

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

GALATA WOOD & FURNITURE LIMITED

Incorporated this _____ day of _____ 2023

Drawn by

MHANDO STEVEN [Advocate]
Assey & Associates
Ngome Building, 5th floor
Sinza, Africasana alone TRA ROAD
P.O BOX 7000,
Email; asseygroup.ltd@gmail.com
DAR ES SALAAM.

THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

OF

GALATA WOOD & FURNITURE LIMITED

1. Name of the company is **GALATA WOOD & FURNITURE LIMITED**
2. The registered office of the company will be in **TANZANIA**
3. The objects for which the Company is formed is to carry on the business as consumable, office and stationery supplier (and it is hereby expressly declared that the several sub-clauses of this clause and all the powers thereof are to be cumulative and in no case is the generality of any one sub-clause nor is any general expression in any sub-clause to be narrowed or restricted by any particularity of expression in the same sub-clause or by the application of any rule of construction ejusdem generis or otherwise). The purpose for which this Company is formed are as follows;
 - (a) To carry on manufacture of furniture activities.
 - (b) To carry on sawmilling and planning of wood.
 - (c) To carry on manufacture of veneer sheets and wood-based panels activities.
 - (d) To carry on manufacture of builders' carpentry and joinery activities.
 - (e) To carry on manufacture of wooden containers activities.
 - (f) To carry on manufacture of other products of wood, manufacture of articles of cork, straw and plaiting materials activities.
 - (g) To carry on logging activities.
 - (h) To carry on support services to forestry.
 - (i) To carry on wholesale of other household goods.
 - (j) To carry on wholesale of construction materials, hardware, plumbing and heating equipment and supplies activities.
 - (k) To carry on retail sale of electrical household appliances, furniture, lighting equipment and other household articles in specialized stores.
 - (l) To carry on retail sale via mail order houses or via internet.
 - (m) To carry on other retail sale not in store, stalls or markets.
 - (n) To carry on real estate activities with own or leased property.
 - (o) To carry on real estate activities on a fee or contract basis.
 - (p) To carry on urban and suburban passenger land transport.
 - (q) Warehousing and storage activities.
 - (r) To carry on architectural and engineering activities and related technical

consultancy.

- (s) To carry on veterinary activities.
- (t) To carry on undifferentiated goods-producing activities of private households for own use.
- (u) To carry on other manufacturing n.e.c
- (v) To carry on other personal service activities n.e.c.

- (w) To carry on all such businesses which may be similar to any of the businesses specified in the foregoing sub-clauses

- (x) To acquire by license or otherwise from any Government municipal or other public body or any person the right to maintain and operate manufacturing of food products and oil products and any other services whether by air or land or by water.

- (y) To establish depots and agencies in different parts of the world for the purposes of carrying on any or all of the business of the Company.

- (z) To enter into contracts with any person or company.

- (aa) To obtain all powers and authorities necessary to carry out or extend any of the above objects.

- (bb) To raise and borrow money by the issue of shares, stock, debentures, debenture stock, bonds, obligations, deposit notes and otherwise howsoever.

- (cc) To carry on the business of manufacturers and manufacturer's representatives which may seem to the Company capable of being conveniently carried on or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

- (dd) To act as agents or brokers and as trustees for any person firm or company and to undertake and perform sub-contracts and also to act in any of the business of the Company through or by means of agents brokers sub-contractors or otherwise.

- (ee) To invest and deal with monies of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.

(ff) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures debenture stock perpetual or otherwise and to secure the payment of any money borrowed or raised or owing by the mortgage charge or lien upon the whole or any part of the Company's property or assets whether present or future including its uncalled capital and also by a similar mortgage charge or lien to secure and guarantee the performance by the Company or any obligation or liability it may undertake.

(gg) To purchase take on lease or in exchange or otherwise acquire buildings and to develop and turn to account the same in any manner and to advance money to or enter into contracts and arrangements of all kinds with the builders tenants and others.

(hh) To vary the investments of the Company.
(ii) To re-issue any stock or shares or other securities with or without the guarantee of the Company.

