

THE COMPANIES ACT

(Cap. 212)

COMPANY LIMITED BY SHARES

Memorandum

And

Articles of Association

Of

**NATIONAL GROUP
LIMITED**

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**THE COMPANIES ACT (Cap. 212)
COMPANY LIMITED BY SHARES**

MEMORANDUM OF ASSOCIATION

OF

NATIONAL GROUP LIMITED

1. The name of the Company is **NATIONAL GROUP LIMITED**
2. The registered office of the company will be situated in Tanzania
3. The Object for which the company is established are:-
 - (a) That the company will facilitate as gps tracking solution of all sorts and types of services to individuals, integrated security solutions provider. That the company evolved into a highly sophisticated technological company offering leading edge fleet management and telematics solutions to both GPS Tracking Services to customers and businesses.
 - (b) That the company will facilitate the safety of people's properties like cars, trucks, lorries, motorcycle, bicycle, tractor, mining equipment, computers, containers, train, ship, transportation, community safety, law enforcement, cable and telecom, heavy equipment, government, field services, education, security, surveying and mapping.
 - (c) That the company will facilitate the training of technology to other Tanzanian to fulfil the needs of the Law Enforcement, Military, Government Agency and the Private / Commercial Sector are available for Operators, Administrators, Engineers or any other bespoke applications and all of our gps systems, solutions and software.
 - (d) That the company will fulfil with international and National regulations of technology and communication.
 - (e) That the company will buy land and build technology (ICT). Colleges in Tanzania to establish own and operate vocation education school of all level of international standards, to provide correspondence tuition to distant students within country and abroad, establish, own and operate gps engineering, software engineering.

- (f) That the company will work together with national and International companies to accelerate the modern technology activities in Tanzania.
- (g) That the company will create jobs for Tanzanian that encourages people to grow and work together.
- (h) To carry on business of marketing services, consultancy and selling of all types of gps tracking systems for policing, mobile and civil enforcement, traffic enforcement and monitoring, law enforcement, intelligent systems, and road sensor technology, access control and security coverage.
- (i) That the company will work with devices systems, gps, information technologies computer systems, central savers, conference systems, telecommunication systems, security systems, public address systems, data communication and to train, research install and after sale services of electronic system, voice and data networks and any other systems or components which the company may think to fit necessary or incidental to this business.
- (j) To carry on business of marketing services, consultancy and selling of all types of ANPR systems, policing, mobile and civil enforcement, traffic enforcement and monitoring, law enforcement, intelligent systems, parking management, red light control and road sensor technology, access control and security coverage, petrol stations ANPR systems, homeland defense, fixed ANPR solution, in-vehicle systems, portable ANPR systems, surveillance systems, workstations and command control rooms, video walls, devices systems, GPS, information technologies computer systems, central savers, conference systems, telecommunication systems, security systems, public address systems, data communication and to train, research install and after sale services of electronic system, voice and data networks and any other systems or components which the company may think to fit , necessary or incidental to this business.
- (k) To carry business as import and exporters manufacture, processor designers embroiders sellers, makers and dealers all kind of garments, cotton oil, rayon tetron, tetrex, nylon and other synthetic fibre hamp, jute yarns and all kind of fibres manufactured from yarn spinning and weaving and generally manufactures all kind of textiles goods and articles manufactured thereon and other fibrous substance and the preparation of dyeing or colouring of any kind.
- (l) To carry on business of agriculture product import and export of all types of agriculture products buying and selling to the people, school foods in the markets product like coffee, simsim instant coffee, raw coffee, millets rice tobacco, cotton, pyrethrum cashew nut peanut, cereals, cowpeas, yellow gram, green mung, sesame seed etc lime maize beans, wheat, soybeans, peas, groundnut, vegetable like tomatoes, spinach, cabbages, carrots, cornflower, sunflower, onion, lettuce, swish chard, chine's potatoes, like yam, Irish potatoes and magimbi, also to sell fruits like banana, lemons, mangoes, orange pawpaw, papaya, pineapples, tangerines strawberries, black barriers, water lemons, vine and any other variety of

fruits whatsoever to sell generally in agriculture products and inputs to locally and abroad as the company seem to fit.

