

Approved  
20/9/13

THE COMPANIES ACT, 2002

FEE PAID Shs. 200,000/-  
RECEIPT No. 178305  
DATE 20/9 2013

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

FEE PAID Shs. 15,000/-  
RECEIPT No. 178305  
DATE 20/9 2013

ARTICLES OF ASSOCIATION


OF

LENNY HOTEL LIMITED

FEE PAID Shs. 5,000/-  
RECEIPT No. 38000/2  
DATE 20/9 2013

incorporated at Dar es Salaam this ..... day of .....2013

DRAWN BY:  
LEONARD BUGOMOLA KIGANGA  
(SUBSCRIBER),  
P.O.BOX 105  
GEITA

FILED 23/9/2013  
  
ASST. REGISTRAR OF COMPANIES

THE COMPANIES ACT, 2002  
COMPANY LIMITED BY SHARES

*MEMORANDUM*

AND

*ARTICLES OF ASSOCIATION*

OF

**LENNY HOTEL LIMITED**

incorporated at Dar es Salaam this ..... day of .....2013

DRAWN BY:

LEONARD BUGOMOLA KIGANGA

(SUBSCRIBER),

P.O.BOX 105

GEITA

**THE UNITED REPUBLIC OF TANZANIA**

**CERTIFICATE OF INCORPORATION**

**NO.** .....

**I HEREBY CERTIFY THAT**

**OF**

**LENNY HOTEL LIMITED**

is this day Incorporated under the Companies Act 2002 and that the Company is Limited

Given under my hand at Dar es Salaam this ..... day of ..... Two Thousand  
and Thirteen



THE COMPANIES ACT 2002  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
OF  
LENNY HOTEL LIMITED

38000 20/9/13  
MS

1. The name of the Company is "**LENNY HOTEL LIMITED**"
2. The registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is formed are:-
  - (a) To carry on the business as hoteliers, bars and restaurant owners, caterers, safari lodgers, camps, motels, snacks, faces, safari and tours, operator's of refreshment rooms, recreation places, amusements, sports, cinema operators, shop owners, gifts, kiosks, grocery, supermarkets, shopping malls, farming, cattle rearers, fishing, hunting, transport agents, clearing and forwarding agents
  - (b) To carry on business as tourist agents and contractors and to facilitate traveling and to provide for tourists and travelers accommodation tours, receptions, recreation facilities, expeditions, safaris, hotels, inns, clubs, camping places, tents, caravans, caravan sites, game lodges, game parks and conveniences of every kind.
  - (c) To carry on the business of general transporters of passengers, goods, merchandise of all sorts, transport agent, dealers of petroleum products, operating, filling stations, garages commission agent, insurance agent, general brokerage, customs agents, estate agent, and financial advises etc.
  - (d) To carry on the business of search for ores, minerals and hydrocarbons and to apply for licenses for mining, prospecting, drilling

is or over many lands which may be acquired by the company and to be lease any such kinds for building or for agricultural use and to sell or otherwise dispose of the lands, miner of all kinds of minerals, and or other precious stones, to prepare for marketing ad generally deal in prospecting mining, smelting and or refining, deal in diamonds, gold, silver and all kinds of minerals, excavate and extract and submit to any refinement process or manufacture, petrol and petroleum products.

(e) carry on the business of trading of all kind of oils, lubricants, fuels and petroleum products' and all kinds of business related to i.e. transportation, storage (Depot) petrol stations and the like, import and export of mineral oil, food oil, seed oil, hair oil, crude oil, grease and all other kinds of petroleum products of every description including buying, selling and distributing.

(f) To build, or carry on business of construction work of any kind and for the alteration, improvement, demolition of any building or structure, constructional electrical, mechanical and precision, engineering and in general to alter, repair, pull-down, restore, either alone or jointly with any other persons, firm or companies, works of all description including, but not limited to roads, bridges, warehouses, factories, mills wharves, docks, piers, godown, dwelling houses, flats, hotels, safari and game lodges water works drainage

(g) To carry on the business as hoteliers, bars and restaurant owners, caterers, safari lodgers, camps, motels, snacks, faces, safari and tours, operator's of refreshment rooms, recreation places, amusements, sports, cinema operators, shop owners, gifts, kiosks, grocery, supermarkets, shopping malls, farming, cattle rearers, fishing, hunting, transport agents, clearing and forwarding agents

(h) To carry on business as tourist agents and contractors and to facilitate traveling and to provide for tourists and travelers accommodation tours, receptions, recreation facilities, expeditions, safaris, hotels, inns, clubs, camping places, tents, caravans, caravan sites, game lodges, game parks and conveniences of every kind.

