any share on which the Company has a lien but no sale shall be made unless the sum in respect of which the lien exists is presently payable nor until the expiration of fourteen days after a notice in writing stating and demanding payment of the sum presently payable and giving notice of the intention to sell in default shall have been given to the holder for the time being of the share or to the person entitled by reason of his death or bankruptcy to the share.

20. The net proceeds of the sale shall be applied in or towards payment or satisfaction of the debt or liability in respect whereof the lien exists so far as the same is presently payable and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the time of the sale. For giving effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the share and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

CALLS ON SHARES

21. The Board may from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal amount of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall exceed one-fourth of the nominal amount of the shares or be payable at less than one month from the date fixed for payment of the last previous call and each member shall (subject to the Company giving to him at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his share. A call may be revoked or postponed as the Board may determine.

22. A call may be made payable by instalments and shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed.

23. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

24. If a sum called in respect of a share be not paid before or on the day appointed for payment thereof the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate, not exceeding 10 per cent per annum, as the Board may determine but the Board shall be at liberty to waive payment of such interest wholly or in part.

25. Any sum which, by the terms of issue of a share, becomes payable on allotment or at any fixed date, whether on account of the nominal amount of the share or by way of premium, shall for all the purposes of these presents be deemed to be a call duly made and payable on the date on which, by the terms of issue, the same becomes payable and in case of non-payment of all the relevant provisions in these presents as to payment of interest and expenses, forfeiture or otherwise shall apply as if such had become payable by virtue of a call duly made and notified.

26. The Board may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid and in the times of payment.

27. The Board may, if it thinks fit, receive from any member willing to advance the same all or any part of the moneys uncalled and unpaid upon any shares held by him and upon all or any of the moneys so advanced may (until the same would but for such advance become presently payable) pay interest at such rate as may be agreed upon between the Board and the member paying such sum in advance.

TRANSFER OF SHARES

28. The instrument of transfer of a share shall be executed by both the transferor and the transferee and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register in respect thereof. All instruments of transfer, when registered, shall be retained by the Company.

29. The Board may in its absolute discretion and without assigning any reason therefor, decline to register any transfer of shares to a person of whom it shall not approve. The Board may also decline to register any transfer of shares on which the Company has a lien.

30. The Board may also decline to recognise any instrument of transfer unless:-

- (a) such fee, not exceeding five shillings as the Board may from time to time require is paid to the Company in respect thereof;
- (b) the instrument of transfer is lodged with the Company accompanied by the certificate of the shares to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (c) the instrument of transfer is in respect of only one class of share.

31. If the Board refuses to register a transfer it shall, within two months after the date on which the transfer was lodged, send to the transferee notice of the refusal.

32. The Company shall be entitled to charge a fee of five shillings on the registration of every probate, letters of administration, certificates of death or marriage, power of attorney, distringas notice or other instrument relating to or affecting the title to any share.

TRANSMISSION OF SHARES

33. In case of the death of a member, the survivors, where the deceased

recognised by the Company as having any title to his shares; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share jointly held by him with other persons.

34. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time be required by the Board and subject as hereinafter provided, either be registered himself as holder of the share or elect to have someone nominated by him registered as the transferee thereof.

35. If the person so becoming entitled shall elect to be registered himself he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have his nominee registered he shall testify his election by executing to his nominee a transfer of such share. All the limitations restrictions and provisions of these presents relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer executed by such member.

36. A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall be entitled to receive and may give a discharge for any dividends or other moneys payable in respect of the share but he shall not be entitled in respect of the share to receive notices of or to attend or vote at General Meetings of the Company or, save as aforesaid, to exercise in respect of the share any of the rights or privileges of a member until he shall have become registered as the holder thereof and should he fail either to transfer the share or to elect to be registered as a member in respect thereof within sixty days of being required so to do by the Directors, he shall be deemed to have elected to be registered as a member in respect thereof and may be registered accordingly.

FORFEITURE OF SHARES

37. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may at any time thereafter during such time as any part of such call or instalment remains unpaid serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest and expenses which may have accrued.