- (m) To carry all or any other business of transport, carriage and haulage contractor, owners and charter of load vehicle, aircraft and ships and boats of every description and carries of good and passenger by load, rail, water and establish, acquire, maintain and operate services ancillary thereto and for such purpose or as independent undertaking to purchase, take in exchange, charter, hire, build contract or otherwise acquire and to own, operate, work, manage and vessels of every supplies therefore and to conduct any such business within the country or any other state in Africa or Europe or Asia and any other foreign country.
- (n) To provide consultancy services on financial auditing, accounting taxation, business, economic, legal, tax and all financial matters.
- (o) To be supplied of all kind of cleaning materials and carry on business of fumigator, vacuum cleaners ,steam cleaners, carpet cleaners window shop, office, club hotel, theatre cleaners vermin and insects destroyer and generally to undertake cleaning and fumigation of any kind.
- (p) To obtain highest goods in education. Maintain and improve standard of education in Tanzania to establish develop and pre school, primary school, Secondary school, colleague, universities and vocational schools in Tanzania for the purpose of propagating knowledge, to establish professional cooperate and coordination with other similar nation and nation and international institutions in the initiation and conduct of cooperative programmers for mutual benefit of the cooperating institutions. To establish and conduct training courses on behalf of other organization including profession and institutes.
- (q) To carry on business as commercial educationist, to establish own and operate vocation education school of all level of international standards and nature, to design academic circular of international accepted standards of common's schools, to provide correspondence tuition to distant students within country and abroad, establish , own and operate mechanical engineering , electrical engineering and civil engineering for boys or girls or both boys and girls , to establish own operate similar civil draughting survey, quantity surveying and specialized institutions for tuition and teaching materials.
- (r) To engage and or carry on the business of general civil works, engineering, constructions building, renovation, office petitioners, decoratories maintainers of dilapidated building, plumbing, furniture manufacture, supplier and exporter, residential and official furnishers and general to be designer and fabricators of all kinds of gadget whatsoever, to be timber processor, saw millers and supplier kinds timber to be hardware and buildings material suppliers, manufacture of electrical equipments of the same.

- (s) To carry on the business of investing cargo loss or theft,, marine surveys, acts as collateral managers inspectors Surveillance Agents, Superintendence of grain and all other commodities, Quality inspection, sampling, analysis, tallying, damage surveying for insurance other purposes, insurance assessors and loss adjusters act in the areas of general superintendence, inspection monitoring and control , ship discharge superintendence, tally of break bulk cargoes, tally bulk import thorough port weighbridge supervise and tally container stuffing for export and container unstuffing imports cargoes, supervise petroleum product discharge, establish cause of damage, extent of loss and how to apportion and or adjust the loss assesses damage caused by fire and the apportionment and adjustment of the same accident vehicles surveyor. To assess and adjust and agree on appropriate cost of repair establish cause of accident and issue comprehensive report.
- (t) To carry on business of building contractors, masonry and general contractors and among other things to construct , execute, carry out equipment, improve, work and advertise railways, tramways, metro ways, docks harbours, sharves, canals, water-courses, irrigation, reclamation, sewage, drainage and other sanitary works, water, gas electric and other supply works, house building and erections of every kind.
- (u) To carry on the business as manufacture, principal or agents representative of importing, buying, selling, distribution of new and used motor vehicles, motorcycle, cars, trucks, lorries, or other vehicles , motor vehicles spare and pars of all description railway , fuel and other oil, petroleum of all kind , tyres and tubes, batteries, battery solution and other spare, accessories , motorcycle, bicycle, tractor, mining equipment, fishing gears, agriculture and industrial machinery and equipments new and second hand spare and accessories and generally to deal in all types of motor spare parts and industrial and agriculture machinery and parts, electronic goods and accessories thereof.
- (v) To carry the business of garage proprietor and service station for motor vehicles of all kinds, to carry on the safety keeping , cleaning, repairing , refuelling, panel beating, spraying and the general care of motor vehicles, aircraft, machinery, equipment and plant whether moved by mechanical power or not, implements, utensils appliance,, apparatus, fuel for internal combustion engines, lubricant, cement, solution, batteries and accessories and all things capable of being used in connection with the said business or in the manufacture or maintained of such vehicles machinery equipment, and plant.
- (w) To carry the business in all their branches the business drapers clothier, outfitters, haberdasher, dressmaker, tailors, hatters and wholesale and retail in textile and other clothing material including exporter and importer of sewing machine.
- (x) To carry on business as general traders merchant, suppliers, stockist, wholesalers, retailer and dealers in all types of electrical goods, hardware, building material, spare parts and maintenance tyres, tubes, tools and accessories for all types of automotive, motor vehicles, timber, fishing gears, computer office equipments, security equipments cooking oils,