(iii) To acquire and undertake the whole or any part of the goodwill and assets of any person firm or Company carrying on or proposing to carry on any of the businesses which the Company is authorized to carry on and as part of the consideration of such acquisition to undertake all or any of the liabilities of such person firm or company or to acquire an interest in amalgamate with or enter into partnership or into any arrangement for sharing profits or for co-operation or for limiting competition or for mutual assistance with such person firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired any shares debentures debenture stock or securities and to retain or sell mortgages and deal with any shares debenture stock or securities so received.

(kk) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertake any of the liabilities of this company or for undertaking any business or operations which may appear likely to assist or benefit this company or to enhance the value of any property or business of this company and to place or guarantee the placing of or underwrite subscribe for or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(ll) To enter into any arrangements with any Government or Authorities (Supreme Municipal Local or otherwise) or any companies firms or persons that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such government authority company

firm or person any charters contracts decrees rights privileges and concessions which the Company may think desirable and to carry out exercise and comply with any such charters contracts decrees rights privileges and concessions.

- (mm) To enter into working arrangements of all kinds (including joining in a co-operative arrangement) with other companies corporations firms or persons and also to make and carry into effect arrangements with respect to union of interests or amalgamation either in whole or in part or any other arrangements with other companies corporations firms or persons.
- (nn) To accept any composition scheme or any securities for any debt or property claimed and to allow any time for payment of any debt and to compromise abandon compound or submit to arbitration or otherwise settle any debt account claim or thing.
- (oo) To sell mortgage improve manage develop turn to account exchange let rent and grant licenses easements or otherwise rights in respect of and in any other manner deal with or dispose of the undertaking or the property for the time being of the company for any consideration whether in cash or shares (fully or partly paid) debentures debenture stock or other interest in securities of any company or otherwise.
- (pp) To sell or otherwise dispose of the whole of any part of the business or property of the Company either together or in portions for such consideration as the Company may think fit and in particular for shares debentures or securities of any company purchasing the same.
- (qq) To advertise all or any of the products or goods of the Company in any way that may be thought advisable.
- (rr) To establish and support or aid in the establishment and support of associations institutions funds trusts and conveniences calculated to benefit employees or ex-employees of the Company or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any public general useful objects.
- (ss) To give as charity to any person firm or institution in any part of the world

any reasonable sum of money for the purpose of doing good to humanity at large.

(tt) To remunerate any person firm or Company rendering services to this Company either by cash payment or by allotment to him or them of shares or securities of the company credited as paid up in full or in part or otherwise as may be thought expedient.

(uu) To distribute among the members of the Company in kind any property of the Company and in particular any shares debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.

(vv) To pay all or any expenses incurred in connection with the promotion formation and incorporation of the company or to contract with any person firm or company to pay the same and to pay commission to brokers and others for underwriting placing or guaranteeing the subscription of any shares debentures stock or securities of this Company.

(ww) To procure the Company to be registered in any part of the world or to take such other steps as may be necessary to give the Company as far as possible the same rights and privileges in any part of the world as are possessed by companies or partnerships of a like character elsewhere.

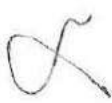
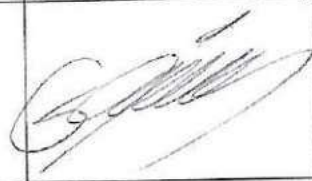
(xx) Generally to do all such things as may appear to be incidental or conducive to the attainment of the above objects or any of them.

AND it is hereby declared that the word "Company" in this clause, except where used in reference of this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Tanzania or elsewhere, and that the intention is that each of the objects set forth in any sub clauses or the objects herein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause, but the company shall have full powers to exercise all or any of the powers conferred by any part of this clause and not withstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the sub-clauses of this clause.

4. The liability of the members is limited.

5. The authorized share capital of the Company shall be Tshs. 300,000,000/= divided into 3000 ordinary shares of Tshs. 100,000/= each with power for the Company to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without any preference, any postponement of rights or to any conditions or restrictions and so that unless the conditions of the issue of shares, whether declared to be reference or otherwise, shall be subject to the power here in before contained.