38. The notice shall name a further day (not being less than fourteen days from the date of the notice) on or before which and the place where the payment required by the notice is to be made and shall state that in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such call was made or instalment is payable will be liable to be forfeited. The Board may accept the surrender of any share liable to be forfeited hereunder and, in such case, references herein to forfeiture shall include surrender.

39. If the requirements of any such notice as aforesaid be not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls or instalments, interest and expenses due in respect thereof has been

made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

40. When any share has been forfeited, notice of the forfeiture shall forthwith be given to the holder of the share or the person entitled to the share by reason of the death or bankruptcy of the holder (as the case may be); but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice as aforesaid.

41. A forfeited share shall be deemed to be the property of the Company and may be sold, re-allotted or otherwise disposed of either to the person who was, before forfeiture, the holder thereof or entitled thereto or to any other person upon such terms and in such manner as the Board shall think fit and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Board may think fit. The Board may, if necessary, authorise some person to transfer a forfeited share to any such person as aforesaid.

42. A member whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall, notwithstanding, remain liable to pay to the Company all moneys which at the date of forfeiture were presently payable by him to the Company in respect of the shares with interest thereon at such rate as the Board may determine, not exceeding 10 per cent per annum from the date of forfeiture until payment but the Board may waive payment of such interest either wholly or in part and the Board may enforce payment without any allowance for the value of the shares at the time of the forfeiture.

43. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share has been duly forfeited on a date in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration (if any) given for the share on the sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the same is sold or disposed of and he shall thereupon be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture. Sale or disposal of the share.

STOCK

44. The Company may from time to time by Ordinary Resolution convert any paid-up shares into stock and may reconvert any stock into paid-up shares of any denomination.

45. The holders of stock may transfer the same or any part thereof in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit. The Board may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of such minimum but the minimum shall not exceed the nominal amount of the share from which the stock arose.

46. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, voting at General Meetings of the Company and other matters as if they held the shares from which the stock arose but no such privileges or advantage (except participation in the dividends and in assets on a winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred such privileges or advantage.

47. All such of the provisions of these presents as are applicable to paid-up shares shall apply to stock and the words "share", "shareholder" and "member" herein shall include "stock" and "stockholder".

INCREASE OF CAPITAL

48. The Company may from time to time by Ordinary Resolution increase its capital by such sum to be divided into shares of such amounts as the resolution shall prescribe.

49. The Company may, either by the resolution increasing the capital or by a subsequent resolution direct that the new shares or any of them shall be offered in the first instance, either at par or at a premium or (subject to the provisions of section 48 of the Ordinance) at a discount, to all the holders for the time being of that class or those classes of shares in proportion to the number of such shares held by them respectively. In default of any such direction or so far as the same shall not extend the new shares shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons and on such terms as it shall think fit.

50. The new shares shall be subject to all the provisions of these presents with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise and unless otherwise provided in accordance with these presents, shall be issued as Ordinary Shares.

ALTERATIONS OF CAPITAL

51. The Company may from time to time by Ordinary Resolution:-

- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
- (b) Sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association (subject nevertheless to the provisions of section 51(1)(d) of the Ordinance) and so that the resolution whereby any share is sub-divided may determine that as between the holders of the shares resulting from such sub-division one or more of the shares may have any such preferred or other special rights over or may have such qualified or deferred rights or be subject to any such restrictions as compared with the other or others as the Company has power to attach to unissued or new shares.

- (c) Cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

and may also by Special Resolution:-

- (d) Reduce its share capital and any capital redemption reserve fund or any share premium account in any manner and with and subject to any incident authorised and consent required by law.

GENERAL MEETINGS

52. The Company shall in each year hold a General Meeting as its Annual General Meeting, in addition to any other meeting in that year 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 Board shall appoint.

53. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

54. The Board may, whenever it thinks 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 requisitionists as provided by section 114 of the Ordinance otherwise than in accordance with section 114 of the ordinance members may not call meetings of the Company.

NOTICE OF GENERAL MEETINGS

55. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and in the case of special business, the general nature of that business. The notice convening an Annual General Meeting shall specify the meeting as such and the notice convening a meeting to pass a Special Resolution shall specify the intention to propose the resolution as a Special Resolution. Notice of every General Meeting shall be given in manner hereinafter mentioned to such persons as are, in accordance with the provisions of these presents, entitled to receive such notices from the Company and also to the Auditors of the Company for the time being: 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 is so agreed by all the members entitled to receive notice thereof.