foodstuffs cosmetic, oil, paint, sprit, sheets, hinges screws, iron monger, textiles, piece goods, all types of leather goods, shoes, bags, dealers in manufacture of footwear, peak caps, rain coat and other similar goods.

- (y) To carry on business and act as manager of investment and invest group of companies , real estate agent, properly managers, developers, valuers, decorator, engineers and generally be able to carry out activities of any description with regard to land property and real estate investments in any type of property, building, lands securities, bonds, shares and any property act as a holdings company with subsidiaries and invest in any projects as company may think to fit.

- (z) To engage investment scheme for construction, rehabilitation, erection, ownership and management of commercial building , exports processing zones to buy , sell, hire, manufacture, trade and deal in property , goods produce, articles and merchandise of all kinds and transact any and every description development agency distribution, marketing, commercial, industrial, manufacturing , mercantile, insurance and financial business and ad carry on the business of traders general merchant, general storekeepers , metals commission agents, business consultant, market research consultants, business transfer agents, company promoters, underwriter, financial and bill brokers, del-credere agents, barter traders, court brokers, auctioneers and generally to execute and undertake agencies of all kind or carry on the business of warehouse construction, landscaping, engineering, general civil works and deal in all kinds of scrap metal and precious.

- (aa) To carry on business of general traders, merchant, manufactures representatives and to buy, sell , hire, manufacture, barter trade and deal in property, mechanical machine shop, spare parts and machinery of every description, implements equipments, goods and articles and merchandise of all kind and transact any and every description of agency, insurance agents, commission, distribution, marketing, commercial, industrial manufacturing, mercantile insurance and financial business.

- (bb) To carry on business of dealing in import, marketing, manufacturing stocking, buying, selling whether by wholesale or retail of various categories of goods and merchandise and to act as insurance representative in all fields. To be agent of foreign company and to establish business enterprises whether small scale, industries and generally merchants and to import, export and all either by merchandise and articles of all description.

- (cc) To carry and promote and trade or business of farm and agriculture inputs, implements tools, packaging material and deal in the livestock or the veterinary health care products to farmers and stockiest, to buy, sell, supply, distribute whether in retail or wholesale fertilizer insecticides, fungicide, growth stimulants, agro seeds, farm implement and tools, animal feeds veterinary drugs and any related goods and import and export agriculture and food processed and semi processed in Tanzania and other parts of the world.

- (dd) To carry on business of clearing and forwarding agents, commission agents, transporters, freighters, hauliers, custom bonded warehouse, and godown keepers, cargo and travel agents, insurance agents, tourist agents, manufacturer's representatives, road contract, superintendents packers, machinery, haulage specialist, warehouseman, engineers, electricians, motor cars , cabs, omnibus, lorries, oil tank and coach proprietors and transporters, civil transport contractor and transporters by any other means of conveyance of people and goods in Tanzania and other neighbouring countries and such other place or places as may from time to time be determined by the company, engage in and or otherwise carry on the business as transporter and transport agents, freight forwarders.
- (ee) To carry on business of supplying of stationery, office equipment, writing materials, teaching aids, and other education establishment and as agents school uniforms and stationeries in all their business and to buy and sell stationery, office requirement and equipment, all types of books, sundry goods and to act as generally merchant and commission agent of print and bind and manufacture stationeries and other requirement.
- (ff) To carry all any of the stationeries, printers lithographers stereotypes, electrotypes, engravers, photographers, printers photolithographic, typesetting machine operators, diesinkers, envelope makers, book binders, account book manufacture, machine rulers, numerical printer, paper makers, paper baffles and account book makers, box makers, cardboard manufactures, type of founder, photographers manufactures, manufacture of and dealers in playing, visiting, railways, festival, invitation complimentary, and fancy cards and valentine, dealers in parchment stamp, agents for payment stamp and other duties advertising agents, designers, screen printing, T-shirt, stickers, draftsman, manufacture of sellers, publishers and dealers, cabinet makers file rack makers and dealers in or manufacture of any other articles or things or character similar of analogous to the foregoing or any of them or connected therewith and deal in the manufacture of and sale by whole or retail of school chalks and secretarial services.
- (gg) To carry on business of carpeting, interior, designer, contractor and decorators, curtain and sofa set makers, woodwork and furniture dealers, importers, exporters and makers, woodwork and furniture repair and dealers in household, hotel, hospital, public residentially and office camping and gardening furniture, fixture and fittings and furniture requisites, utensil and trimmings, vehicles, carriage, boat, ship, aircraft, and rocket furniture fixture and to publish and sell all types of journals in relation to furniture and woodwork in United Republic of Tanzania.
- (hh) To carry on the business of general merchant storekeepers, universal provider, import, exporters, suppliers wholesale and /or retail traders dealers of piece of wood, paints, hardware, glassware, crockery, cutlery, ironmongery, turners and other household fittings and requirement, other articles and commodities of person, household use and consumption provision, textiles, groceries, medicines, drug, wines, sprits, liquor, chemical surgical, option, photographic, and other instruments apparatus

