

THE COMPANIES ACT.2002

(CAP .2012)

COMPANY LIMITED BY SHARE

MEMORANDUM

And

ARTICLE OF ASSOCIATION

OF

CHAPEAU AFRICAN ART GALLERY LIMITED

Incorporated this day of2023

Drawn by:
FARIHYA AMINI MONGI (SUBSCRIBER)
P. O. BOX 12724
ARUSHA

THE COMPANIES ACT 2002 (CAP.212)

COMPANY LIMITED BY SHARE

MEMORANDUM OF ASSOCIATION

OF

CHIAPEAU AFRICAN ART GALLERY LIMITED

1. The name of the company "CHIAPEAU AFRICAN ART GALLERY LIMITED"
2. The Registered office of the Company will be situated in Tanzania.
3. The objects of which the company is established are:
 - a) To carry on the business of running an online shopping portal for art and crafts item. To organize art exhibitions and sell sculptures, paintings, artifacts and related items through e-commerce or otherwise in Tanzania and abroad.
 - b) To carry on in Tanzania and abroad the business of marketing of works of art and craft, sculptures, paintings and other products related to art and craft including handicrafts, artifacts and similar items. To own, create and manage online shopping e-commerce websites, portals, mobile applications and to create a virtual shopping mall with online catalogue and to provide a convenient shopping experience to its customers..
 - c) To develop, own, manage and run art galleries for exhibition of art and deal in sculptures, paintings, art products, artifacts, sculpture, decorative arts, furniture, textiles, costume, drawings, pastels, watercolors, collages, prints, artist books, photographs, installation art and similar articles
 - d) To organize, aid, counsel, assist and promote all types of fairs, exhibitions including sculpture exhibitions, painting exhibitions, performance arts, musical shows, poetry recital, trade exhibitions, events, celebrity shows, charitable shows, fund raising events, rural shows, premiers, laser shows and all other connected promotional activities in Tanzania.
 - e) Provide exhibition space for crafters and artists to exhibit their artifacts and Paintings and spaces for performing art.
 - f) To carry on the business of casting, forging, fabricating, sheeting, stamping, pressing, extruding, drawing, flattening, molding, straightening, heat treatment of all kinds of ferrous and non-ferrous materials, metals and alloys specially for the purpose of manufacturing, decorating, improvising and crafting sculptures, artifacts, decorative items and similar other products.
 - g) To construct, maintain and improve or subscribe towards the construction maintenance improvement of roads, water- work and canals and also of tramways railways, and other roads and quays and wharves for the purpose of the company, or the connect the same with other lines of communications.

To carry on all any of the business of transport, carriage and haulage contractors, owners and charter of road vehicles, aircraft and ships and boats of every description and carriers of goods and passenger by road, rails water or air and to establish, acquire, maintain and operate transport service of every description both public and private and all services ancillary thereto and for such purposes or as independent undertakings to purchase, take exchange charter, hire, build, contract or otherwise acquire and own, operate, work, manage, maintain, repair, service and deal with and road vehicle, aircraft and vessels of every supplies therefore and to conduct any such business within the country or any other state in Africa or Europe or Asia and or any other foreign country.

- i) To carry on business as proprietors and operators of hotels, restaurants, lodges, camps, leisure facilities, motels, , refreshment and tea rooms , cafes and milk and snake bars, beerhouses, and lodging housekeepers, wine, beer and sprit merchants and as restaurants caters and catering constrictors, construct, own gambling premises, gaming casinos and to enter into or carry into effect agreements with any government or other person or company relating to the operational executive or other field of the company or the use of immovable property or other facilities a the disposal of the Company or for other purpose for which the Company is equipped or considers necessary, to equip and furnish and property for the purpose of letting it to visitors or guest, whether in rooms suite, tens, chalets, cottages, moveable structure or otherwise.
- j) To carry on or any of the trades and business of farmers, plants, grazers, breeders of the dealers in livestock, market gardeners, arbor culturists, agriculturists, horticulturists, and dairyman and any other trade or business in connection with arboriculture agriculture or horticulture.
- k) To purchase and sell livestock, poultry and agricultural and animal produce of all kind, both wholesale and retails.
- l) To carry on the business as ranchers, breeder of animal of kinds as dairy ostrich and ostrich and poultry farmers and as ranchers, breeder of animals of all kinds, as growers and meat and fruits preservers.
- m) To carry on the business of miners and mining in all their branches and for the said purpose to peg, purchase, take on lease, or exchange or otherwise acquire concessions, grants, easements, option, claims, properties, cassettes-and effects supposed to contain minerals diamonds, or other precious stones, and any interest therein, and to explore, mine, work, excise develop and turn to account mines and mining rights and any understanding connected therewith.
- n) To carry on all any of the wholesale and/or retail as gemstones merchants jewels and/or dealers in and/or buy, sell market import export and/or general deals or all or any kinds gemstones precious and same precious stones, old silver and precious metals of whatsoever kind or description.
- o) To carry business as importers, suppliers, distributors, general merchants sellers, buyers worldwide trade wholesalers, retailers, dealing good, stores, consumable, articles, general

needs, leather products, leather goods products, green peas, foods and cash crop including livestock.