56. The accidental omission to give notice of a meeting or (in cases where instruments of proxy are sent out with the notice) the accidental omission to send such instrument of proxy to or the non receipt of notice of a meeting or such instrument of proxy by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

57. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all business that is transacted at an Annual General Meeting with the exception of the declaration and sanctioning of dividends, the consideration of the accounts and balance sheet and the reports of the Directors and Auditors, the election of Directors and Auditors and other officers in place of those retiring by rotation or otherwise and the fixing of the remuneration of the Auditors and the voting of additional remuneration to the Directors.

58. No business shall be transacted at any General Meeting unless a quorum be present when the meeting proceeds to business. Save as provided by these presents, not less than four members personally present shall be a quorum for all purposes. A corporation being a member shall be deemed for the purpose of this Article to be personally present if represented by proxy or in accordance with the provisions of section 116 of the Ordinance.

59. If within half an hour from the time appointed for the meeting a quorum be not present the meeting, if convened on the requisition of members, shall be dissolved. In any other case it 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 or place as the Board may determine and the provisions of Article 62 shall apply. If at such adjourned meeting a quorum as above defined be not present within fifteen minutes from the time appointed for holding the meeting the members present shall be a quorum.

60. The Chairman (if any) of the Board or in his absence, the Deputy Chairman (if any) shall preside as Chairman at every General Meeting of the Company.

61. If there be no such Chairman or Deputy Chairman or if at any meeting neither the Chairman nor the Deputy Chairman be present within fifteen minutes after the time appointed for holding the meeting or if neither of them be willing to act as Chairman, the Directors present shall choose one of their number to act or if one Director only be present he shall preside as Chairman if willing to act. If no Director be present or if all the Directors present decline to take the chair, the members present shall choose one of their number to be Chairman.

62. 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 except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. 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.

63. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands) a poll be demanded by the Chairman or by at least four members present in person and entitled to vote. 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 not carried by a particular majority or lost and an entry to that effect in the book 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 a resolution.

64. If any votes shall be counted which ought not to have been counted or might have been rejected the error shall not vitiate the resolution unless it be pointed out at the same meeting and not in that case unless it shall, in the opinion of the Chairman of the Meeting, be of sufficient magnitude to vitiate the resolution.

65. If a poll be duly demanded the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

66. In case of an equality of votes at a General Meeting, whether on a show of hands or on a poll, the Chairman of such meeting shall be entitled to a second or casting vote.

67. A poll demanded on the election of a Chairman or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place and in such manner as the Chairman directs.

68. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded and it may be withdrawn at any time before the next business is proceeded with.

VOTES OF MEMBERS

69. Subject to any special terms as to voting upon which any shares may be issued or may for the time being be held, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a representative duly authorised under section 116 of the Ordinance shall have one vote and on a poll every member who is present in person shall have one vote.

70. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register.

71. In accordance with section 116 of the Ordinance a corporation being a member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any General Meeting of the Company or of any class of member of the Company and the person so authorised 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.

72. A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction for the protection of persons incapable of managing their own affairs may vote, whether on a show of hands or on a poll by his committee, curator bonis or other person in the nature of a committee or curator bonis appointed by such court and such committee, curator bonis or other person may vote on a poll by proxy provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the office of the Company not less than 3 days before the day for holding the meeting.

73. No member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

74. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

80. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the instrument of proxy or of the authority under which it was executed or the transfer of the share in respect of which the instrument of proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting or the taking of the poll at which the instrument of proxy is used.

DIRECTORS

81. The Directors shall be not less than two and not more than five in number.

82. Each Director shall have the power to appoint either another Director or any person approved for that purpose by a resolution of the Board to act as alternate Director in his place during his absence and may at his discretion remove such alternate Director. A person so appointed shall (except as regards power to appoint an alternate and remuneration) be subject in all respect to the terms and conditions existing with reference to the other Director of the Company and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties as a Director of his appointor in such appointor's absence. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director, provided that if any Director retires by rotation or otherwise but is re-elected at the same meeting, any appointment made by him pursuant to this Article which was in force immediately before his retirement shall remain in force as though he had not retired.