- (i) To carry on the business of general transporters of passengers, goods, merchandise of all sorts, transport agent, dealers of petroleum products, operating, filling stations, garages commission agent, insurance agent, general brokerage, customs agents, estate agent, and financial advisers etc.
- (j) To carry on the business of marketing, services, software development, Web designing, consultancy and selling of all types of information technologies computer systems, computer Accessories, conference systems, telecommunication systems, providing internet services, security systems, public address systems, Data communication and to train, research, install and after sale services of electronics equipments, Data security and Data Networks and any other systems or components which the company may think fit, necessary or incidental to this business.
- (k) To carry on the business of transportation, cargo and travel agents, commission agents, customs agents, manufactures representative, agents, road contractors, cargo superintendent, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, omnibus, lorries, oil tank and coach proprietors and transporters by any other means of conveyance of peoples and goods in Tanzania and the neighboring countries and in such other place or places as may from time to time determined by the company.
- (l) To carry on the business of importing, exporting, distribution and selling of used motor vehicles, used spares, tires and tubes, used electrical goods of all sorts, machinery, refrigerators, televisions, compressors, radio and music systems, office machines, typewriters, electrical equipments, electrical appliances and clothing, carry on the business of all types of foods stuffs, beverage supplies, plant, grow, manufacture, sell and deal in fruits, vegetables in for of juices, dealer as wholesaler, distributors, retailers, importers and exporters to be engaged in general food experts, processors, packers and distributors in local and foreign markets as well as flour millers, maize dehaullers, fruit canners and distributors. General food exporters and specifically to be exporters of fresh fruits and vegetables.
- (m) To acquire by purchase, lease, exchange, hire or otherwise, either for a Right Occupancy or for any other estate interest or tenure in land, lands, tenements and premises of any tenure, whether subject or not to any charges or encumbrances, and to hold or to sell, let alienate,

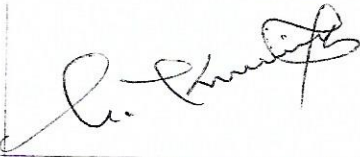
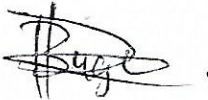
- (n) To carry on the business as proprietors and operators of hotels, restaurants, lodges, camps, leisure facilities, motels, refreshment and tea rooms, cages, and milk and bars, beerhouses, and lodging housekeepers, wine, beer and spirit merchants and as restaurants caterers and catering contractors, construct, own gambling premises, gaming casinos and to enter into or carry into effect agreements with any government or other authority, supreme, municipal, local or otherwise of with other person or company relating to the operational executive or other field of the company or the use of immovable property or other facilities at the disposal of the company or for other purpose for which the company is equipped or considers necessary, to equip and furnish any property for the purpose of letting it to visitors or guest, whether in rooms suite, tents, chalets, cottages, moveable structures or otherwise and any undertaking connected therewith.
- (o) To carry on the business of supplying of stationery, office equipment, writing materials, teaching aids and other educational establishment and as agents, school uniforms and stationers in all their business and to buy and sell stationery, office requirements and equipment, all types of books, sundry goods and to act as general merchants and commission agents of print and bind and manufacture stationers and other requirements
- (p) To carry on the business as general distributors of all sorts and types of products and services to individuals, offices, industries, shops, schools, factories, hospitals, army, military, ministries and all other government offices, universities and all other places where the services of a suppliers are needed.
- (q) To carry on the business as manufactures of sellers, buyers and dealers in berated and mineral water, soft drinks of all description and to import, buy and dell concentrates, syrup, chemicals etc. and other allied products relating to this type of business.
- (r) (q) To purchase, take on lease, or otherwise acquire for he purposes of the company, any estates, Lands, buildings, easements or other interests in real estate, and to sell let on lease, or otherwise disposed of or grant rights over any real property belonging to the company and to purchase or otherwise acquire, erect, maintain, reconstruct and adapt any offices, workshops, mills, plant, machinery and other things found necessary or convenient for the purposes of the company and to apply for and take out, purchase or otherwise acquire any designs, trade marks, patent rights or invention copy right or secret processes, which may be useful for the company's objects and to grant licenses to use the same.

