

THE COMPANIES ACT, 2002

COMPANY LIMITED BY GUARANTEE

AMENDED VERSION OF MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

MOUNT SINAI NURSERY AND PRIMARY SCHOOL LIMITED

(As per RESOLUTION PASSED ON 09/11/2018)

INCORPORATED THIS.....DAY OF.....2018

DRAWN BY:

Exper Joseph Massawe (Subscriber),

P.O. Box 15815,

DAR ES SALAAM.

THE COMPANIES ACT 2002

MEMORANDUM OF ASSOCIATION

OF MOUNT SINAI NURSERY AND PRIMARY SCHOOL LIMITED

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL



1. The name of the Company is **Mount Sinai Nursery and Primary School 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 the business of Pre-primary and primary education,
 - b. Develop a strong reputation by supporting the community events that members will want to and celebrate, serve the people's interest in helping each other and improving the community in general and helps children to fight with life-threatening diseases and protection against child abuse.
 - c. Create link with local, national and international development agency for the purposes of promoting social development, education, investment and economic development.
 - d. Undertake environmental, climate change, disaster and emergency support programs.
 - e. To fight and eliminate three development enemies which are poverty, illiteracy and disease.
 - f. Support the community with general sustainable development program activities
 - g. To be engaged in services related to child education and agricultural form development.
 - h. To facilitate environmental managements, forest managements, cultural management.
 - i. To do any other things as the Company many deem conducive to the attainment of the forgoing objects or any of them, to collect and disseminate research, statistical and other information on education;
 - j. To accept grants, gifts, subscriptions and donations under conditions acceptable to the Company;
4. The liability of the members is limited by guarantee.

5. Every member of the company undertakes to contribute to the assets of the company in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the company contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding **ten thousand**.

PROVIDED that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company in return for any services actually rendered to the Company nor prevent the payment of interest at a rate not exceeding the current bank rate on money lent or reasonable and proper rent for premises demised or let by any member to the Company but PROVIDED always that no Director shall be appointed to any salaried office of the Company.

If upon winding up or dissolution of the Company, there remains after the satisfaction of all its debts any residual amounts, this shall not be paid to or distributed among the members but shall be given similar to the objects of the Company and having objects prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of clause 6 hereof (such institution or institutions to be determined by the members of the Company at or before the time of dissolution); and if and so far as effect cannot be given to the aforesaid provisions then to some charitable objects to be determined by the members.

NOW, THEREFORE WE, the several persons whose names and addresses are hereafter described, are desirous of being formed into a Company in pursuance of this Memorandum of Association and have agreed to have no shares in the capital of the Company

| NAMES, POSTAL ADDRESS AND DESCRIPTION OF SUBSCRIBER | SIGNATURE OF EACH SUBSCRIBER |
|--|---|
| 1. EXPER JOSEPH MASSAWE P. O BOX 15815 DAR ES SALAAM |  |
| 2. THECLA EXPER MASSAWE, P.O. BOX 15815, DAR ES SALAAM. |  |

DATED AT DAR ES SALAAM THIS 9th DAY OF November 2018.

SIGNED BEFORE ME:

SIGNATURE:

NAME: SILVESTER EUSEBI SHAYO

POSTAL ADDRESS: 11934 DAR ES SALAAM

QUALIFICATION: ADVOCATE



THE COMPANIES ACT, 2002

ARTICLES OF ASSOCIATION

OF

MOUNT SINAI NURSERY AND PRIMARY SCHOOL LIMITED

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

INTERPRETATION

1. In these Articles unless there be in the context anything inconsistent herewith:

- "the Act" shall mean the Companies Act, 2002 and every statutory modification of re-enactment thereof for the time being in force;
- "Council" shall mean the Executive Council of the Destined Superior World Limited.
- "the Seal" shall mean the common Seal of the Company
- "the month" shall mean calendar month;
- "the year" shall mean calendar year;
- "Officers" shall mean the Chairman, Vice Chairmen and the Treasurer elected pursuant to Articles 18, 19, 20;
- "Branch" shall mean Branch of the Company established at Regional or District level in Tanzania.
- "Promoters" shall mean all those persons falling within the definition of Ordinary Members whose names appear in the list of those in attendance at the inaugural meeting of the Company;
- "Notice" shall mean communication, which may be given by the Company to a member either personally or by sending it by post to him at the address supplied by him to the Company. Where a notice is sent by post, such notice shall be deemed to have been sufficiently effected and duly served at the expiration of three days after properly addressing, prepaying and posting to such member a letter containing the notice.
- "Votes" Every member or duly appointed delegate as the case may be, shall have one vote. No member shall be entitled to vote unless all conditions pertaining to membership presently required by him by the Company have been fulfilled.

Words and expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles. Words importing the singular shall include the plural number and vice versa.

Words importing the masculine gender shall include the feminine and vice versa. The word "member" in respect of firms and bodies corporate shall include the properly accredited representative of that firm or body corporate.

2. These Articles shall be construed with reference to the provisions of the Act.
3. The Company is a private Non-profit charity organization.

4. There shall be two categories of membership within the Company, namely, ordinary member and honorary member.
5. The ordinary member shall, upon payment of membership fees, become automatic members of the Company. The honorary member shall become member upon being elected as such by an Annual General Meeting or Extra-Ordinary General Meeting. Honorary members shall not pay fees.
6. Every member as defined under Article 4 desirous of becoming a Member of the Company shall sign and deliver to either the Company or the respective Branch an application for membership as the case shall be in the form to be provided by the Company. This requirement may be waived in the case of honorary member and associate member.
7. Membership is open to all persons, corporate bodies, companies and any other institutions but it is not transferable.

MEMBERSHIP FEES

8. Membership fees shall be in two categories: -

- (a) Entrance fees
- (b) Annual Subscriptions

Which shall be shared between the branches and the headquarters of the Company in proportions to be determined from time to time by the Council.

9. The Council shall determine the scale of membership fees from time to time.
10. Annual subscriptions for the ensuing year, whether demanded or not, shall be due and payable between 1st and 31st December both dates inclusive.

TERMINATION OF MEMBERSHIP

11. A member of the Company shall cease to be a member if such a member:-

- (a) resigns by giving one month's notice in writing to the Company branch;
- (b) becomes of unsound mind;
- (c) fails to pay his fees in ;
- (d) is adjudicated a bankrupt, goes into liquidation or compounds with his creditors;

PROVIDED always that any member who ceases to be a member shall remain liable in the terms of the Memorandum and Articles of Association for all liabilities, contributions and annual fees falling due within the year in which he ceases to be a member.

12. The Council or Executive Committee may terminate the membership of any Member who by his conduct renders himself unfit in the opinion of a majority of the Council or Executive Committee members to remain a member of the Company.
13. No member may exercise any of the rights and privileges of membership if his subscription fees remain unpaid for more than four months after 1st January of each year. After a written notice of two months the Council or Branch Executive Committee may terminate the membership.

SUSPENSION

14. (a) The Council or Branch Executive Committee shall have the power by majority vote to suspend any member from membership for reasonable cause and for any period not exceeding three months.
- (c) During this period of suspension the member forfeits all rights and privileges.

RIGHTS OF APPEAL

15. (a) A member whose membership has been terminated or suspended by the Branch Executive Committee shall have the right to appeal respectively to the Executive Council of the Company and if need be thereafter to the Annual General Meeting or Extra-ordinary General Meeting.
 - (b) A member whose membership has been terminated or suspended by the Council shall have the right to appeal to an Extraordinary General Meeting or the Annual General Meeting of the Company.
 - (c) A member wishing to appeal shall lodge his application to the Council in writing through the Executive Director of the Company within thirty days of the date of the written notice suspending or terminating the membership. The appeal shall be included in the agenda of the Council or Extraordinary General Meeting called at the earliest opportunity thereafter or in the agenda of the ensuing Annual General Meeting.
16. A member whose membership has been terminated may re-apply for membership after twelve months from the date of the letter informing him of such termination of membership.