83. All appointments and removals of an alternate Director shall be effected by instrument in writing delivered at the office and signed by the appointor.

84. Each of the Directors shall be entitled to such remuneration as the Board may from time to time determine and such remuneration shall be subject to the approval of the Company in General Meeting. The Directors (including alternate Directors) shall also be entitled to be paid their reasonable travelling, hotel and incidental expenses of attending and returning from meetings of the Board or committees of the Board or General Meetings or otherwise incurred while engaged on the business of the Company.

85. Any Director, who, by request, performs special services or goes or resides outside Tanzania for any purposes of the Company may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine.

86. A Director of the Company may be or become a director or other officer of or otherwise interested in any company promoted by the Company or in which the Company may be interested and no such Director shall be accountable for any remuneration or other benefits received by him as a director or officer of or from his interest in such other company. The Board may also exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner in all respects as it thinks fit, including the exercise thereof in favour of any resolution appointing the members of the Board, or any of them, to be directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be or be about to become a director or officer of such other company and as such or in any other manner is or may be interested in the exercise of such voting rights in manner aforesaid.

87. (a) A Director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office of Director upon such terms as the Board may determine and may receive such remuneration therefor as the Board may think fit in addition to any other remuneration hereunder. Subject to the next paragraph of this Article, no Director or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or in any other manner whatever, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested be liable to be avoided nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established.

(b) A Director who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, if his interest then exists or in any other case at the first meeting of the Board after he becomes so interested. A general notice to the Board given by a Director to the effect that he is a member of a specified company or firm and is to be regarded as interested in all transactions with such company or firm shall be a sufficient declaration of interest under this Article, and after such general notice it shall not be necessary to give any special notice relating to any subsequent transaction with such company or firm, provided that either the notice is given at a meeting of the Board or the Director giving the same takes reasonable steps to secure that it is brought up and read at the next Board Meeting after it is given.

(c) A Director shall not vote (but shall be counted in the quorum) in respect of any contract or arrangement in which he personally is interested and if he shall do so his vote shall not be counted but this prohibition shall not apply to any arrangement for giving to any Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company nor to any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company which the Director has himself guaranteed or secured nor to any contract by a Director to subscribe for or underwrite shares or debentures of the Company, nor to any contract or arrangement with a corporation in which he is interested only by reason of being a director, officer, creditor or member of such corporation and it may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract by the Company in General Meeting.

(d) A Director, notwithstanding his interest, shall be counted in the quorum present for the purpose of considering the appointment of himself or of any other Director to hold any such office or place of profit under the Company as aforesaid or of arranging the terms of any such appointment and he may vote on any such appointment or arrangement other than his own appointment or arrangement of the terms thereof.

(e) Any Director may act by himself or his firm in a professional capacity for the Company (otherwise than as Auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a Director.

88. A Director shall not be required to hold any share in the Company.

89. Without prejudice to the provisions for retirement hereinafter contained, the office of a Director shall be vacated in any of the events following, namely:-

- (a) If he resigns his office by writing under his hand left at the office.
- (b) If he be found or become of unsound mind or become bankrupt or compound with his creditors.
- (c) If, without leave, he be absent otherwise than on the business of the Company from meetings of the Board for six consecutive months and a majority of his co-directors resolve that his office be vacated.
- (d) If he be convicted of an offence involving moral turpitude.
- (e) If he be requested in writing by a majority of his co-Directors to resign.

POWERS AND DUTIES OF DIRECTORS

90. The business of the Company shall be managed by the Board, which may exercise all such powers of the Company as are not by the Ordinance or by these presents required to be exercised by the Company in General Meetings, subject nevertheless to the provisions, of these presents and of the Ordinance and to such regulations, being not inconsistent with such provisions, as may be prescribed by the Company in General Meeting but no regulations made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulations had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article.