and material, motor vehicles, automobiles and generally in all manufactured goods of all types and merchandise of all kind.

- (ii) To carry on business of household, domestic appliance and electrical goods, audio, visual goods, electronic items, building materials, hardware, foodstuff, agricultural product, and merchandise of every nature kind and description whatsoever as dealer wholesale, retailer, distributor, importer, exporter and after sales services.
- (jj) To carry or any business of publishing, distributing and selling of business management, industrial, scientific, academic, communication, agricultural, social and environment information technology periodicals, brochure and books and any other reading materials.
- (kk) To carry on the business of establishing and running shops, shopping malls, provision stores, supermarkets, department stores groceries food and shops of all kinds and description and generally to deal in any other business connected therewith.
- (ll) To carry on the business as general food processors, packers to be general suppliers of foods stuffs and agricultural crops, grain, millers, food mixers, general exporters of fresh fruits, vegetable and flowers, to act as agents of buying and selling all kind of food stuffs agricultural equipment of every description and generally to deal in any other business connected therewith.
- (mm) To provide educational services on business, economic computer skills, accountancy, financial management studies capacity building and all other courses.
- (nn) To carry on the business as general distribution of sorts and types of product and services to individuals, offices, industries, shops, school, factories, hospital, army, military, ministries and all other government offices, universities and all other places where the service of a supplier are needed.
- (oo) To engage in and carry the business of proprietors and managers of food outlet, hotels restaurants cafes, roadhouses, motels, safari and holiday camps, caravan, sites, guest houses, apartment, hose keepers, refreshment and tea rooms, milk and snacks bars, tarn, beer houses and lodging housekeepers and to provide food and catering service to individual, private public institutions and to industrial and business concern.
- (pp) To provide the business of tour operator, travel agents, car rental/hire, tourist agents and contractors, insurance, forwarding, and general , aircraft and ship owners, charters, hotels apartment and lodging house keepers, caterers, advertising agents and generally to facilitate travelling and provide for tourist and travellers or promote and provisions of facilities of every description and in particular by means of booking of travel ticket and hotel lodging accommodation, providing guides, safe deposits, inquiry bureaux and baggage transport and arranging and operating tours.

