

**THE COMPANIES ACT  
(CHAPTER 212 OF 2002)**

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**COMPANY LIMITED BY SHARES**

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*Memorandum*

*And*

*Articles of Association*

*Of*

**TRIANON INVESTMENT LIMITED**

**Incorporated this..... day of.....2019**

**Drawn By:**

**Advocate Faisal Rukaka  
Fortis Attorneys  
Advocates and Legal Consultants  
Aicc House No B3/3  
Njiro road  
Opposite TBL/Bia Road  
Arusha**

**THE COMPANIES ACT**  
**(ACT NO.12 OF 2002)**

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**COMPANY LIMITED BY SHARES**

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*Memorandum of Association*

*of*

**TRIANON INVESTMENT LIMITED**

1. The name of the Company is **TRIANON INVESTMENT LIMITED.**
2. The registered office of the Company will be situated in the United Republic of Tanzania.
3. The objects for which the Company is established are: -
  - (a) To carry on business of growing of perennial and non non-perennial spices and aromatum crops such as pepper, cinnamon, cardamom, cloves, ginger, vanilla, hops, badian, chillies, nutmeg, fennel and other spices and aromatum crops.
  - (b) To carry on business of preparations of crops for primary markets such as cleaning, trimming, grading, disinfecting, waxing, packing, processing and any other relating.
  - (c) To carry on business of growing of cereals, leguminious crops, and oil seeds in open fields including organic farming and growing of genetically modified crops. This camn be grown in a combined within agricultural units.
  - (d) To carry on business of whole sale of agriculture products such as crops and livestocks and livestock products such as hides and skin, waste, residues and by products used for animals.
  - (e) To carry on business of manufacture of foods products.

- (f) To carry on business of real estates such as buying, selling, renting and operating of self-owned or leased real estate such as apartment buildings and dwellings, non-residential buildings, including exhibition halls, self-storage facilities, malls and shopping centers, land, development of buildings projects, operation of residential mobile home sites and furnished and subdividing real estate into lots.
- (g) To carry on business of retail sale of a large variety of goods of food products, beverages and tobacco are not predominant in retail activities of department stores carrying a general line of goods including furnitures, wearing apparel, appliances, hardware, cosmetics etc.
- (h) To carry on business of wholesale of agriculture machinery and equipment, plough, manure, spreaders, seeders, harvesters, milking machines, poultry machineries and all related agricultural machinery, equipment, products to support pre, during and post-harvest.
- (i) To carry on business of retail sale of agricultural goods such as seeds, manure, fertilizers, agro chemicals, machineries and other related to agriculture.
- (j) To carry on business of exploitation of vegetal and animal natural resources, comprising the activities of growing of crops both perennial and non-perennial, raising and breeding of animals, harvesting of timber and other plants, animals or animal products from a farm or their natural habitats, fishing and aquaculture.
- (k) To carry on business of buying, selling, renting and operating of self-owned or leased real estate, such as: apartment buildings and dwellings non- residential buildings, including exhibition halls, self-storage facilities, malls and shopping centers land —provision of homes and furnished or unfurnished flats or apartments for more permanent use, typically on a monthly or annual basis, development of building projects for own operation, i.e. for renting of space in these buildings —subdividing real estate into lots, without land.
- (l) To carry on the business of wholesale of household

furniture's, appliances, consumer electronics, lightning equipment's, cutlery, china and glassware, woodenware, wickerwork, cookware, pharmaceutical, medical goods, perfumeries, cosmetics, soaps, bicycles, motorcycles and their part and accessories, stationery, books, magazines, newspapers, photographic and optical goods, recorded audio, videotapes, leather goods, travel accessories, watches, clocks, jewellery, musical instruments, games, toys, and sports goods.



