

THE COMPANY ACT

(Company Act No 12 OF 2002)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

ROYAL STAR HOTEL LIMITED

Incorporated thisday of 2024

DRAWN BY:

SOPHIA JOSEPH

(ADVOCATE)

P. O. BOX 1967

DAR ES SALAAM

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

ROYAL STAR HOTEL LIMITED

- I. The name of the Company is **ROYAL STAR HOTEL LIMITED**.

- II. The Registered office of the Company will be situated in the United Republic of Tanzania.

- III. The objects for which the Company is established are.

(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To carry on the business of and management and marketing of Hotel, Holiday Resorts, Villas, Lodgings, Stalls, Garages, Summer Houses Chateaus, Castles, Inns, Hostels, Road Houses, Motels, Taverns, Rest Houses, Guest Houses, Apartments and Digs.

2. To Sell, Serve and to distribute and to manage and market of, selling, serving and distribution of comestibles, eatables, Victuals, Meat, bread, bread stuffs and all types of foodstuff and human consumables.

3. To sell and serve distribute and to manage and market the manufacture, selling, serving and distributing of soft drinks, aerated waters, beverages both natural and artificial, fresh and canned vegetables and meats, fresh and canned food stuffs, fresh and canned fruits, dried fruits and to manufacture, grow, produce, develop, process (including canning, cold storage, deep freezing de-hydration, baking, drying,

bottling and packing) of all types of vegetables, fruits, meat, fish, pieces and condiments.

4. To carry on the business of travel agents, hirers of motor and other vehicles, caterers for public amusements, hair dressers, perfumers, chemists, proprietors of clubs, baths, dressing rooms, laundries, reading rooms, writing rooms, news papers and smoking room, libraries, places of amusements, recreation, sports, entertainments and instruction of all kinds, departmental stores, agents for railway, shipping and airline companies and carriers, theatrical and opera box office proprietors, insurance agents.

(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:

To do or perform all or any of the following operations, acts or things which are ancillary or incidental to carry on the above objects.

5. To set up facility for research and development and inspection, quality control, proto-type development, tool room, and other specialized services required by the hotel industry.
6. To enter into agreements and contracts with Tanzanian and foreign individuals, companies or other organisations for technical, financial and other assistance for carrying on / out of all or any of the business of the company.
7. To carry on the business in and relating to machinery, fitting, tools, materials, products and things of all kinds capable of being used in the hotel industry.
8. To advertise and adopt means of making known the business activities of the Company or any articles or goods traded or dealt in by the company in any way as may be expedient including posting of bills in relation to the same and the issue of circulars, books, pamphlets and price lists and the conducting of competitions, exhibitions, demonstrations and the giving of prizes, rewards and donations.
9. To bring buy, sell, manufacture, prepare, convert, repair, hire alter, treat , manipulate, exchange , let on hire, import, export , dispose off and deal in machinery, implements, rolling stock, plant hardware, which may seem to the company capable of being used or required for the purpose of any of the business which the company is expressly authorised to carry on or which are usually supplied or dealt in by persons engaged in any such business which the company is expressly authorised to carry on or which are usually supplied or dealt

in by persons engaged in any business or which may seem to the company capable of being conveniently carried on in connection with the above or otherwise calculated directly or indirectly to enhance the value of any of the property and rights of the company for the time being.

10. To apply for, purchase or otherwise acquire and protect, prolong and renew trade marks, trade names, designs, secret processes, patents, patent rights, licenses, protection and concessions which may appear likely to be advantageous or useful to the Company and to spend money in experimenting and testing and improving or seeking to improve any patents, inventions or rights, which the Company may acquire or propose to acquire or develop.

11. To enter into partnership or into any arrangement for sharing of profits, union of interest, co – operation, joint venture, reciprocal concessions or otherwise with any person, firm or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in or any business or undertaking or transaction which may seem capable of being carried on or conducted so as directly or indirectly to benefit the company and to guarantee the contracts of or otherwise assist any person, firm or company and to take or otherwise acquire and hold shares or securities of any such person, firm or company and to sell, hold, re-issue with or without guarantee or otherwise deal with such shares and securities.

12. To enter into any agreement with any Government or state Authority, Municipal, Local or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such Government or State Authority any rights, privileges and concessions which may seem conducive to the Company's objects or any of them.

13. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, firm or company on carrying on any business which this Company is authorised to carry on and to purchase, acquire, apply for, hold, sell and deal in shares, stocks, debentures, or debenture stock of any person, firm or company.

and to conduct or make, carry into effect any arrangement in regard to the winding up of the business of any such person, firm or company.

14. To construct, acquire, establish, provide, maintain and administer factories, estates, railway sidings, buildings, water reservoirs, sheds, channels, pumping installations, generating installations, pipelines, garages, storages and accommodation of all kinds and description in connection with the business of the company.

15. To apply for, render, purchase or otherwise acquire any contracts and concessions for or in relation to the construction, erection, equipment, improvement, management administration or control of works and conveniences and to undertake, execute, carryout, dispose of or otherwise turn to account the same.