- (qq) To carry on the business of miners and mining in all their branches and for the said purpose to peg, purchase, take on lease or exchange or otherwise acquire concession, grants easement options, claims properties, cassettes and effects supposed to contain mineral, diamond or other precious stone and any interest therein and to explore, mine, work, excise develop and turn to account mine and mining right and any undertaking connected therewith.
- (rr) To conduct training on entrepreneurship development/promotion, organization/management workshops, meeting, conference, seminars and symposium and also to do the same to the general public, organisation or any specialized group of audience for the aim of exposing the impotence, capabilities advantage and disadvantage of business management, industrial, scientific, academic, communication, financial, agricultural, social and environmental information technology systems to the economy and affair of the country.
- (ss) To engage otherwise carry business of environmental protection and management, financial management, sanitary services, super cleaners, removal treatment, contractors, rural, urban, and community centres cleaners, landscapers to be professional sanitary services contractors promoters of health services in governmental departments, offices companies, public or private institutions, individual and any other organisation all over the world.
- (tt) To advance money to any person or corporations either with or without interest upon the security of freehold or leasehold property by way of mortgage, or upon marketable security and in particular to advance money to shareholders in the company, and others, upon the security of or for the purpose of enabling the person borrowing the same to effect or purchase, or enlarge or reaper any house of building or purchase the free simple or any term or terms of years of any property in Tanzania or elsewhere upon such terms and condition as the company may think to fit.
- (uu) To purchase, take or lease and otherwise acquire and estate, land, building, easements and other rights and interest in immovable property or any tenure in Tanzania and elsewhere and to sell let or lease exchange or otherwise dispose or grant rights over any immovable property belong to the company.
- (vv) To purchase , take or lease in exchange , hire or otherwise acquire and hold any state or interest in any lands buildings, casements, rights, license secret process machinery, plants stock, in trade and real or person property of any kind.
- (ww) To accept payment for any property or rights sold or otherwise disposed dealt with by the company either in cash, by instalment or otherwise or in fully or partially paid up shares of the company or corporation, with or without deferred or guaranteed rights.



- (xx) To carry any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on by the company in connection with the above business or the general business company.
- (yy) To act as agent for sale and purchase of any stocks share or securities or for any other monetary or mercantile transactions.
- (zz) To act as executors and trustees of wills and settlements made by customer and others and undertake and execute trust of all kinds.
- (aaa) To do all or any of the above things in part of the world and either as principles, agents, trustees, contractor or otherwise and either alone or in conjunction with others and either or through agents, sub-contractors, trustees and otherwise.
- (bbb) To remunerate any person, firm or company rendering services to this company whether by cash payments or by allotment to him or them of share or securities of the company credited and paid in full or in part, otherwise.
- (ccc) To accept for safe custody and keep for customers of the company all kind of security valuable and things.
- (ddd) To lend money on any terms that may thought fit, and particular to customers or other person or corporation having dealing with society and to give any guarantee that may be expedient.
- (eee) To advance money shareholder in the company, other to the purpose of enabling them person borrowing the same erect or purchase ,or enlarge or repair any house or building or to purchase the fee simple or any less estate or interest in, or to take a demise for any terms of year of any freehold property upon such terms and condition as the company may think fit.
- (fff) To invest and deal with the moneys of the company not immediately required.
- (ggg) Upon such securities and in such manners may from time to time be determined.
- (hhh) To distribute among the members in pieces any property of the company, or bills of lading, warrants, debentures and negotiable instruments.
- (iii) To act as agent or broker and as trustees for any person, firm or company, and to undertake and perform sub contracts and also to act in any other business of the company through or by means of agents, brokers, sub-contractor or others.
- (jjj) To take or otherwise and hold shares in any other company having object altogether or in part similar to this company, or carrying on nay business capable of being conducted so as directly to benefit the company.

(kkk) To transact or carry on all kinds of agency business and particular in relation to the investment of money, the sale property.

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

4. The Liability of the members is Limited.
5. The share capital of the company is Tanzania shillings One Million (1,000,000/=), divided into one thousand (1000) Ordinary shares of Tanzania shillings one thousand (1,000/=) each and the company shall have power to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or in accordance with the Articles of Association of the company.

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

Name, Address and Description of Subscriber	Number of Shares taken	Signature
1. Hussein Juma Mtaalam P.O Box 36082 Dar es salaam	900	
2. Nongeresa Greyson Mfuru P.O Box 36082 Dar es salaam	100	

Dated at D.S.M. this 20 day of November 2023

Witness to the above signature:

Signature: 

Postal Address: S L P 278

Qualifications: MAGISTRATE



HAKIMU
MAHAKAMA YA MWANZO
UKONGA WILAYA YA ILALA

THE COMPANIES ACT (Cap. 212)
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
NATIONAL GROUP LIMITED

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 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 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. Expression referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photograph, and other modes of representing or reproducing words in visible form

Unless the context otherwise required, words or expression 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 share is restricted in manner hereinafter prescribed
 - b) The number of members of the company (exclusive person who are in the employment of the company and persons who have been formerly in employment of the company while such employment to be the member of the company) is limited to fifty, provide that were two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be tested as single member
 - c) Any invitation of the public to subscribe for any shares or debenture 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 proposed to be registered is two but the directors may from time to time registered an increase of members
4. The subscribers to the memorandum of association and such other persons as the director shall admit to membership shall be member of the company

GENERAL MEETING

5. The company shall each year had general meeting as its annual general meeting in addition to any other meeting in that year, and shall specify the meeting such as notice calling it, and not more than fifteen months shall elapse between date of one annual general meeting of the company and that of the next.