91. The Board may establish any local boards or agencies for managing any of the affairs of the Company, either in East Africa or elsewhere and may appoint any persons to be members of such local board or any person to act as manager or agent with any of the powers, authorities and discretions vested in the Board, with power to sub-delegate and may authorise the members of any local board or any of them to fill any vacancies therein and to act notwithstanding vacancies and any such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit and the Board may remove any person so appointed and may annul or vary any such delegation but no person dealing in good faith and without notice of

92. The Board may by power of attorney appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents) and for such period and subject to such conditions as it may think fit and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

93. The Company may exercise the powers conferred by section 33 of the Ordinance with regard to having an official seal for use abroad and such powers shall be vested in the Board.

94. The Company may exercise the powers conferred by sections 104-107 of the Ordinance with regard to the keeping of a branch register and the Board may (subject to the provisions of those sections) make and vary such regulations as it may think fit respectively the keeping of any such register.

95. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures and other Securities whether outright or as collateral security for any debt liability or obligation of the Company or any third party.

96. All cheques, promissory notes, drafts, bills of exchange and other negotiable and transferable instruments and all receipt 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 Board shall from time to time by resolution determine.

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

- (a) Of all appointments of officers made by the Board.
- (b) Of the names of the Directors present at each Board or Committee Meeting.
- (c) Of all resolutions and proceedings at all meeting or the Company and of the Board and of the Committees.

MANAGING DIRECTOR

98. The Board may from time to time appoint one or more of its body to the office of Managing Director for such period and upon such terms as it thinks fit and subject to the provisions of any agreement entered into in any particular case, shall not revoke such appointment.

99. A Managing Director shall receive such remuneration (whether by way of salary, commission or participation in profits or otherwise as the Board may determine and either in addition to or in lieu of his remuneration as a Director.

100. The Board may entrust to and confer upon a Managing Director any of the powers exercisable by it upon such terms and conditions and with such restrictions as it thinks fit and either collaterally with or to the

101. The Board may also appoint a Company of which one or more of their number is a Director as Managing Agent. The provisions of articles 98 to 100 shall then apply to such Managing Agent as though the Managing Agent was a duly appointed Managing Director.

SECRETARY

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

103. A provision of the Ordinance or these presents requiring or authorising 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.

PENSIONS AND ALLOWANCES

104. The Board may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as Managing Director or in any other executive office or employment under the Company or indirectly as an executive officer or employee of any subsidiary company of the Company or of its holding Company (if any), notwithstanding that he may be or have been a Director of the Company and may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person.

THE SEAL

105. The Board shall provide for the safe custody of the seal, which shall not be affixed to any instrument except by the authority of a resolution of the Board and shall be so affixed in the presence of at least two Directors or at least one Director and the Secretary and such Directors or Director and Secretary shall sign every instrument to which the seal is so affixed in their presence. All forms of certificate for shares, stock or debentures or representing any other form of security (other than letters of allotment, scrip certificates and other like documents) shall be issued under the seal and bear the autographic signatures of two Directors or one Directors or one Director and the Secretary.

ELECTION OF BOARD

106. The Company in General Meeting shall elect Directors subject to the number of Directors not exceeding the maximum number herein provided.

107. Without prejudice to the power of the Company in General Meeting in pursuance of any of the provisions of these presents to appoint any person to be a Director, the Board shall have power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these presents.

PROCEEDING OF BOARD

108. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be determined 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 on the requisition of a Director shall, at any time, summon a Board Meeting. It shall not be necessary to give notice of a Board Meeting to any Director for the time being absent from Tanzania.

109. The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed at any other number shall be four. In the absence of quorum the Chairman or Deputy Chairman elected under Article 111 may adjourn the meeting from time to time and place to place and at any adjourned meeting the Directors present shall constitute a quorum.

110. The continuing Directors may act notwithstanding any vacancy in their body but if and for so long as their number be reduced below the minimum number fixed by or in accordance with these presents, the continuing Directors or Director may act for the purpose of filling up vacancies in their body or of summoning General Meetings of the Company but not for any other purpose and may act for either of the purposes aforesaid, whether or not their number be reduced below the number fixed by or in accordance with these presents as a quorum.

111. The Board may elect a Chairman and Deputy-Chairman of its meetings and determine the period for which they are respectively to hold office. If no such Chairman or Deputy-Chairman be elected or if at any meeting neither the Chairman nor the Deputy-Chairman be 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.