- p) To carry on the business of manufacturers importers, exporters and dealer (whether or retailers) all kinds of plastic wares for domestic office, industrial use or otherwise plastic component and appliances, medical, chemical perpetration articles and compounds and manufacture, import, sell dyes cosmetics, soap, washes, pomades, paints, pigments, oils, spirits, distempers, varnishes, resins, synthetic and manmade materials and fabrics of whatsoever nature and deal in all articles, substance and ting commonly or conveniently used in or for making up, preparing or parking any product in which the company is authorized to deal with which may be required by the customers or persons having dealing with the company
- q) To buy, manufacture, export-import and deal in machinery, plains and or things capable of being used in any such business as aforesaid or required by any cost paper of or persons having dealing with the company.
- r) To carry on the business of importers, exporters, buying materials, sanitary ware wall paper, roofing tiles, flooring tiles, supplying, industrial equipment's spares of every description, plumbers, decorators, steel fabrication, machine shop, nickel plating, electric plating, making still windows, doors, frames and roof tresses.
- s) To provide consultancy on construction, architecture, structural design sa11d engineering, construction labor managements, estate plans and soil test.
- t) To carry on the business of importers, exporters, general merchants, general store-keepers, universal providers, wholesale and/or retail traders, dealers of piece wood, paints, hardware, glassware, crockery, cutlery, iron monger turners and other house hold fitting and requirements, other articles and commodities of personal, household use and consumption, provisions, textiles, groceries ,medicines ,drugs, wines ,spirits, liquors, chemical, surgical, option, photographic and other instruments, apparatus and materials, motor vehicles, automobiles and generally in all manufacturers good of all types and merchandise of all kinds.
- u) To carry on the business of export or import of bird, carvings, artworks, woodworks, guiding aids, artistic and or demonstration tools, business promotion apparatus and or tools, wood and or timbers products, forest produce, designers of arts and representations thereof, dealers in carvings of all kinds, types and description whatsoever.
- v) To carry on the business as general food processors packers and suppliers, to be general suppliers of hard foods stuffs and agricultural crops, to be grain millers and food mixers

- l) To carry out the business of garage proprietors and service station for motor vehicle of all kinds, to carry on the safe keeping, cleaning, repairing, refueling, panel beating, spraying and the general care of motor vehicles, aircraft, machinery, equipment, utensils, appliances, apparatus, fuel for internal combustion engines, lubricants, cements, solutions, batteries and accessories and all things capable of being used in connection with the said businesses or in the manufacture or maintenance of such vehicle, machinery, equipment and plant.
- x) To carry out the business of providing technical and allied services in the field of welding, metal fabrication, non destructive testing, quality assurances, and to provide consultancy in technical services, oils storage tank erections and all other businesses which can be carried out in connection to the above.
- y) To purchase, take on lease and other wise acquire for investments or resale any estate, land, buildings, easements, and other rights and interest in immovable property or any tenure in Tanzania and elsewhere and to sell let or lease exchange or otherwise dispose of or grant right over any immovable property, belong to the company.
- z) To Purchase, take or lease Orin exchange, hire or otherwise acquire and hold and state lands buildings, casements, rights, licenses secret processes, machinery, plants, stock, and in trade and real or personal property of any kind.

And it is hereby declared that:-

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

The object specified in each of the paragraphs of the paragraph of this Clause shall be regarded as independent objects, and accordingly shall in ho way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph of the name of the Company but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraph define the objects of the separate and distinct compound.

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

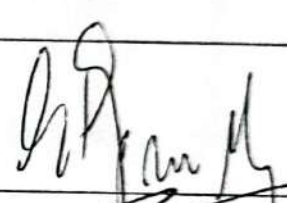




The liability of the Members is Limited

5. The capital of the Company is shillings 10,000,000/= divided into 1000 shares of shillings 10,000/= each.

The company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company.


We, the several persons whose names and address 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.