16. To buy, obtain on lease or otherwise acquire lands, buildings and other immovable properties necessary for carrying on the main objects and to sell, lease, mortgage, or hypothecate or otherwise dispose of all or any of the properties and assets of the Company on such terms and conditions as the Company may think fit.

17. To amalgamate with any Company or Companies having objects altogether or in part, similar to those of this Company.

18. To pay all the costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company and issue of its capital including any underwriting or other commission, broker's fee and charges, in connection therewith and costs, charges, expenses of negotiations and contracts and arrangements made prior to and in anticipation of the formation and incorporation of the Company.

19. To remunerate or make donations (by cash or in kind or by the allotment of fully or partly paid up shares or by call or option on shares, debentures, debenture stock, securities of this or any other company or in any other manner), whether out of the Company's capital, profits or otherwise to any person or firm or company for services rendered or to be rendered in introducing any property or business to the Company or placing or assisting to place or guaranteeing the subscription of any shares, debentures, debenture stock or other securities of the Company or for any other reason which the Company may think proper.

19. Imparting training to persons including but not restricted to skill development and entering into MOU's or any form of agreements with any type of legal entity and/ or regulatory authority for imparting training of any type.
20. To undertake and execute any trust, the undertaking whereof may seem desirable, either gratuitously or otherwise.
21. To draw, make, issue, accept and to endorse discount and negotiate promissory notes, hundies, bills of exchange, bills of lading, delivery orders, warrants, warehouse keepers certificates and other negotiable, commercial and mercantile instruments connected with the business of the Company.
22. To open accounts with any individual, firm or company or with any bank or banks and to pay into and withdraw moneys from such account or accounts.
23. Subject to the provisions of the Companies Act, 2012, to invest, apply for and acquire or otherwise employ moneys belonging to, entrusted to or at the disposal of the Company upon securities and shares with or without security upon such terms as may be thought proper from time to time and vary such transactions in such manner as the Company may think fit.
25. To make advances upon or for the purchase of materials, goods, machinery, stores and other articles or services required for the purpose of the Company.
26. To sell, mortgage, assign or lease and in any other manner deal with or dispose of the undertaking or properties of the Company or any part thereof, whether movable or immovable for such consideration as the Company may think fit and in particular for shares, debentures or other securities of any other Company having objects altogether or in part similar to those of this Company.
27. To improve, manage, work, develop, alter, exchange, mortgage, lease, turn to account, abandon or otherwise deal with all or any part of the properties, rights and concessions of the Company.
28. To provide for the welfare of the employees or ex-employees or the company or their wives, widows, families or dependants or relatives of such by building or contributing to the building of houses, dwellings or grant of money, pensions, gratuity, bonds, payment towards insurance or other payment, or by creating from time to time subscribing or contributing to, adding or supporting provident funds or conveniences and by providing or subscribing or contributing towards places of instruction of

recreation, hospitals and dispensaries, medical and other assistance as the Company shall think fit.

29. Subject to provisions of the Companies Act, 2002, and the Constitution of United Republic of Tanzania, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or any public, general or useful objects.
30. To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or any other purpose which may seem directly or indirectly calculated to benefit the Company and to or guarantee the placing of underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other Company.
31. To distribute any of the properties of the Company amongst the members in , consequent upon the winding up of the Company.
32. To carry on such incidental business whether manufacture or otherwise that may seem to the Company capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to enhance the value of or render profitable and of the Company's property or rights or which it may be advisable to undertake with a view to improving, developing, rendering valuable or turning to account any property real or personal belonging to the Company or in which the Company may be interested and to all or any of the above things, either as principals, agents, trustees, contractors, or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
33. To render assistance to buy, sell, import, export, manipulate for market and deal in merchandise of all kinds.
34. To aid financially, to carry on in India or elsewhere all or any one or more of the following business viz., buying, selling, dealing in, letting on hire, selling on hire purchase or easy payment of office furniture, domestic or business appliances, small or large computers, software, accessories, installations, fittings, machinery and similar articles as the Company may think fit.
35. To aid financially and to carry on the business of factoring, leasing and financing.

36. To aid financially for carrying on the business of exporters of all electronics products, computers and related equipment and accessories made in the United Republic of Tanzania.

37. To do all such things as are incidental or conducive to the attainment of the above objects.

(C) THE OTHER OBJECTS NOT INCLUDED IN (A) AND (B) ABOVE ARE:

1. To carry on all kinds of agency business and to take part in managements, supervision or control of the business or operations of any other company, association, firm or person (and to act as agents, secretaries, or other officers of any such company, association firm or person) and in connection therewith to appoint and remunerate any Directors, accountants and other experts or agents.

2. To carry on the business of mechanical engineers, Tool makers, Brass founders, wood workers, pointers, metallurgists, electrical Engineer, water works engineers, gas generators, carriers and merchants and to buy, sell, manufacture, repair, convert, alter, let on hire, and deal in machinery, implements and hardware of all kinds.

