

THE COMPANIES ACT [NO.12 OF 2002]

COMPANY LIMITED BY SHARES.

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

MAKETE DISTRICT COUNCIL (T) COMPANY LIMITED

Incorporated this 23rd day of October, 2024

Certificate of Incorporation No. 179020815



DRAWN BY

THE OFFICE OF DISTRICT EXECUTIVE DIRECTOR,
MAKETE DISTRICT COUNCIL.
P.O.BOX 6,
MAKETE – NJOMBE.

I HEREBY CERTIFY THAT

MAKETE DISTRICT COUNCIL (T) COMPANY LIMITED

Is incorporated under the Companies Act (Cap. 212) on this ^{23rd} day of ^{October} 2024
and that the Company is Limited.

Given under my hand at Dar es Salaam this ^{23rd} day of ^{October} 2024

.....
Registrar of Companies

THE COMPANIES ACT [NO.12 OF 2002]

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION


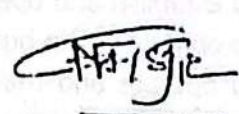
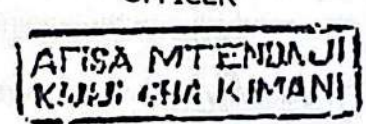
Of

MAKETE DISTRICT COUNCIL (T) COMPANY LIMITED



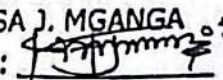
1. The name of the Company MAKETE DISTRICT COUNCIL (T) COMPANY LIMITED
2. The registered office of the Company shall be situated in the United Republic of Tanzania.
3. The objects for which the company is established are:-
 - a) To carry on its business as a special purpose vehicle
 - b) To establish and operate a plant for processing wheat flours
 - c) To engage in the business of growing, buying and selling wheat.
 - d) To operate and manage other commercial projects owned by Makete District Council
 - e) Generally to do all such other things as may appear to be incidental or conducive to the attainment of the above objects or any of them.
4. The liability of the members is limited.
5. The capital of the company is shillings Two Billions (**2,000,000,000/=**) divided into **200,000** shares each valued at Tshs. **10,000/=** each, and the company may by ordinary resolution increase its capital at any time.

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

S/No	Name, Address and Description of subscribers	No of shares taken by each Subscriber	Signature of subscribers
1	MAKETE DISTRICT COUNCIL P.O BOX 06, MAKETE	199,999	 DISTRICT EXECUTIVE DIRECTOR MAKETE
2	KIMANI VILLAGE COUNCIL P.O BOX 06, MAKETE.	01	 VILLAGE EXECUTIVE OFFICER 

Dated at Makete this 10 day of October, 2024

WITNESS TO THE ABOVE SIGNATURES:-

Name: ISSA J. MGANGA
 Signature: 
 Postal Address: P.O. BOX 06, MAKETE
 Qualification: ADVOCATE



THE COMPANIES ACT (CAP.212)
PRIVATE COMPANY LIMITED BY SHARES.
ARTICLES OF ASSOCIATION
OF
MAKETE DISTRICT COUNCIL (T) COMPANY LIMITED



1. INTERPRETATION In these regulations:

"The Act" means the Companies Act [Cap 212]

"The articles" means the articles of association of the company.

"General Meeting" means the meeting of the members of the company.

"Company" means **MAKETE DISTRICT COUNCIL (T) COMPANY LIMITED**

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

"The Seal" means official seal of the company

When any provision of the Act is referred to, the reference is to such provision as modified by any law for the time being in force.

Unless the context otherwise requires, expressions defined in the Act or any statutory modification thereof in force at the date at which these articles become binding on the COMPANY shall have the meanings so defined.

The rules in the Act which shall apply are those for which no provision is made in these articles.

Member

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

General Meetings

4. The company shall in each year hold a general meeting at its annual general meeting in addition to any meetings in the year and shall specify the meeting as such in the notice calling it and not more than 15 months shall elapse between the date of one general meeting and the next: Provided that so long as the company holds its first annual general meeting within 18 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 at such place, as the subscribers may determine.
5. All General Meetings other than annual general meetings shall be called extraordinary general meetings.
6. The directors may whenever they think fit, convene an extraordinary general meeting and extraordinary general meeting 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 Tanzania sufficient directors capable of acting to form a quorum any director or any two members of the company may convene an extraordinary general meeting in same manner as nearly as possible as that in which meetings may be convened by the directors.