(s) To carry on the business of garage proprietors and to undertake and execute any contracts for the work involving the use of road vehicle or other machinery implements or the supply of the same and to buy, sell, export, import, produce, manufacture or otherwise deal in hardware of all kinds, sanitary ware, iron-mongers, builder's materials, timber, oils, paints, spirits and varnishes, electrical and electronic machinery and equipments, articles, apparatus, appliances for any purpose whatsoever, wiring and other materials wireless apparatus, locksmith, goldsmith, silversmith, house furnishers, upholsterers, and dealers in furniture and carpets, linoleums and other floor coverings, curtains and other home furnishings, household requisites of every kind and description, stationers and dealers in all office requirements and requisites, gift articles, imitations, real and/or plated fancy jewelry, work of arts, novelties, curious, antiques, carvings, trophies, ornaments, toys and bangles, sports goods, flowers, confectionery cosmetics, perfumeries, toiletries, tobacco, medicines and drugs, beverages, precious and other metals and stones, watches, clocks, gold and silver plated cut glassware, enamelware, brassware, crockery, bronze, boots, shoes, sandals, and slippers of all kinds, leather, skins-wrought and unwrought and articles made of leather and rubber and other merchandise goods, textiles, piece goods and garments of all kinds.

And it is hereby declare 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, and whether domiciled in Tanzania or elsewhere, and that the intention is that each of the objects set forth in any sub-clause or by the same of the company. None of such sub-clause 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.

4. The Liability of the members is Limited
5. The capital of the Company is Shs. 30,000,000/= divided into 1000 shares of Shs. 30,000/=each The Company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges or conditions as may be determined by 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 respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Address, and Description of Subscribers	Number of Shares Taken by Each Subscriber	Signature
LEONARD BUGOMOLA KIGANGA P.O.BOX 105 GEITA	500	
DINNAH BUGOMOLA KIGANGA P.O.BOX 105 GEITA	200	

Dated at Geita this 19<sup>th</sup> day of SEPT 2013

Witness to the above signatures:-

Name: DAUDI Z. MAFINGE

Signature: 

Postal address: KEGONIA DISTRICT

Qualification: ADVOCATE



THE COMPANIES ACT 2002  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION  
OF  
LENNY HOTEL LIMITED

5800/-  
38000  
20/9/13

INTERPRETATION

1. In these articles:- "the Act" means the Companies Act;  
"the articles" means the articles of the company;  
"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;  
"Secretary" shall mean any person appointed to perform the duties of Secretary of the Company;

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

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the company.

PRIVATE COMPANY

2. The Company is a **Private Company** and accordingly -
  - (a) The right to transfer shares is restricted in manner herein after prescribed.
  - (b) The number of members of the Company (exclusive of persons who are in the employment of the Company and of the persons who having been formerly in the employment of the Company were in such employment and have continued after the determination of such employment to be members of the company) is limited to fifty; provided that where two or more persons holding one or more shares in the company jointly they shall for the purpose of this regulation be treated as single member.

## MEMBERS

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

## GENERAL MEETINGS

4. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of 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 hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place, as the directors shall appoint.
5. All general meetings other than annual general meetings shall be called extraordinary general meetings.
6. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by section 133 of the Act. If at any time there are not within 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 the directors.

## NOTICE OF GENERAL MEETINGS

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

Provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it so is agreed:-

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

#### PROCEEDINGS AT GENERAL MEETINGS

9. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.
10. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; two thirds of the directors, entitled to vote on the business to be transacted, each being a member or a proxy for a member or a duly authorized representative of a corporation, shall be a quorum.
11. If within half an hour from the time appointed for the meeting quorum is not present, or if during the course of a meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine.
12. The Chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the general meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the directors present shall elect one of their number to be chairman of the meeting and, if there is only one director and willing to act, he shall be chairman.

13. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be a chairman of the meeting.
14. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice of the adjourned meeting shall be given specifying the time and place of the meeting and the general nature of the business to be transacted. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
15. 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 demand:-
  - (a) by the chairman; or
  - (b) by at least (two) members present in person or by proxy; or
  - (c) by any member or members present in person or by proxy and representing not less than one – tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to the effect in the book containing the minutes of proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

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

16. Except as provided in article 18, if a poll is duly demand it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.

18. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time as the chairman of the meeting directs, and any business other than upon which a poll has been demanded may be proceeded with pending the taking of the poll.
19. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall have effect as if it had been passed at a general meeting duly convened and held, and consist of several instruments in the like form each executed by or on behalf of one or more member.

**VOTE OF MEMBERS**

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

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 at the {annual or extraordinary, as the case  
maybe} general meeting of the company to be held on the .....day  
of .....200....., and at any adjournment thereof.

Signed this ..... day of, .....200 ....."

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

".....Limited.

I/We .....of ..... Being a member/members of the  
above named company, hereby appoint of ..... of ..... or  
failing  
him ..... of ....., as my/our proxy to vote for me/us on  
my/our behalf at the {annual or extraordinary, as the case may be}general  
meeting of the company to be held on the .....day  
of.....200....., and at any adjournment thereof.

Signed this .....day of.....200 .....

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

\*Strike out which ever is not desirable of desired"

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

## CORPORATIONS ACTING BY REPRESENTATION AT MEETINGS

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

## DIRECTORS

31. The Number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them and until such determination the signatories to the Memorandum of Association shall be the first directors. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall be not less than four.
32. The remuneration of the directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors shall also be paid all traveling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.
33. Any Director, who devotes special attention to the business of the company, which in the opinion of the Board are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration, by way of salary or otherwise, as the Board may determine, which shall be charged as part of the Company's ordinary working expenses.
34. The following persons shall be first Directors to the Company:-

1. LEONARD BUGOMOLA KIGANGA
2. DINNAH BUGOMOLA KIGANGA

## BORROWING POWERS

35. The director may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether

outright or as security for any debt, liability or obligation of the company or any third party.

### **POWERS AND DUTIES OF DIRECTORS**

36. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the directors, who may exercise all the powers of the company, shall manage the business of the company. No alteration of the memorandum or articles and no such directions shall invalidate any prior act of the directors, which would otherwise have been valid. The powers given by this article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
37. The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purposes and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.
38. 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 they case may be, in such manner as the directors shall from time to time by resolution determine,
39. The directors shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the directors;
  - (b) of the names of the directors present at each meeting of the directors and of any committees of the directors;
  - (c) of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors.

### **DISQUALIFICATION OF DIRECTORS**

40. The office of director shall be vacated if the directors:-
- (a) Without the consent of the company in general meeting holds any other office of profit under the company; or
  - (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) Ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or
  - (d) Becomes of unsound mind; or
  - (e) Resigns his office by notice in writing to the company;

- (f) Is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in manner required by the Act.

A director shall not vote in respect of any contract in which he is interested or any matter arising thereat, and if he does so vote shall not be counted.

41. The company may by ordinary resolution appoint a person who is willing to act as director to fill a vacancy or be an additional director.
42. The directors may appoint a person who is to act to be a director, either to fill a vacancy or as an additional director, but so that the total number of directors shall not at anytime exceed the number fixed by or in accordance with these articles. Any director so appointed shall hold office only until the next following annual 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 by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding article. Without prejudice to the powers of the directors under article 40 the company in general meeting may appoint any person to be a director either to fill a vacancy or as an additional director.
45. Subject to the provisions of the articles, the directors may regulate their meetings as they think fit. Questions arising at a meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any directors who are absent from Tanzania.
46. The continuing directors may act notwithstanding any vacancy but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the act for the purpose of increasing the number of directors to that number, or summoning a general meeting of the company, but for no other purpose.

47. The directors may appoint one of their numbers to be the chairman of the board of directors and determine the period of which he is to hold office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if no such chairman is appointed, or if he is unwilling to preside, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.
48. The directors may delegate any of their powers to any committee consisting of one or more directors; any committees so formed shall in the exercise of the powers so to any such regulations, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.
49. All act done by a meeting of the directors or of a committee of directors or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director, or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and was entitled to vote.
50. A resolution in writing signed by all the directors entitled to receive notice of a meeting of the directors, or of a committee of directors, shall be as valid and effectual as if it had been passed at a meeting of the directors or {as the case may be} a committee of directors duly convened and held, and may consist of several documents in the like form each signed by one or more directors.