Provided that so long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not to hold 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 meeting other than annual general meeting shall be called extraordinary general meeting
7. The directors may whenever they think fit, convene an extraordinary general meeting; an extraordinary shall also be convened on such requisition, as provided by section 133 of the Act. If at any time there are not within the 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 the same manner as nearly as possible as that in which meeting may be convened by directors

NOTICE OF GENERAL MEETING

8. Every general meeting shall be called by twenty-one days notice in writing at 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 shall notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been dully called if it so agreed

- a) In the case of meeting called as the annual general meeting, by all the members entitled to attend and vote thereat and
 - b) In case of any other meeting by majority in number of the members having a right to attend and vote at general meeting, being a majority together representative not less than ninety five percent of the total voting rights at that meeting of all the members
9. Subject to the provision of the articles, the notice shall be given to all members, to all persons entitled to a share in consequences of the death or bankrupt of a member and to the directors and auditors. The accidental omission to give notice of a meeting to, or the non receipt to notice of a meeting by, any person entitled to receive shall not invalidate the proceeding at that meeting.

PROCEEDING AT GENERAL MEETING

10. All business shall be special that is transacted at any extraordinary general meeting with the exception of declaring a dividend, the consideration of accounts, balance sheets and report of the directors and auditors, the election in place of those retiring and appointment of, and fixing of the remuneration of the auditors
11. No business shall be transacted at nay general meeting unless quorum of member is present at the time when the meeting is proceeds to business, two persons, entitled to vote on business to transacted, each being a member of proxy for member or dully authorized representative of corporation shall be quorum.
12. If half an hour from time appointed for meeting quorum is not present or during the course of meeting 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 such other time and place as the directors may be determine.
13. The chairman if any of the board of directors or his absence soma other director nominated by directors shall preside as chairman of the general, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for 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 shall be chairman.
14. If at any meeting no director is willing to act as chairman or if no director present within fifteen minutes after the time appointed for holding the meeting, the member present shall choose of their member to a chairman

15. The chairman may, with the consent of any meeting at which a quorum is present (shall if so directed by the meeting) adjourn the meeting from time to time and place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at meeting had 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 general nature of the business to be transacted. Save as foresaid it shall not be necessary to give notice of adjournment 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 show of hands unless a poll is (before ob the declaration of the results of the show of hands demand
- a) By chairman
 - b) By at least (three)members present in person or by proxy or
 - c) By any member or members in person or by proxy and representing not less than one-tenth of total voting rights of all the members having the right to vote at the meeting

Unless as poll be sp demand a declaration by chairman that a resolution has on show of hand been carried or carried unanimously, or by particularly majority, or lost and entry of the effect in the book containing the minutes of the proceeding the company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

The demand for poll may, before the poll is taken be withdrawn

17. Except as provided in article 18, if a poll is dully demand it shall be taken in such manner as the chairman directs, and the results of the poll shall be deemed to be the resolution of the meeting at which the poll was demand
18. In case of an equality of votes whether on show or hand or on poll, the chairman of the meeting shall be entitled to second or casting vote.
19. A poll demanded on election of a chairman or on question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time as chairman of the meeting directs and any business other than upon which a poll has been demanded may be preceded with pending the taking poll.
20. A resolution in writing executed by or on behalf of each member who would be have been entitled to vote upon it fit it had been proposed at general meeting at which he was present shall have effect if had been passed at general meeting dully convened and held, and consist of several instruments in the like form each executed by or one more member.