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

NO	Names, addresses and description of subscriber	Number of shares	Signature of subscriber
1	MEHMET ADNAN SAHIN P.O Box 21637 Dar es Salaam	1500	
2	GOKHAN GUVEN P.O Box 21637 Dar es Salaam	1500	

Dated at Dar es Salaam this 13th day of December, 2023

Witness to the above signatories

Name; FREDDY SAILANI SANGA

Signature; 

Postal address; 78264, DAR ES SALAAM

Qualification; **COMMISSIONER FOR OATHS**



from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for twenty-one 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.

50. 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 by at least a majority of the members (each being entitled to vote) present in person or by proxy.

Votes by Members

51. Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on show of hands, been carried, unanimously, or by a particular majority or lost, an entry to that effect in the books containing the minutes of the 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.
52. Except as provided in Article 54, if a poll is duly demanded it shall be taken in such manner as the Chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
53. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
54. A poll demanded on the election of a Chairman of a meeting or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
55. Subject to the provisions of the Act, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations or associations being present by their duly authorized representatives) shall be as valid and effectual as if the same had been passed at a general meeting of the Company duly convened and held. Such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys or representatives.
56. Every member shall have one vote.

57. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian appointed by that court, and any such committee or other legal guardian or other person may, on a poll, vote by proxy.

58. 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 tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.

59. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the following form or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve:

I/We, of.....being a Member/Members of the above named Company, hereby appoint ofor failing him ofas my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Company to be held onday of 20... and at any adjournment thereof.

Advisory Board

60. The Company may appoint a person or persons not exceeding three to advise the Company in its programs. Such a person(s) appointed shall serve in that capacity for three years subject to renewal depending on the decision of the Company.

Corporations Acting by Representatives at Meetings

61. Any corporate body which is a member of the Company may by resolution of its Directors or 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 corporate body which he represents as that corporate body could exercise if it were an individual member of the Company.

Directors

62. Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two or more than ten and shall be appointed by the Company in General Meeting. The first Directors of the Company shall be appointed in writing by the subscribers to the Memorandum of Association and until such appointment, the following shall be the first Directors of the Company;

1. MEHMET ADNAN SAHIN

2. GOKHAN GUVEN

62.1. (a) The remuneration of 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 may also be paid all traveling, hotel and other expenses properly incurred by them in attending and returning from meetings of Directors or any other committee of the Directors, or general meetings of the Company, or in connection with the business of the Company.

(b) Any Director who, by request, performs special services or goes or resides abroad for any purpose of the Company may be paid such extra remuneration as the Board may determine.

63. 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 as shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of, or from his interest in, such other company unless the Company otherwise directs.

64. Each Director shall have the power by an instrument in writing to nominate any person to act as alternate director in his place and at his discretion to remove such alternate director. On such appointment being made the alternate director shall be subject in all respects to the terms and conditions affecting the other Directors, and each alternate director, while acting in the place of an absent Director, shall exercise all the rights and discharge all the duties of the Director he represents. Should an alternate director also be a Director, all rights vested in him as an alternate director (including the right of voting at meetings and of signing on behalf of the nominating Director any such resolution as is mentioned in Articles 92) shall be in addition to and not in substitution for his rights as a Director. Any instrument appointing an alternate director shall be delivered to and retained by the Company. If the Director making any such appointment as aforesaid shall cease to be a Director, the person appointed by him shall cease to have any power or authority to act as an alternate director.

65. All appointments and removal of an alternate Director shall be effected by an instrument in writing delivered at the Office and signed by the appointer.

Borrowing Powers

66. The Directors 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 security for debts, liability or obligation of the Company or of any third party.

Powers and Duties of Directors

67. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in general meetings, subject nevertheless to the provisions of the Act or these Articles and to such regulations being not inconsistent with the aforesaid 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 that regulation had not been made.
68. The Board may at any time and from time to time delegate to any person such of its powers as are not by the Act or by these Articles required to be exercised by it.
69. The Directors may from time to time and at any time by Power of Attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the Attorney or Attorneys of the Company for such purposes and with such powers, authorities and discretion, not exceeding those vested in or exercisable by the Directors under the Act or these Articles, and for such period and subject to the conditions as they 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 and for the delegation by such Attorney of all or any of the powers, authorities and discretion vested in him.
70. The Directors may exercise the powers conferred by section 43 of the Act with regard to having an official seal for use abroad.
71. The Directors may exercise the powers conferred upon the Company by section 124 to 127 (both inclusive) of the Act with regard to the keeping of a branch register, and the Directors may, subject to the provisions of those sections, make and vary such regulations as they may think fit respecting the keeping of any such register.
72. (a) A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with section 209 of the Act.
- (b) A Director shall, nevertheless, be entitled to vote in respect of any contract or arrangement in which he is interested.
- (c) A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of director for such period and on such terms (as to