- (m) To carry on business of provision of advice and assistance to businesses and other organizations on management issues, such as strategic and organizational planning; financial planning and budgeting; marketing objectives and policies; human resource policies, practices, and planning; production scheduling; and control planning. It also includes the overseeing and managing of other units of the same company or enterprise, i.e. the activities of head offices.
- (n) To carry on business of provision of advice, guidance and operational assistance to businesses and other organizations on management issues, such as strategic and organizational planning; decision areas that are financial in nature; marketing objectives and policies; human resource policies, practices and planning; production scheduling and control planning, public relations and lobbying,.
- (o) To act as Managers of or Managing Agents or Consultants to any company or person in Tanzania or elsewhere of any undertaking works, project connected with agriculture.
- (p) To negotiate loans and finances locally and abroad for the purpose of promoting tour operation and agriculture business and herein to act as financial advisors or agents of stockholders,. Suppliers and financiers. The said loans to be used by the Company or its subsidiaries or any other company, association or person.
- (q) To purchase, take on lease or in exchange, hire or otherwise acquire and hold lands, buildings and easements.
- (r) To transact agency business of all kinds and also to act as agents representatives and distributors for any person, firm, company, or corporation.

- (s) To enter into hire purchaser agreements with customers of the company and to negotiate, assign, mortgage or pledge such agreements for cash or otherwise or the payments due or rights accruing there under.
- (t) To receive money on deposit and to lend and advance money to such persons or companies on such terms as the company may think expedient and to guarantee performance by the company of any obligation or liability it may undertake.
- (u) To distribute any of the assets for the time being of the company amongst its members in kind, and to stipulate for and obtain for its members or any of them any property rights privileges or options.
- (v) To borrow or raise money by the issue of debentures, debenture stock (perpetual or terminable), bonds, mortgages, or any other securities founded or based upon all or any of the property and rights of the company including its uncalled capital, or without any such security, and upon such terms as to priority or otherwise, as the company shall think fit.
- (w) To acquire by subscription, purchase or otherwise, and to accept and take, hold and sell, shares, or stock, in any company, society or undertaking, the objects of which shall, either in whole or in part, be similar to those of this company, or such as may be likely to promote or advance the interest of this company.
- (x) To provide for the welfare of persons in the employment of the company or its predecessor business, and the wives, widows and families of such persons, by grants of money, pension or other payments, and by providing or subscribing towards places of instruction and recreation and hospitals, dispensaries, medical and other attendance, and other assistance, as the company shall think fit, and to form, subscribe to or otherwise aid benevolent, religious, scientific. National or other institutions or objects which shall have any moral or other claims to support or aid by the company by reason of the nature or the locality of its operation or otherwise.
- (y) To enter into and carry into effect any arrangement for joint working in business, or for sharing of profits, or for amalgamation, with any other company, or any partnership or

person, carrying on business within the objects of this company.

- (z) To sell, dispose of or transfer the business, property and undertaking of the company, or any part thereof, for any consideration which the company may see fit to accept.
  - (aa) To amalgamate or enter into partnership whether perpetual or terminable, for sharing profits, union of interest, joint adventure, reciprocal concessions of cooperation with any person, firm association or group of persons carrying on or engaged in or about to carry on or about to carry on or engage in or (in the case of a company) formed to carry on or engage in any business or transaction within the objects of this company or any business transaction or cause of action which may seem to the company capable of being conducted so as directly or indirectly to benefit the company or to prevent or minimize apprehended loss, damage or cost to the company or to such person, firm, society, association or group of persons and to purchase, subscribe for or otherwise acquire and hold shares (fully or partly paid up) or stock in or security of, or to lend money, to guarantee the contracts of subsidize or otherwise assist any such person, firm, society, association or group of persons, and to sell, hold, re-issue with or without guarantee or otherwise deal with such shares, stock or securities.
  - (bb) Generally to do all such other things as may appear to be incidental or conducive to the attainment of the above objects or any of them.
4. The liability of the members is limited.
5. **The Nominal share capital of the company is ONE BILLION(1,000,000,000/=) divided into TEN THOUSAND (10,000) shares of Tanzanian shillings ONE HUNDRED thousands (100,000/=) each.**

We, the several persons whose names and addresses are described below, are desirous of being formed in 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 AND POSTAL ADDRESS OF SUBSCRIBER	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBER
EDWARD SAMSON RUKAKA P.O BOX 77909 DAR ES SALAAM	4000	
FATIMA ADADI RAJABU P.O BOX 70565 DAR ES SALAAM	4000	

Dated at Arusha this 20<sup>TH</sup> day of November, 2019

WITNESS to the above Signatures

Full Name: **FAISAL SAMSON RUKAKA** .....