VOTE OF MEMBERS

21. Each member shall consist on vote

22. A member in respect of whose estate a manager has been appointed under section 26 of the Mental Diseased Act, may vote, whether on show of hands or on poll, by his said manager, and any such manager may, on a poll vote by proxy
23. No member shall be entitled at any general meeting unless moneys presently payable by him to the company have been paid
24. On a poll votes may given either personally
25. The instrument appointing a proxy shall be in writing under the appointer or his attorney dully authorized in writing or, if the appointer is corporation, either under seal or under the hand of an officer or attorney dully authorized. A proxy need to be a member of the company.
26. The instrument appointing a proxy and power of attorney or other authority, if any under which it assign or naturally certified copy of that power or authority shall be deposited at registered office of the company or at such other place within Territory as specified for that purpose in the notice of convening the meeting, not less than 48 hours before the time of holding the meeting of adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, and in default the instrument of proxy shall be treated as valid.
27. An instrument appointing a proxy shall be in the following form or a form as near hereto as circumstance admit:-

“..... Limited
 I/We.....of.....being a member/members of the
 above-named company, hereby appoint....., of or failing
 him.....of....., as my/our proxy to vote for me/us on my/
 or behalf of the (annual or extraordinary, as the case may be) general meeting
 of the company be held on the.....day of..... 201

Signed this.....day of.....201

28. Where it is desired to afford members an opportunity of voting or against at resolution the instrument appointing shall be in the following form or a form as near thereto as circumstance admit:-

“..... Limited
 I/We.....of.....being a member/members of the
 above-named company, hereby appoint....., of or failing
 him.....of, as my/our proxy to vote for me/us on my/
 or behalf of the (annual or extraordinary, as the case may be) general

meeting of the company be held on the.....day of.....201 and at
 any adjournment thereof

Signed this.....day of.....201

This form is to be used *in favour of/against resolution. Unless otherwise Instructed, the proxy will vote as he think fit

*Strike out whichever is not desire

29. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll
30. Vote given in accordance with terms of instrument of proxy or poll demanded by proxy or by the dully authorized representatives of an corporation shall be valid notwithstanding the previous determination of the authority of person voting or demanding a poll unless notice of determination was received by the company at its registered office (or at such other place at which the instrument of proxy was dully deposit) before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATION ACTING BY REPRESANTION AT MEETING

31. Any corporation which is a member of the company may be resolution of its directors or other governing body authorize such person it thinks fit to act as its representative at any meeting of the company, the person so authorized shall be entitled to exercise the same manner power on behalf of corporation which he represents at that corporation could exercise if it were an individual member of the company.

DIRECTORS

32. The number of Directors and names of the first directors shall be determine in writing by subscribers of the memorandum of association or a majority of them and until such determination he signatories to the memorandum of Association shall be the first director. Unless otherwise determine by ordinary resolution, the number of directors shall not be subject to any maximum but shall be not less than two
33. The following person shall be the first Directors to the Company

1) Hussein J.Mtaalam

34. The remuneration of the directors shall time to be determined by the company in general meeting. Such remuneration be deemed to accrue day to day. The directors shall also be paid all travelling, hotel and other expensed properly incurred by them in attending the returning from meeting of the director or any committee of the director or general meeting of the company or connection with business of the company.

BORROWING POWER

35. The director may exercise all the power of the company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debenture stock and other securities, whether outright or security of any debt, liability or obligation of the company or any third party.