remuneration and otherwise) as the Directors may determine and 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 otherwise, 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 voided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realized by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.

- (d) A Director may vote at a meeting of the Directors or of a committee of Directors upon any resolution concerning a contract, proposed contract, transaction or arrangement in which he has, whether directly or indirectly, an interest or upon any matter arising therefrom, and if he shall so vote, his vote shall be counted and he shall be taken into account in determining whether a quorum is present at such meeting.
- (e) Any Director may act himself or by his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director. Provided that nothing herein contained shall authorize a Director or his firm to act as auditor of the Company.

73. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

Minutes

74. The Directors shall cause minutes to be made in books provided for the purpose:

- (a) Of the names of the Directors present at each meeting of the Directors, and of any committee of the Directors; and
- (b) Of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of the Committees of Directors; and
- (c) Of all appointments and dismissals of staff made by the Directors.

75. The Directors, on behalf of the Company, may pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or to his widow or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

Disqualification of Directors

76. The Office of Directors shall be vacated if the Director:

- (a) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (b) Becomes prohibited from being a Director by reason of any order made under sections 193 or 197 of the Act; or
- (c) Is found to be lunatic or becomes of unsound mind; or
- (d) Resigns his office by notice in writing to the Company; or
- (e) Without the permission of the Chairman, he does not attend three consecutive or four whether consecutive or not, meetings of the Board; or
- (f) Is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in the manner required by section 209 of the Act; or
- (g) Is punished with imprisonment for a term exceeding six months without an option of a fine; or
- (h) Is removed from that office by a resolution at the general meeting of the Company.

77. A director, who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company, shall declare the nature of his interest at a meeting of the Directors in accordance with section 209 of the Act. Subject to such disclosure as aforesaid, a Director may vote in respect of any contract or arrangement in which he is interested and if he shall so vote his vote shall be counted, and he may be counted in ascertaining whether a quorum is present at any meeting at which any such contract or arrangement shall come before the Directors for consideration. Membership of an association or any partnership or corporate body shall be deemed to be interest for the purpose of this Article

Appointment and Removal of Directors

78. Subject to and in accordance with any agreement in writing among all of the members of the Company, the Company may by Special Resolution:

- (a) Appoint any person a Director, so, however, that the prescribed maximum be not exceeded, and determine the period for which he is to hold office;
- (b) Remove any Director from office and appoint another person in his stead.

79. A Director shall be entitled to receive notice of and to attend and speak at any general meeting or at any separate meeting of the holders of any class of shares in the Company.
80. Every Director shall remain in office until the expiry of his period of appointment or until removed under the provisions of Article 82 or until his office is vacated under the provisions of Article 77 or as otherwise agreed by all of the members of the Company in writing.
81. Subject to and in accordance with any agreement in writing among all of the members of the Company, the Directors 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 Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles.

Chairman

82. The Directors shall elect amongst their own body a Chairman for such period as they think fit.
83. The Chairman shall preside at every meeting of the Directors and of the Members.

Proceedings of Directors

84. The Directors may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or a casting vote. A Director may, and the Secretary, on the requisition of a Director, shall, at any time, summon a meeting of the Directors. It shall be necessary to give notice of a meeting of Directors to any Director for the time being absent from Tanzania.
85. The quorum necessary for the transaction of the business of the Directors shall be fixed by the Directors and unless so fixed shall be four.
86. The continuing Directors may act notwithstanding any vacancy in their body 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 summoning a general meeting of the Company, but for no other purpose.
87. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think 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 these Articles and by the Directors.