Notice of General Meeting

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

- a. In the case the meeting called as the annual general meeting, by all the members entitled to attend and vote thereat.
 - b. In the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting being a majority together representing not less than fifty one per cent (51%) of the total voting rights at the meeting of all the members.
8. Subject to the provisions of the articles the notice shall be given to all members, to all persons entitled to a share in the consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive the notice shall not invalidate the proceedings of the meeting.

Proceedings at General Meetings

9. All business shall be deemed special that is transacted at an extra ordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of consideration of the accounts, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.
10. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the 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.
11. If within half an hour from the time appointed for the meeting a quorum is not present, or if during the course of a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day of the following week, at the same time and place or to such other day at such other time and place as the directors may determine.

- 12.** 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 member to be chairman of the meeting and, if there is only one director present and willing to act, he shall be chairman.
- 13.** If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of the members to be chairman of the meeting.
- 14.** A director shall, notwithstanding that he is not a member, be entitled to attend and speak at a general meeting and at any separate meeting.
- 15.** The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least seven (7) days' notice of the adjourned meeting shall be given specifying 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 of or of the business to be transacted at an adjourned meeting.
- 16.** At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

 - a. by the chairman or;
 - b. by at least three members present in person or by proxy; or
 - c. by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or Unless a poll is 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, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be evidence of that fact.

- 17.** The demand for a poll may, before the poll is taken, be withdrawn.
- 18.** Except as provided elsewhere, if a poll is duly demanded it shall be taken in such a manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 19.** 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 casting vote in addition to any other vote he may have.
- 20.** 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 not being more than thirty days after the poll is demanded as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be preceded with pending the taking of the poll.
- 21.** A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall have effect as if it had been passed at a general meeting duly convened and held, and may consist of several instruments in the like form each executed by or on behalf of one or more members.

Vote of members

- 22.** Every member shall have one vote.
- 23.** 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 manager, and any such manager may, on a poll, vote by proxy.
- 24.** No member shall be entitled to vote at a general meeting or at a separate meeting unless all monies presently payable by him to the company have been paid.
- 25.** On a poll votes may be given either personally or by proxy.
- 26.** The instrument appointing proxy shall be in writing executed by or on behalf 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.
- 27.** The instrument appointing a proxy and any authority under which it is executed a copy of that authority certified notarially or in such other manner as approved by the directors shall be deposited at the registered office of the company or at such other place within Tanzania as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person 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.

28. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

MAKETE DISTRICT COUNCIL (T) COMPANY LIMITED

I/We _____ of _____, being a member/members of the above named company, hereby appoint _____

of _____ as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the company to be held on the _____ day of _____, and at any adjournment thereof.

Signed this _____ day of _____, 20____".

29. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

MAKETE DISTRICT COUNCIL (T) COMPANY LIMITED

I/We, _____ of _____, being member/members of the above named company, hereby appoint _____

of _____ as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the company to be held on the _____ day of _____, and at any adjournment thereof.

Signed this _____ day of _____, 20____".

This form is to be used in favor of/against resolutions {1/2/3 etc.}. Unless otherwise instructed, the proxy will vote as he thinks fit or abstain from voting.

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

Corporations Acting by Representatives at Meetings

32. 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 or of any class of members of the company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the company.

Directors

33. Unless and until the Company in general meeting shall otherwise determine the number of directors shall not be subject to any maximum but shall be not be less than Two.

The first directors of the company shall be the following;

1. **WILLIAM M. MAKUFWE**
2. **CHRISTOPHER YONAM FUNGO**

- 34.** The remuneration of directors shall from time to time be determined by the company in the general meeting. 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 the general meetings of the company or in connection with the affairs of the company.

Borrowing Powers

- 35.** The directors may exercise all powers of the company to borrow money and to mortgage or charge its undertaking and property and issue debentures and other securities to any third party; all subject to approval by the board of directors.

Powers and Duties of Directors

- 36.** Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the company shall be managed by the directors, who may exercise all the powers of the company. No alteration of the memorandum or articles and no such 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.** The directors may appoint the Executive Director of the Foundation who shall be accountable to the Board and also will be in charge of the Foundation and head all day to day operations of the Foundation. The board may appoint such staff for the foundation as it may deem fit provide that the board may delegate powers of appointment or employment of any staff to the said Executive Director.
- 39.** All cheques, promissory notes, drafts, bills and all negotiable instruments and all receipts of monies paid to the company shall be signed and drawn, accepted,

endorsed or otherwise executed as the case may be in such manner as the directors may from time to time determine.