Signature: .....

Address: **P.O. BOX 77909, DAR ES SALAAM** .....

Designation: **ADVOCATE** .....



THE COMPANIES ACT  
(ACT NO.12 OF 2002)

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COMPANY LIMITED BY SHARES  
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ARTICLES OF ASSOCIATION

*OF*

TRIANON INVESTMENT LIMITED

APPLICATION OF TABLE "A"

1. The regulations in Table A in the First Schedule to the Companies Act, No. 12 of 2002 shall not apply to the Company save if the same is repeated or contained in these Articles.

INTERPRETATION

2. In these Articles unless the context otherwise requires:
  - (a) **"Articles"** Means these Articles of Association of **TRIANON INVESTMENT LIMITED**
  - (b) **"Board"** Means the Board of Directors of the Company or the Directors present at a duly convened meeting of Directors at which a quorum has been attained
  - (c) **"Company"** Shall mean **TRIANON INVESTMENT LIMITED**
  - (d) **"Clear days"** In relation to the period of a notice means that a period excluding the day when the notice is given or deemed to be and the day for which is given or which it is to take effect.

- (e) **“Directors”** Shall mean the Directors for the time being of the Company or if there only be one Director then such one Director.
- (f) **“Member”** Shall mean a registered shareholder in the Company.
- (g) **“Month “** Shall mean a calendar month.
- (h) **“Office”** Shall mean the registered office of the Company.
- (i) **“The Act”** shall mean the **COMPANIES ACT (ACT NO. 12 OF 2002)** or any statutory enactment or modification thereof for the time being in force, and reference to any section or provisions of the Act shall include reference to any statutory re-enactment or modification of such section or provision for the time being in force;
- (j) **‘The Seal’** shall mean the Common Seal of the Company;
- (k) **“The Board”** shall mean the Board of Directors of the Company
- (l) **“Secretary”** shall mean any person appointed to perform the duties of Secretary of the Company
- (m) **“In writing” or “written”** shall include printing and lithography and any other mode or modes of representing or producing words in a visible form.
- (n) **“Office”** shall mean the registered office of the Company

- (o) Words importing any gender include other genders and words in the singular include the plural, and vice versa, and words importing a person shall include a body corporate.
- (p) “**Special Resolution**” and “**Extraordinary Resolution**” have the meaning assigned thereto respectively by the Act.

#### PRIVATE COMPANY

- 3. The Company has been formed as a private company, and accordingly:-
  - (a) The number of members of the company (not including persons who are in the employment of the Company, and persons, who having been formerly in the employment of the Company were while 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 hold one or more shares in the Company jointly they shall for the purpose of this Article be treated as a single member;
  - (b) Any invitation to the public to subscribe for any shares or debentures of the company is prohibited;
- 4. The right to transfer shares is restricted in the manner hereinafter provided in these articles.

#### SHARES

- 5. **The Nominal share is ONE BILLION (1,000,000,000/=) divided into TEN THOUSAND (10,000) shares of Tanzanian shillings ONE HUNDRED thousand (100,000/=) each** with such rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.
- 6. Subject to the provisions, if any, in that behalf of the Memorandum of Association, and without prejudice to any special rights previously conferred on the holders of existing shares, any share may be issued with such preferred, deferred or other special rights or such restriction, whether in regard to dividend, voting, return of share capital or otherwise, as the

Company may from time to time by special resolution determine, and any preference share may, with the sanction of a special resolution, be issued on the terms that it is, or at the option of the Company is liable to be redeemed.

7. The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee and, the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
8. Subject to such restriction in these regulations as may be applicable, any member may transfer all or any of his shares by instrument in writing in any usual or common or any other form which the Directors may approve, provided that the members of the company then present shall have the right of pre-emption in transfer by purchase.
9. The Directors may decline to register the transfer of a share to a person of whom they shall not approve, and they may also decline to register the transfer of a share on which the company has a lien.
10. If the Directors refuse to register a transfer they shall within two months after the date of which the transfer was lodged with the Company send to the transferee notice of the refusal.