88. The members of a Committee appointed by the Board shall choose one of them to be the Chairman of the Committee.
89. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the Chairman of that meeting shall have a second or casting vote.
90. All acts done at any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defects in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
91. A resolution in writing, signed by all the Directors for the time being shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

Secretary

92. 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 the Directors.

Chief Executive Officer and Chief Operating Officer

93. The Chief Executive Officer, if any, and Chief Operating Officer, if any, shall be appointed by the Board for such term, at such remuneration and upon such terms and conditions as the Board may think fit and any Chief Executive Officer or Chief Operating Officer so appointed may be removed by the Board.

The Seal

94. The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Directors or of a Committee of the Directors authorized by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or some other person appointed by the Directors for the purpose.

Dividends and Reserve

95. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Directors. The Directors may, from time to time, pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company. Any general meeting declaring a dividend

- may resolve that such dividend be paid wholly or in part by the distribution of specific assets, and in particular, of paid up shares, debentures, or debenture stock of the Company, or paid up shares, debentures, or debenture stock of any other company or in any one or more of such ways.
96. Any general meeting may resolve that any moneys, investments or other assets forming part of undivided profits of the Company standing to the credit of a reserve fund, or any capital redemption reserve fund or in the hands of the Company and available for dividend be capitalized and distributed amongst such of the members as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalized fund be applied on behalf of such members in paying up in full either at par or at such premium as the resolution may provide any unissued shares of the Company which shall be distributed accordingly or in or towards payment of the uncalled liability on any issued shares and that such distribution or payment shall be accepted by such members in full satisfaction of their interest in the said capitalized sum.
97. For the purpose of giving effect to any resolution under the last two preceding Articles, the Directors may settle any difficulty which may arise in regard to the distribution as they think expedient and in particular, may issue fractional certificates, and may fix the value for distribution of any specific assets, and may determine that cash payments shall be made to any members upon the footing of the value so fixed or that fractions of less value than Tshs. 1,000/- may be disregarded if order to adjust the rights of all parties, and may vest any such cash or specific assets in trustees upon such trusts for the persons entitled to the dividend or capitalized fund as may seem expedient to the Directors. Where requisite, a proper contract shall be filed in accordance with the Act, and the Directors may appoint any person to sign such contract on behalf of the persons entitled to the dividend or capitalized fund, and such appointments shall be effective.
98. No dividend shall be paid otherwise than out of the profits.
99. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid on the shares, but if and so long as nothing is paid up on any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares. No amount paid on a share in advance of calls shall, while carrying interest, be treated for the purpose of this Article as paid on the share.
100. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for meeting contingencies, or for equalizing dividends or for any other 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, as the Directors may from time to time think fit.

101. If several persons are registered as joint holders of any share any one of them may give effectual receipts for any dividend payable on the share.
102. No dividend shall bear interest against the Company.

Accounts

103. 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 purchases of goods by the Company;
 - (c) The assets and liabilities of the Company.
104. Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.
105. The books of accounts shall be kept at the registered office of the Company or at such other place or places as the Directors think fit and shall always be open to the inspection of the Directors.
106. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts or books of the Company or any of them shall be open to the inspection of Members, and no member, not being a Director, shall have any right of inspecting any account or book or document of the Company except as conferred by the Act or authorized by the Board or by the Company in general meeting.
107. The Directors shall from time to time in accordance with section 153 of the Act cause to be prepared and to be laid before the Company in general meeting such balance sheets, accounts and reports as are necessary and requisite under such provisions.
108. A copy of every balance sheet, including every document required by law to be annexed thereto, which is to be laid before the Company in general meeting,

together with a copy of the Auditors' Report shall, not less than twenty one days before the date of the meeting, be sent to every Member of the Company.

PROVIDED that this Article shall not require a copy of those documents to be sent to any Member of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

Capitalization of Profits

109. The Company in General Meeting may, upon the recommendation of the Directors resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available to distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution.

PROVIDED that a share premium account and capital redemption reserve fund may, for the purpose 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.

110. Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriation and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully-paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorize any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalization, for (as the case may require), for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

Audit

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

112. The Company Auditors shall make a report to the members on all annual accounts of the Company of which copies are to be laid before the Company in General Meeting during their tenure of office.