112. A meeting of the Board at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Board.

113. The Board may delegate any of its powers to committees, whether consisting of a member or members of its body or not, as it thinks fit. 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 Board.

114. The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any regulations imposed by the Board under the last preceding Article.

115. A resolution in writing signed by all the Directors in Tanzania or by all the members of a committee for the time being shall be as valid and effectual as a resolution passed at a meeting of the Board, or as the case may be, of such committee duly called and constituted. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or members of the Committee concerned.

116. All acts done by any Board or committee or by any person acting as a Director, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid or that they or any of them were disqualified or had vacated office, shall as regards all persons dealing in good faith be as valid as if every such person had been duly appointed and was qualified and had

AUTHENTICATION OF DOCUMENTS

117. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company (including the Memorandum and Articles of Association) and any resolutions passed by the Company or the Board and any books, records, documents and accounts relating to the business of the Company and to certify copies thereof or extracts there from as true copies or extracts and where any books, records, document or accounts are elsewhere than at the Company's head office the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.

DIVIDENDS

118. The Company in General Meeting may from time to time declare dividends to be paid to the Members according to their rights and interests in the profits but no dividend shall be declared in excess of the amount recommended by the Board.

119. All dividends shall be declared and paid according to the amounts paid up on the shares in respect whereof the dividend is paid but no amount paid up on a share in advance of calls shall be treated for the purposes of this Article as paid up on the share. All dividends shall be apportioned and paid pro rata according to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share be issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

120. The Board may from time to time pay to the members such interim dividends as appear to the Board to be justified by the position of the Company; the Board may also pay the fixed dividend payable on any Preference Shares of the Company half-yearly or otherwise on fixed dates, whenever such position, in the opinion of the Board, justifies that course.

121. The Board may deduct from any dividend payable to any Member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise.

122. No dividend shall bear interest against the Company.

123. Any dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address, or, in the case of joint holders, addressed to the holder whose name stands first on the Register in respect of the shares. Every such cheque or warrant shall, unless the holder otherwise directs, be made payable to the order of the registered holder or in the case of joint holders, to the order of the holder whose name stands first on the Register in respect of such shares and shall be sent at his or their risk. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable in respect of the share held by such joint holders.

124. Any General Meeting declaring a dividend may, upon the recommendation of the Board, direct payment or satisfaction of such dividend wholly or in part by the distribution of specific assets and in particular of paid-up shares or debentures of any other Company and the Board shall give effect to such direction and where any difficulty arises in regard to such distribution the Board may settle it as it thinks expedient and in particular may fix the value for distribution of any such specific assets and may determine that cash payment shall be made to any Members upon the footing of the value so fixed in order to secure equality of distribution.

125. The Directors may retain the dividends and bonuses payable upon shares in respect of which any person is under the provisions as to transmission of shares herein before contained entitled to become a member or which any person under those provisions is entitled to transfer until such person shall become a member in respect of such shares or shall duly transfer the same.

126. The payment by the Directors of any unclaimed dividend into an unclaimed dividend account shall not constitute the company a trustee in respect thereof and any dividend unclaimed after a period of twelve years from the date of declaration of such dividend shall be forfeited and shall revert to the Company.

RESERVES

127. The Board may before recommending any dividend set aside out of the Company such sums as it thinks proper as reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company or its holding company, if any) as the Board may from time to time think fit. The Board may also without placing the same to reserve carry forward any profits which it may think prudent not to divide.

CAPITALISATION OF PROFITS AND RESERVES

128. The Company in General Meeting may upon the recommendation of the Board at any time and from time to time pass a resolution to the effect that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserves or to the credit of the profit and loss account or otherwise available for distribution and not required for the payment of the fixed dividends on any Preference Shares of the Company and accordingly that such sum be set free for distribution among the members or any class of members who would be entitled to such profits if distributed by way of dividend and in the same proportions, on the footing that the same be not paid in cash but be applied either in or towards paying up the amounts for the time being unpaid on any shares in the Company held by such members respectively or in payment up in full of unissued shares, debentures or other obligations of the Company, to be allotted and distributed credited as fully paid up among such members or partly in one way and partly in the other and the Board shall give effect to such resolution. Provided that a share premium account and a capital redemption reserve may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.