#### **TRANSMISSION OF SHARES**

11. In the case of death of a member the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognized by the Company as having title to his interest in the shares but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which he has been jointly held by him with other persons.
12. Any persons becoming entitled to a share in the consequence of death or bankruptcy of a member may upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as a transferee thereof, but the Directors will, in either case, have the same right to decline or suspend registration as they would have in the case of a transfer of the share by that member before his death or bankruptcy.

### **CALLS ON SHARES**

13. The Directors may, subject to any conditions of allotment from time to time make calls upon the members in respect of any moneys unpaid on their shares whether on account of the nominal value of the (shares or by way of premium) provided that (except as otherwise fixed by the conditions of allotment) no call on any share shall be payable at less than thirty days from the date appointment for payment of the last preceding call, and each member shall (subject to being given at least three weeks' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares.

### **FORFEITURE OF SHARES**

14. If a member fails to pay any call or installment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of such call or installment remains unpaid serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
15. The notice shall name a further day (not earlier than the expiration of three weeks from the date of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.
16. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares, but his liability shall cease if and when the Company receives payment in full of the nominal amount of the shares.

### **ALTERATION OF CAPITAL**

17. The Company may from time to time by ordinary resolution increase the share capital by such sum to be divided into shares of such amount, as the resolution shall prescribe but such increase in value of the shares shall not affect the number of shares initially taken up by the subscribers to the Memorandum of the Company.

18. The Company may by ordinary resolution:
- a. Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
  - b. Sub-divide existing shares, or any of them into shares of smaller amount than is fixed by the Memorandum of Association.

### **GENERAL MEETINGS**

19. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting 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 and that of the next. Provided that so long as the company hold its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of incorporation or in the following year. The annual general meeting shall be held at such time and place, as the Directors shall appoint.
20. All general meetings other than annual general meetings shall be called extraordinary general meetings.
21. The Directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall be convened on such requisition, as provided for in the Act.
22. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty one days' notice in writing at the least, and a meeting or a meeting for the passing of an ordinary resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day for which it is given, and shall be given, in a manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in a general meeting, to such other persons as are, under the regulations of the company, entitled to receive such notices from the company.

### **PROCEEDINGS AT GENERAL MEETINGS**

23. All business shall be deemed special that is transacted at an annual general meeting and also that is transacted at any general meeting, with the exception of declaring a dividend, the consideration of accounts, balance sheets and the reports of the Directors and auditors, the election of Directors in the place of

those retiring and the appointment of, and fixing, the remuneration of the auditors.

24. Two members, either present in person or by proxy shall constitute a quorum.
25. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon requisition of members shall be dissolved, in any case it 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.
26. The Chairman, if any, of the board of Directors shall preside as chairman of every general meeting of the company, or if there is no such chairman or if he shall not be present within fifteen minutes after the time appointed for the holding of the general meeting or is unwilling to act the Directors present shall elect one of their member to be chairman of the meeting.

## **DIRECTORS**

27. Unless determined by the Company in general meeting the Directors shall not be less than two and not more than ten in number.
28. The following persons shall be first Directors to the Company:-
  1. **EDWARD SAMSON RUKAKA**
  2. **FATIMA ADADI RAJABU**
29. The shareholding qualifications for Directors may be fixed by the Company in general meeting and unless and until so fixed no qualification shall be required.
30. The quorum of Directors, for transacting business shall unless otherwise fixed, by Directors, be two.
31. A resolution in writing signed by all Directors then in Tanzania shall be valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
32. The Directors may from time to time to borrow, raise moneys for the purpose of the Company which may exceed the issued share capital of the Company.

## **BORROWING POWERS**

33. The Directors may exercise all powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital or 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 of any third party.

## **POWERS AND DUTIES OF DIRECTORS**

34. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not by the Act, or by these regulations, required to be exercised by the Company in general meeting; subject nevertheless, to any of these regulations, to the provisions of the Act and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

35. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purpose and with such powers, authorities and discretion (not exceeding, those vested in or exercisable by the Directors under these regulations) and for such period and subject to such conditions as they may think fit.