Financial Year

113. The financial year of the Company shall commence on 1st December in each calendar year and end on 30st November in the same calendar year, both dates inclusive.

Notices

114. A notice may be given by the Company to any member either personally or by sending it by post to him at his registered address or, if he has no registered address within Tanzania, to him at the address, if any, within Tanzania supplied by him to the Company for the giving of notice to him. Where notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting an envelope containing the notice and to have been effected in the case of a notice of a meeting at the expiration of seven days after the envelope containing the same is posted, and in any other case, at the time at which the letter would be delivered in the ordinary course of post.

115. Notice of every general meeting shall be given in any manner hereinbefore authorize to: -

- (a) Every member except those members who, having no registered address within Tanzania, have not supplied to the Company an address outside Tanzania for the giving of notices to them; and
- (b) The Auditors for the time being of the Company; and
- (c) The Directors.

116. No other person shall be entitled to receive notice of general meetings.

Indemnity

117. Every Director, Agent, Auditors, 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 it or him in defending any proceedings, whether civil or criminal, in which judgment is given in its or his favour or in which it or he is acquitted or in connection with any application under section 214 of the Act in which relief is granted to it or him by the Court.

Dissolution

118. The Company shall not be dissolved except by a resolution of two thirds of the members of the Company in general meeting duly convened for that purpose.

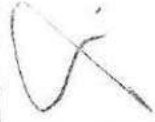

119. In the event of the Company being wound up, the liquidator or liquidators may, with the consent of the Company in general meeting, transfer any of the assets of the Company to trustees to be held by them in trust for the members, or divide

amongst the members any fully paid shares, stocks or securities to which the Company is entitled.

By laws

120. The Board may make by-laws governing the running of the matters to be done by the Company provided always that such by-laws shall not be in contravention of any provision of the Act, the Memorandum of Association and these Articles.

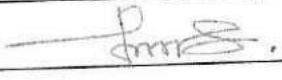
We the several persons whose names and addresses are subscribed hereof are desirous of being formed into a Company in pursuance of these Articles of Association

No.	Names, addresses and description of subscriber	Number of shares	Signature of subscriber
1	MEHMET ADNAN SAHIN P.O Box 21637 Dar es Salaam	1500	
2	GOKHAN GUVEN P.O Box 21637 Dar es Salaam	1500	

Dated at Dar es Salaam this 13th day of December, 2023

Witness to the above signatories

Name: FREDDY SAILENI SANGA

Signature: 

Postal address: 78264, DAR ES SALAAM

Qualification: **COMMISSIONER FOR OATHS**





United Republic of Tanzania
Business Registrations and Licensing Agency



Application for Registration of a Company
Companies Act (Cap 212)

APPLICATION

Tracking number

G231212-5496

Application date

12/12/2023 15:21:04

APPLICANT

National ID

19811224141290000223

Name

JOHN GEORGE ASSEY

Gender

Male

Date of birth

24/12/1981

Nationality

Tanzanian

E-mail Address

johnassey1@gmail.com

Mobile Phone Numbers

255655570355

Can this person update data in ORS?

No

INFORMATION ABOUT COMPANY

Company name

GALATA WOOD & FURNITURE LIMITED

Company type

Private company Limited by shares

Accounting date

31/12

REGISTERED OFFICE

Registered office

Region Dar Es Salaam, District Kinondoni, Ward Mikocheni,
Postal code 14112, Street MIKOCHENI LIGHT INDUSTRIAL
AREA, Road COCA COLA, Plot number 23, Block number H,
House number 23

P.O. BOX

21637

E-mail

sahinmehmetadnan@gmail.com

Mobile Phone Number

0677122891

BUSINESS ACTIVITY

Name of activity

3100 - Manufacture of furniture , Main activity

Name of activity

1610 - Sawmilling and planing of wood , Main activity

Name of activity

1621 - Manufacture of veneer sheets and wood-based
panels , Main activity

Name of activity

1622 - Manufacture of builders' carpentry and joinery ,
Main activity

Name of activity

1623 - Manufacture of wooden containers , Main activity

Name of activity

1629 - Manufacture of other products of wood;
manufacture of articles of cork, straw and plaiting materials
, Main activity