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

- a. of all appointments of directors
- b. Of the names of the directors present at each meeting of the directors or and of any committee 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

41. The Office of director shall be vacated if the director –

- a. Without the consent of the company in general meeting holds any other office of profit under the company; or
- b. Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- c. Ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or
- d. Becomes of unsound mind; or
- e. Resigns his office by notice in writing to the company; or
- f. Is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in many 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, that vote shall not be counted.

42. The company may by ordinary resolution appoint a person who is willing to act as a director to fill a vacancy or be an additional director.

43. The Directors may appoint a person who is willing 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 any time exceed the number fixed by or in accordance with these articles. Any director so appointed shall hold office only until the next following annual general meeting, and shall be eligible for re-election.

44. The company may by ordinary resolution, of which special notice had been given in accordance with section 144 of the Act, remove any director before the expiration of his period of office notwithstanding anything in the article or any agreement between the company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.

45. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediate preceding article. Without prejudice to the powers of directors until article 43 the company in general meeting may appoint any person to be director either to fill a vacancy or as an additional director.

Proceedings of directors

46. Subject to the proceedings of articles the directors may regulate their meetings as they think fit. Questions arising at meetings shall be decided by the majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A director and the secretary at the request of a director shall call a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any director who is absent from Tanzania.

47. The quorum necessary for the transaction of the business of directors may be fixed by the directors and unless so fixed shall be two.

48. The continuing directors may act notwithstanding any vacancy but if, and so long as their number is reduced below the number fixed by or pursuant to the articles of the company as the necessary quorum of directors the continuing directors or director may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the company but for no other purpose.

- 49.** 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 directors so appointed shall preside at every meeting of directors at which he is present. But if not such chairman is appointed, or if he is he unwilling to preside, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the same, the directors present may choose one of their member to be chairman of the meeting.
- 50.** The directors may delegate any of their powers to any committee consisting of one or more directors; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors. Subject to any such regulations, 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.
- 51.** All acts done by a meeting of the directors of a committee of directors or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed as was qualified and had continued to be a director and was entitled to vote.
- 52.** A resolution in writing, signed by all the directors entitled to receive notice of a meeting of the directors, or of a committee of directors, shall be as valid and effectual as if it had been passed at a meeting of the director or (as the case may be) a committee of directors duly convened and held, and may consist of several documents in the form each signed by one or more directors.

The Secretary

- 53.** 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. The secretary shall perform all duties of a company secretary and any other duties as the directors may assign him or her.
- 54.** The 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

- 55.** 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

Accounts

- 56.** The directors shall cause proper books of account to be kept with respect to –
- a. all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place;
 - b. all sales and purchase of goods by the company; and
 - c. The assets and liabilities of the company.

Property books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.



- 57.** 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 place as the directors think fit, and shall always be open to the inspection of the directors.

- 58.** No member shall (as such) have any right of inspection records or other book or documents of the company except as conferred by statute or authorized by the directors or by ordinary resolution of the company.
- 59.** The directors shall from time to time in accordance with sections 150,153 and 155 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.
- 60.** In accordance with section 164 of the Act, the copy of the company's annual accounts to be laid before the company in a general meeting together with a copy of the director's report and the auditor's report shall not less than twenty-one days before the date of, the company; provided that this regulations 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 debenture the joint holders of any debentures.

Audit

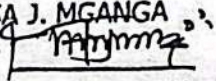
- 61.** Auditors shall be appointed and their duties regulated in accordance with sections 170 to section 179 of the Act.

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 needs to be in writing. The company may give any notice to a member either personally or by sending it by post in a prepaid 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 a notice the same was posted. A member whose registered address is not within the Tanzania and who gives to the company and address within the Tanzania at which notices may be given him shall be entitled to receive any notice from the company.

S/No	Name, Address and Description of subscribers	No of shares taken by each Subscriber	Signature of subscribers
1	MAKETE DISTRICT COUNCIL P.O BOX 06, MAKETE	199,999	 DISTRICT EXECUTIVE DIRECTOR DISTRICT EXECUTIVE DIRECTOR MAKETE
2	KIMANI VILLAGE COUNCIL P.O BOX 06, MAKETE.	01	 VILLAGE EXECUTIVE OFFICER AFISA MEENDAJI KUJI CHA KIMANI

Dated at Makete this 10 day of October, 2024

WITNESS TO THE ABOVE SIGNATURES:-

Name: ISSA J. MGANGA
Signature: 
Postal Address: P.O. BOX 06, MAKETE
Qualification: ADVOCATE.