## **DISQUALIFICATION OF DIRECTORS**

36. The office of director shall be vacated if the director:

- (a) resigns;
- (b) becomes of unsound mind
- (c) becomes prohibited from being a director by reason of any Court Order;
- (d) dies;
- (e) in case of a life director, ceases to be a member of the Company;
- (f) is voted out of office by an ordinary resolution in General Meeting;
- (g) is prohibited from acting as a director by the provisions of the Act.

## **MANAGING DIRECTOR**

37. The Directors may from time to time appoint a Managing Director who may not necessarily be out of their body for such a period and on such terms as they think fit, and subject to the terms of agreement entered into in any such particular case, may revoke such an appointment.
38. A Managing Director shall receive such remuneration as the Directors may determine.

## **SECRETARY**

39. The Directors shall appoint a Secretary of the Company on such terms, at such remuneration and upon such conditions, as they may think fit; and the Secretary appointed may be removed by them.

## **THE SEAL**

40. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument shall be countersigned by the Secretary or by a second director or by some other person appointed by the Directors for the purpose.

## **ACCOUNTS**

41. The Directors shall cause true accounts to be kept:
- a. of the assets and liabilities of the Company;
  - b. of all sums of money received and expended by the Company and the manner in respect of which receipts and expenditures take place. The books of accounts shall be always open for the inspection of the Directors and shall be kept at a place decided by the Directors.
42. The Directors shall from time to time determine whether in any particular case or cases or generally and to what extent and at what time and place and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of the members and no member (not being a director) shall have any right of inspecting any book or documents of the Company except as conferred by statute or authorized by the Directors.

## **AUDIT**

43. Once at least in every year the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by an auditor.
44. The Directors shall appoint the first auditor who will hold office until the first annual general meeting.
45. The Directors may fill up any casual vacancy in the office of auditor.
46. The remuneration of the auditor shall be fixed by the Company in general meeting; except that the remuneration of any auditor appointed by the Directors may be fixed by the Directors.

## **CAPITALIZATION OF PROFITS**

47. The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions on condition that the same shall not be paid in cash but be applied either in or toward paying up any amounts for the time being unpaid or any shares held by such members respectively.

## **NOTICES**

48. A notice may be given by the Company to any member either personally or by sending it by post to him at his registered address, and/or if he has no registered address, to his last known address, if any, supplied by him or her to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to have been effective if the notice was posted.
49. Notice of every general meeting shall be given in any manner herein before authorized to every member at his or her registered address or last known address.
50. Every person upon whom the ownership of a share devolves by reason of his being a legal personal representative of a trustee or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and the auditor for the time being of the Company.

## **LIEN**

51. The Company shall have a first and paramount lien upon all shares (whether fully paid or not) registered in the name of any Member, either alone or jointly with any other person for his debits, liabilities and engagements, whether solely or jointly with any other person to or with the Company whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not and such lien shall extend to all dividends from time to time declared in respect of such shares. But the directors may at any time declare any share to be exempt wholly or partially from the provisions of this Article.

## **INDEMNITY**

52. Every Director, Managing Director, Agent, Auditor, Secretary, and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with an application under the companies act in which relief is granted to him by the Court.



## **ALTERATIONS OR ADDITIONS**

53. Subject to the provisions of the Act and to those contained in the Memorandum of Association, the Company may by special resolution make alterations or additions to the Articles of Association and any such alterations or addition as made shall be as valid and effectual as if originally contained in these Articles and be subject in like manner to alteration by Special Resolution.

## **WINDING UP**

54. 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 Act, divide amongst the members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may for such purposes set such value as he may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefits 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 where there is any liability.

NAMES AND POSTAL ADDRESS OF SUBSCRIBER	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBER
EDWARD SAMSON RUKAKA P.O. BOX 77909 DAR ES SALAAM	4000	
FATIMA ADADI RAJABU P.O BOX 70565 DAR ES SALAAM	4000	

Dated at Arusha this 20<sup>TH</sup> day of November, 2019

WITNESS to the above Signatures

**FAISAL SAMSON RUKAKA**

Full Name: .....



Signature: .....

Address: **P.O. BOX 77909, DAR ES SALAAM** .....

Designation: **ADVOCATE** .....