Name of activity

0220 - Logging

Name of activity

0240 - Support services to forestry

Name of activity

4649 - Wholesale of other household goods

Name of activity

4663 - Wholesale of construction materials, hardware,
plumbing and heating equipment and supplies

Name of activity

4753 - Retail sale of carpets, rugs, wall and floor coverings
in specialized stores

Name of activity

4759 - Retail sale of electrical household appliances, furniture, lighting equipment and other household articles in specialized stores , Main activity

Name of activity

4791 - Retail sale via mail order houses or via Internet

Name of activity

4799 - Other retail sale not in stores, stalls or markets

Name of activity

6810 - Real estate activities with own or leased property

Name of activity

6820 - Real estate activities on a fee or contract basis

Name of activity

4921 - Urban and suburban passenger land transport

Name of activity

5210 - Warehousing and storage

Name of activity

7110 - Architectural and engineering activities and related technical consultancy

Name of activity

7500 - Veterinary activities

Name of activity

9810 - Undifferentiated goods-producing activities of private households for own use

Name of activity

9820 - Undifferentiated service-producing activities of private households for own use

Name of activity

9609 - Other personal service activities n.e.c.

Name of activity

3290 - Other manufacturing n.e.c.

DIRECTORS

DIRECTOR 1

Can this person update data in ORS?

Yes

Passport number

U25937506

Name

MEHMET ADNAN SAHIN

Gender

Male

Date of birth

15/09/1984

Nationality

Turk

E-mail Address

sahinmehmetadnan@gmail.com

Mobile Phone Number

0677122891

Residential address

Tanzania, Region Dar Es Salaam, District Kinondoni, Ward Msasani, Postal code 14111, Street MASAKI, Road MASAKI, Plot number 597, Block number D, House number 597

DIRECTOR 2

Can this person update data in ORS?

No

Passport number

U26521325

Name

GOKHAN GUVEN

Gender

Male

Date of birth

28/02/1986

Nationality

Turk

E-mail Address

gguyen2000@gmail.com

Mobile Phone Number

0783763331

Residential address

Tanzania, Region Dar Es Salaam, District Kinondoni, Ward Msasani, Postal code 14111, Street MSASANI PENINSULA, Road YATCH CLUB, Plot number 1198, Block number F, House number 1198

COMPANY SECRETARY

Can this person update data in ORS?

No

Passport number U
Name MEHMET ADNAN SAHIN
Gender Male
Date of birth 15/09/1984
Nationality Turk
E-mail Address sahinmehmetadnan@gmail.com
Mobile Phone Number 0677122891
Residential address Tanzania, Region Dar Es Salaam, District Kinondoni, Ward Msasani, Postal code 14111, Street MASAKI, Road MASAKI, Plot number 597, Block number D, House number 597

AUTHORISED SHARE CAPITAL

Class of shares	Number of shares	Value	Aggregate nominal value	Currency
Ordinary	3000	100000	300000000	TZS
		Total:	300000000	TZS

SHAREHOLDERS

SHAREHOLDER 1

Passport number U25937506
Name MEHMET ADNAN SAHIN
Gender Male
Date of birth 15/09/1984
Nationality Turk
E-mail Address sahinmehmetadnan@gmail.com
Mobile Phone Number 0677122891
Residential address Tanzania, Region Dar Es Salaam, District Kinondoni, Ward Msasani, Postal code 14111, Street MASAKI, Road MASAKI, Plot number 597, Block number D, House number 597
 Ordinary 1500

SHAREHOLDER 2

Passport number U26521325
Name GOKHAN GUVEN
Gender Male
Date of birth 28/02/1986
Nationality Turk
E-mail Address ggguven200@gmail.com
Mobile Phone Number 0783763331
Residential address Tanzania, Region Dar Es Salaam, District Kinondoni, Ward Msasani, Postal code 14111, Street MSASANI PENINSULA, Road YATCH CLUB, Plot number 1198, Block number F, House number 1198
 Ordinary 1500