3. To carry on the business of manufacturers of parts, sub-assemblies, group assemblies Main assemblies, wire assemblies, printed boards and printed board assemblies, Terminal assemblies, tag board assemblies, Switches, Relays, Cut outs, connectors, and complete equipments for Electronics, Electric, Automobiles, Aero-engines, Aircraft, Earthmoving equipments, Farming equipments, Communication equipments and other industrial equipments.

4. To manufacture allied digital, electronic equipment, computer peripherals.

5. To manufacture electronic relays, switches and other basic components such as integrated circuits.

6. To carry on the business of agriculturists, dairy farmers, poultry farmers, fish farmers and deep sea farmers.

7. To manufacture and deal in all sorts of electrical consumer goods.

IV. The liability of the members is limited.

V. The Authorized Share Capital of the Company is Tanzania Shillings Four Hundred Million Shilling only (Tshs 400,000,000/=) divided into one hundred shares (100), Where the value of each single share of the company is Four Million Tanzania Shillings per each (Tshs 4,000,000/=).

We the several persons, whose names and addresses are subscribed hereunder, 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 as set opposite to our respective names:

Names, Address, and Description Subscribers	Number of Shares	Signature of Subscriber
ANNA SAMWELI NYAMBULA, Managing Director P.O.BOX 24059 DAR ES SALAAM +255 767439432	90	<i>Anna Samweli</i>
CONSALVIUS GEROLD LWILLA, P.O.BOX 24059 DAR ES SALAAM +255754379946	10	<i>Gerold</i>

Dated at Dar es Salaam this 19th day of MARCH, 2024

WITNESS to the above signatures:-

Name: SOPHIA JOSEPH

Signature: *Sophia Joseph*

Qualification: ADVOCATE

Postal Address: 7631 DAR ES SALAAM



THE COMPANIES ACT 2002 (CAP.212)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ROYAL STAR HOTEL LIMITED

INTERPRETATION

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, photography, 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.

PRIVATE COMPANY

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

(a) The right to transfer shares is restricted in manner hereinafter prescribed.

(b) The number of members of the company (exclusive of persons who are in the employment of the company and persons who have been formerly in the employment of the company and were while in such employment to be the member of the company) is limited to fifty.

(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.

MEMBERS

3. The number of members with which the company proposes to be registered is two but the directors may from time to time register an increase of members.
4. The subscribers to the memorandum of association and such other persons as the directors shall admit to membership shall be members of the company.

GENERAL MEETINGS

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 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 requisitionists, as provided by section 133 of the Act. If at any time there are not within the Tanzania sufficient directors capable of 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 entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the members 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 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 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, 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 members 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 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
 - (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 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 show 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. 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 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.
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 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 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.
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 duty authorized representative of a corporation shall be valid 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 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 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 following persons shall be Directors to the Company:-

- (a) ANNA SAMWEL NYAMBULA**
- (b) CONSALVIUS GEROLD LWILA**

34. 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 company.

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 directors given by special resolution, the directors, who may exercise all the powers of the company, shall manage the business of the company. No alteration 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, 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:-
 - (a) of all appointments of officers made by the directors;
 - (b) of the names of the directors present at each meeting of the directors and of committees of the directors;
 - (c) 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:-
 - (a) Without the consent of the company in general meeting holds any other profit under the company; or
 - (b) Becomes bankrupt or makes any arrangement or composition with his generally; or
 - (c) Ceases to be a director by virtue of any provision of the Act or becomes by law from being a director; or
 - (d) Becomes of unsound mind; or
 - (e) Resigns his office by notice in writing to the company; or
 - (f) Is directly or indirectly interested in any contract with the company and fails 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 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 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. 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 directors 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 delegated to them, and in 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 acts 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 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 effect 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.
- (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 always be open to the inspection of the directors.
57. No member shall (as such) have right of inspecting any accounting records or other book or document of the company except as conferred by statue or 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 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. 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.



ALTERNATION OR ADDITION

62. 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

63. 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, judgment is given his favor or in which he is acquitted or is in connection with any application in which relief is granted to him by the court.

We the several persons, whose names and addresses are subscribed hereunder, are desirous of being formed into a Company in pursuance of this Articles of Association and we respectively, agree to take the number of shares in the Capital of the Company as set opposite to our respective names:

Names, Address, and Description Subscribers	Number of Shares	Signature of Subscriber
ANNA SAMWELI NYAMBULA, Managing Director P.O.BOX 24059 DAR ES SALAAM +255 767439432	90	
CONSALVIUS GEROLD LWILLA, P.O.BOX 24059 DAR ES SALAAM +255754379946	10	

Dated at Dar es Salaam this 19TH day of MARCH, 2024

WITNESS to the above signatures:-

Name: SOPHIA JOSEPH

Signature: 

Qualification: ADVOCATE

Postal Address: 7631 DAR-ES-SALAAM