NAME, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE
ELZBIETA DOROTA PEPMOLLER	400	
RALF PEPMOLLER	400	
FARHIYA AMINI MONGI	200	

Date at.....this.....day of.....2023

Witness of the above signature;-

Name : HAMIS . R. SAID

Signature : 

Postal Address : P. O. Box 3011 Arusha

Qualification: ADVOCATE



THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
CHAPEAU AFRICAN ART GALLERY LIMITED
PRELIMINARY

1. In these articles: -

"the Act" means the Companies Act;

"the articles" means the articles of the 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 seal" means the Common Seal of the Company;

"Secretary" shall mean any person appointed to perform the duties of Secretary of the Company;

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 in the Act or any statutory modification thereof in force at the date at which these articles become binding on the company.

PRIVATE COMPANY

2. The company is a Private Company and accordingly: -

- a) The right to transfer shares is restricted in manner hereinafter prescribed.
- b) The number of members of the company (exclusive of persons who are in 1 employment of the company and persons who have been formerly in t employment to be the member of the company, where while in si employment to be the member of the company) is limited to fifty, provided t where two or more persons hold one or more. Share in the company jointly shall for the purpose of this regulation be tested as a single member.
- c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
- d) The Company shall not have power to issue share warrants to bearer

TRANSFER OF SHARES

3. The Directors may in their direction and without assigning any reason thereof refuse to register the transfer of any share to any person who it shall in their opinion be undesirable for any reason whatsoever to admit to membership.

4. Subject to clauses 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows;

- a) No share shall be transferred to a person who is not a member so long as any member of any person selected by the Directors as one who it is desirable in the interest of the Company to admit to membership.
- b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every personal representatives of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors of the Company as his agent for the sale of the said shares to any member or members of the company at the price to be agreed upon between the party giving such notice the party and the board, or in case of difference to be determined by the Auditor of the Company.
- c) Upon price of such shares being agreed on a determined as per clause (b) above, the board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares, stating the number and price of such share inviting the person to whom notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so what maximum number of such shares. At the expiration of such days 21 notice the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase number of shares already held by them respectively, or if there be only one such shareholder, that the whole of such shares shall be sold to him, provided no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice.

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



DIRECTORS

5. Until otherwise determined by the company General meeting, the Directors shall not be less than two and not more than seven in number.

6. The following persons shall be the first Directors of the company

- a) ELZBIETA DOROTA PEPMOLLER
- b) RALF PEPMOLLER
- c) FARHIYA AMINI MONGI

7. The shareholding qualification for Directors may be fixed by the company in General Meeting, and unless and until so fixed no qualification shall be required.

8. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors be two.

9. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if it had been passed at a meeting of Directors duly and constituted.

10. The Directors may from time to time borrow or raise any money for the company for the purpose at the Company, which may exceed the issued share capital of the company.

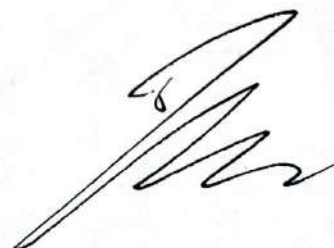
BORROWING POWERS

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

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

VOTE OF MEMBERS


2. Every member shall have one vote.



13. A member in respect of whose estate a manager has been appointed under section 26 of the Mental Diseases Act, 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.
14. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.
15. On a poll votes may be given either personally or by proxy.
16. 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 seal or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company
17. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
18. 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

19. 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.

A handwritten signature in black ink, consisting of a stylized, cursive script that appears to be the initials 'J.M.' followed by a long, sweeping horizontal stroke.

SECRETARY

20. 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.

21. 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.

WINDING UP

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

ALTERNATION OR ADDITION

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

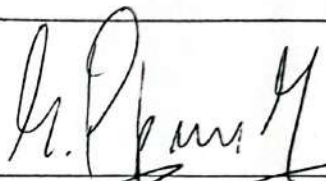


INDEMNITY

24. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer for the time being of the Company shall be indemnified out of the Assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or is in connection with any application in which relief is granted to him by the Court.

ARBITRATION

25. If and whenever any dispute or difference shall arise between the Company and any of the members or their respective representatives touching upon the construction or meaning of any of the Articles herein contained or any act matter or thing made or done or omitted to be done

or with regard to the rights or liabilities arising here under or arising out of the relation existing between the parties by reasons of these Articles or One Act, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three 3) arbitrators, one to be appointed by each party and the third to be appointed by the first two or in the event of failure to agree within (Cap. 15) or any then existing statutory modifications or re-enactment thereof shall apply.

NAME, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE
ELZBIETA DOROTA PEPMOLLER	400	
RALF PEPMOLLER	400	
FARHIYA AMINI MONGI	200	

Date at 4th this September day of Monday 2023

Witness of the above signature;-

Name : HAMIS R. SAID

Signature : 

Postal Address : P.O. Box 3011 ARUSHA

Qualification: ADVOCATE