GALATA WOOD & FURNITURE
LIMITED, Director GOKHAN
GUVEN



12/12/2023

Signature and date

GALATA WOOD & FURNITURE
LIMITED, Director MEHMET
ADNAN SAHIN



12/12/2023

Signature and date

GALATA WOOD & FURNITURE
LIMITED, Company secretary
MEHMET ADNAN SAHIN



12/12/2023

Signature and date



UNITED REPUBLIC OF TANZANIA
Business Registrations and Licensing Agency

INTEGRITY PLEDGE FOR THE PRIVATE SECTOR

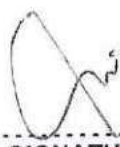
In recognition of a commitment and willingness by the Private Sector to contribute to the elimination of corruption through ethical behavior, transparency and zero tolerance against corruption in all business activities. In recognition of our financial, environmental and social responsibility for the benefit of the entire nation; on behalf of the organization,

I. MEHMET ADNAN SAHIN..... pledge that, We will:


1. actively partake in and contribute towards the economy through tax contribution and all business transaction in a transparent and ethical manner;
2. not initiate, solicit, receive or accept bribes or any other form of corruption;
3. ensure financial reporting mechanisms are transparent and practice zero tolerance against corrupt procurement practices and any other unethical conduct;
4. ensure our corporate Code of Conduct to which we will be held responsible and accountable, serves to promote good ethical practices both within the internal and external environment and will continually guide management and employees to be accountable for their behavior at any time;
5. avoid all situations that may result in actual or perceived conflict of interest and ensure that we disclose and resolve any arising issues of conflict of interest in an efficient and transparent manner;
6. promote transparency and efficiency at all levels within our organisation and implement internal systems and controls to ensure good governance and institutionalize the values of ethics, integrity, accountability and transparency within our business;
7. ensure all goods and services adhere to national and international standards;
8. provide anonymous channels of communication to ensure the rights of suppliers, customers and employees are protected and will avail on-going promotions and publication of ethical business practices to promote awareness;

9. behave as good corporate citizens, actively engaged in ensuring social, economic, and environmental sustainability and work to positively impact the entire nation;
10. ensure fair competitive practices are an integral part of the way we conduct our business including transparency in all business transactions and good corporate governance;
11. refrain from engaging in business with parties who have demonstrated unethical business practices;
12. support the development of an audit and certification program against corruption and participate in the implementation of tools and measures created in order to ensure transparency, efficiency, and ethical business practice;
13. support the nationwide campaign against corruption, which promotes fair market conditions, transparency with all business transactions and good governance.
14. not offer or facilitate, directly or indirectly any improper inducement or reward to any public officer, their relatives or business associates in connection with our procurement process or in the subsequent performance of any contract;

Declaration: I acknowledge that I have read and understand the clauses within the Integrity Pledge before signing. I agree and recognize that the clauses contained in this document are legal and ethical matters which I am obliged to abide by. I am also aware that violation of the clauses laid down is in breach of the Prevention and Combating of Corruption Act, the Public Procurement Act, the Economic and Organized Crime Control Act or any other written law and legal action may be taken against me for violating the stated clauses.

MEHMET ADNANSHAHIN	GALATA WOOD & FURNITURE LTD		13/12/2023
----- NAME OF THE CEO	----- COMPANY NAME	----- SIGNATURE	----- DATE



SEKA ISAYA KASERA		12/12/2023 5:24:57
----- FOR CEO - BRELA	----- SIGNATURE	----- DATE

THE UNITED REPUBLIC OF TANZANIA
BUSINESS REGISTRATIONS AND LICENSING AGENCY

Declaration of Compliance on Application for the Registration of a Company
Pursuant to Section 14 (4) of the Companies Act 2002

Company Number

Company Name in Full

I (Full name),

of (Address)

do solemnly and sincerely declare that I am *(delete as necessary)* [an advocate of the High Court engaged in the formation of the company] [a person named as [director] [secretary] of the company in the statement delivered to the Registrar under section 14(2) of the Act] and that all of the requirements of the Companies Act 2002 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.
AND I make this solemn declaration conscientiously believing the same to be true.

Declarant's Signature

Declared at

on

Before me (please print name)

Signed

Date



A commissioner for oaths or Notary Public

FOR OFFICIAL USE ONLY.