#### SECRETARY

51. The Secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
52. A provisions of the Act or these articles requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

#### THE SEAL

53. The seal shall only be used by the authority of the directors or of a committee of the directors authorized by the directors. The directors may determine who shall

unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

54. 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 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.
55. Property books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and air view of the state of the company's affairs and to explain its transactions.
56. The books of account shall be kept at the registered officer of the company, or subject to section 151 (4) of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.
57. No number shall (as such) have right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorized by the 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 accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
59. In accordance with section 164 of the Act, the copy of the company's annual accounts to be laid before the company in general meeting together with a copy of the directors' report and the auditors shall not less than twenty - one days before the date of the meeting be sent to every member of, and every holder of debentures of, the company. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any debentures.

#### AUDIT

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

61. Any notice to be given to or by any person pursuant to the articles shall be in writing and calling a meeting of directors. The company may give any notice to a member either personally or by sending it by post in a prepared envelope addressed to the member at his registered address, or by leaving it at that address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of seventy – two hours after the letter containing the same was posted. A member whose registered address is not within the Tanzania and who gives to the company an address within the Tanzania at which notices may be given him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.

#### NOTICES

62. A notice may be given by the company to any member either personally or by sending it by post to him or to his registered address, or (if has registered address in Tanzania, to the address, if any, within Tanzania) supplied by him to the company.
63. If a member has no registered address in Tanzania and has not supplied to the company an address within The Republic of Tanzania for the giving of notices to him, a notice addressed to him, and displaced in the registered office of the company, shall be deemed to be dully given on the day on which it is so displayed.
64. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder named first in the register in respect of the share.
65. A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or trustees of the bankrupt, or by any like description, at the address.
66. Notice of any general meeting shall be given in the same manner herein before authorized to every member of the company except those members who (having no registered address within the United Republic of Tanzania) have not supplied to the Company an address within the United Republic.
67. If the company shall be wound up, the liquidator may, with the sanction of an extraordinary resolution of the company and any other sanction required by the companies Act, divide amongst the members in specie or kind the whole or any part of the assets of the company.

of property of the same kind or not) and any, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such decision shall be carried out as between the members or different classes of members. The Liquidator may, with sanction, vest the whole or any part of the assets in trustees up on such trusts for the benefit of the contributors as the liquidator, with the like sanction shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

#### **LIEN**

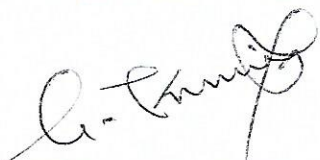
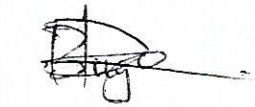
68. The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect at that share and the company's lien, if any, a on a share shall extend to all dividends payable thereon.

#### **INDEMNITY**

69. The Directors, Auditors and Secretary and other officers for the time being of the Company and the trustee, if any, for the time being acting in relation to any of the officers of the Company, shall be indemnified out of its assets against all costs, charges, expenses, losses and liabilities sustained or incurred by the conduct of the Company's business or in the discharge of his duties.

#### **ARBITRATION**

70. If and whenever any dispute or difference shall arise between the company and any of the members or their respective representatives touching upon the construction or meaning of any of the Articles herein contained or any act matter or thing made or done or omitted to be done or with regard o the rights or liabilities arising here under or arising out of the relation existing between the parties by reasons of these Articles or the Act, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three (3) arbitrators, one to be appointed by each party and the third to be appointed by the first two, or in the event of failure to agree within or any then existing statutory modifications or re-enactment thereof shall apply.

Names, Address, and Description of Subscribers	Number of Shares Taken by Each Subscriber	Signature
LEONARD BUGOMOLA KIGANGA P.O.BOX 105 GEITA	500	
DINNAH BUGOMOLA KIGANGA P.O.BOX 105 GEITA	200	

Dated at Geita this 19th day of SEPT 2013

Witness to the above signatures:-

Name: DANDI Z. MAFINGE

Signature 

Postal address 1993 DGM

Qualification: ADVOCATE