POWER AND DUTIE OF DIRECTORS

36. Subject to the provision of the Act, the memorandum and the articles and to any directors given by special resolution, the director who, who may exercise all power of the company shall manage the business of the company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the director, which would otherwise have been valid. The power given the directors by articles and a meeting of the directors at which a quorum is present may exercise all power exercisable by the directors.
37. The directors may borrow power of attorney any person to be the attorney or agent of the company for such purposes and on such condition as they determined, including authority for attorney or agent to delegate all any his power.
38. All cheque, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipt for moneys paid to 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.
39. The director shall cause minute to be made in books provided for the purpose:-
 - a) Of all appointment of officers made by director
 - b) Of names of the directors present each meeting of the director and of any committee of the director
 - c) Of all resolution and proceeding at all meeting of the company, and of the directors and of committee 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 office of profit under the company or
 - b) Becomes bankrupt or makes any arrangement or composition with his creditors generally or
 - c) Ceased to be direct by virtue of any provision of the Act or becomes prohibited by law from being director or
 - d) Becomes of unsound mind or
 - e) Resign 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 manner require 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 ordinary resolution appoint a person who is willing to act as director either fill vacancy or be an additional director
42. The directors may appoint a person is to act to be director either to fill vacancy or as an additional director, but so that the total number of director 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 general meeting, and shall 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 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.
44. The company may ordinary appoint another person in place of director removed from office under the immediately preceding article. Without prejudice to the power of the directors under article 40 the company in general meeting may appoint any person to be a director either to fill vacancy or as additional director
45. Subject to the provision of the articles, the directors may regulate their meeting as they think fit. Questions arising at the meeting shall decided by majority of vote. In case of equality of votes, the chairman shall have a second or casting vote, A director may, and the secretary at the request of director shall, call a meeting for directors. 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 transaction of the business of the direction may be fixed by the directors, unless so fixed shall be two
47. The continuing director may act notwithstanding any vacancy but, if and so long as their number is reduced below the number fixed by pursuant to the article 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 members to be chairman of the board of directors and determine the period of which he is hold office..Unless he unwilling to do so, the director so appointed shall preside at every meeting of director at which he is present. But if no such chairman is appointed or if he is unwilling to preside or 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 member to be chairman of the meeting.
49. The directors may delegate any power to committee consisting of one or more director, any committee so formed shall in the exercise of the power so to any such regulation, the proceeding of directors so for as they are capable.
50. All act done by meeting of the directors of a committee of directors or by any person acting as director shall, not notwithstanding that it be afterwards discovered that there was some defect in appointment of any such director, or that any of them were disqualified from holding office, or hand vacated office, or were not entitled to vote be as valid as if every such person had been dully appointed and was qualified and had continued to be a director and was entitled

51. A resolution in writing signed by all the directors entitled to receive notice of meeting of the director, or of committee of directors, shall be as valid and effectual as it had been passed at meeting of the directors or (as the case may be) a committee of director dully 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 director for such term, at such remuneration and upon such condition as they may think fit, and any secretary so appointed may be removed from them.
53. A provision of the Act or these articles requiring or authorising at thing to be done by or to a director and secretary shall not be satisfied by its being done by or to the same person acting as director and as, or in place of , the secretary.

THE SEAL

54. The seal only be used by the authority of the directors or of a committee of the directors authorized by 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 director and by the secretary or by second director
55. The directors shall cause proper books accounts to be kept with respect to:-
- a) All sums of money received and expended by company and matter 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

Properly books shall not deemed be kept if there are not kept such book of account as are necessary to give a true and air view of the state of company's affair and to explain its transaction



56. The books of accounts shall be kept at registered of the company or subject to section 151 (4) of the Act, at such other place or places as the directors think fit, and shall 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 documents of the company except as conferred by statue or authorized by directories 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 account, balance sheets, group account (if any) and report as are referred to in those

59. In accordance with section 164 of the Act, the copy of the company's annual account to be laid before the company in general meeting together with copy of the director's report and the auditors shall not less than twenty –one days before the date of the meeting is sent to every member of, and every holder debenture of, the company. Provided that this regulation shall not require copy of those document to be sent to any person of whose address the company ia not aware or to more than of the joint holder of any debentures.

AUDIT

60. Audit shall be appointed and their duties regulated in accordance with section 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 meeting of directors need to be in writing. The company may give any notice to a member either by personally or by sending it by post in prepared envelop addressed to the member at his registered address, or by leaving it and that address. Where a notice is sent by post, service of the notice shall deemed to be effected by properly addressing, preparing, and posting a letter containing the notice, and to have been effected at 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 the company an address within the Tanzania at which notes may be given him shall be entitled to have notice given him at that address, but otherwise nit such member shall be entitled receive any notice from the company.

Name, Address and Description of Subscriber	Number of Shares taken	Signature
1. Hussein Juma Mtaalam P.O Box 36082 Dar es salaam	900	
2. Nongeresa Greyson Mfuru P.O Box 36082 Dar es salaam	100	

Dated at DARES SALAM this 20 day of November 2023

Witness to the above signature:

Signature: P

Postal Address: S.L.P 278

Qualifications: MAGISTRATE



HAKIMU
 MAHAKAMA YA MWANZO
 UKONGA WILAYA YA ILALA