OFFICERS OF THE COMPANY

17. There shall be a **Chairman** of the Company who shall be elected every three years. He is eligible for re-election for only one more term of three years. Thereafter he can sit on the Council as **Immediate past Chairman** until a new Chairman (i.e. his successor) replaces him. The duties of the Chairman shall be to preside at the Annual General Meeting, Extra-ordinary General Meeting, at meetings of the Council and of the Management Committee. He shall be the spokesman of the Company on all policy matters.
18. There shall be **two Vice Chairmen** of the Company who shall be elected every three years and are eligible for re-election as Vice Chairmen for only one more term of three years.
19. There shall be a **Treasurer** who shall be elected every three years and is eligible for re-election for only one more term of three years.
20. Only members whose dues to the Company are fully paid up at the date of the Annual General Meeting shall be eligible for election as officers of the Company.
21. (a) The Chairman, the Vice Chairmen and the Treasurer shall constitute the **officers of the Company** and shall assume office immediately after the close of the Annual General Meeting or Extra-ordinary General Meeting at which they have been elected.
- (b) Any officer of the Company can be reprimanded or removed from office at an Annual General Meeting or at an Extra-ordinary General Meeting specially demanded by more than half of the total number of Company

Branches, unless the Annual General Meeting or Extra-ordinary General Meeting after due hearing of his defence dismisses the charges brought against the particular officer.

22. If the officer fails to attend for reasons the Annual General Meeting or Extra-ordinary General Meeting considers to be valid, after deliberations, the Annual General Meeting or Extra-ordinary Meeting may delegate making of final decision to the Executive Council. If, however, the officer, having been duly notified of the case against him fails to attend for reasons not acceptable to the General Meeting the case may be decided in his absence.
23. If the office of the Chairman shall be vacant by reason of resignation or death or for any other reason, an emergency meeting of the Executive Council shall be called to elect an interim Chairman from amongst the Vice Chairmen pending the Annual General Meeting or the Extra Ordinary General Meeting where the position shall be filled.
24. If there shall at any time and for whatever reason be less than the required number of officers of the Company the Council shall fill the vacant post and seek confirmation thereof at the next Annual General Meeting. New officers shall remain in office until the expiry of the balance of the term of tenure.

BOARD OF DIRECTORS

25. (a) Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be less than two or more than seven.
 - (b) The first Directors of the Company shall be:

1. **EXPER JOSEPH MASSAWE.**

2. **THECLA EXPER MASSAWE**

GENERAL MEETINGS

26. The Company shall have three types of General Meetings, as follows:-

- (a) An **Annual General Meeting** which shall meet every year on such day and at such place and time as the Council shall determine, but in any case not later than April 30th each year.
- (b) **Extra-ordinary General Meeting** pursuant to Article 30.
- (c) Such meetings of Members as the Council deems necessary.

27. (a) Every Region Agency shall be represented by two delegates who shall be

elected by the annual or Extra-ordinary General Meeting of the Region. Provided that if a Region has three or more Branches, all delegates shall come from District Branches on a rotational basis.

Membership of a "Region" shall be the total number of members in all branches of the Company within the particular Region.

- (b) Every Organization affiliated to the Company shall be represented by one delegate.
- (c) Every Professional Association affiliated to the Company shall be represented by one delegate.

- (d) Every Support Organization which has a memorandum of understanding with the Company shall be represented by one delegate.
- (e) Members of the Executive Council as defined in Article 33 of this Constitution shall attend.
28. The business of the Annual General Meeting shall be to: -
- (a) Approve the minutes of the previous Annual General Meeting and of Extra-ordinary General Meetings held in the meantime;
 - (b) Receive the report of the Chairman on the activities of the Company during the past year;
 - (c) Receive the audited accounts of the Company for the preceding year and the report of the auditors thereon;
 - (d) Receive, consider and approve the Plan of Action for the ensuing year;
 - (e) Approve the Budget for the ensuing year;
 - (f) Appoint and fix the remuneration of the Auditors of the Company for the ensuing year;
 - (g) Elect the officers of the Company when due; provided that nominations for elections shall be made in writing on a prescribed form and delivered to the Executive Director not less than fourteen days prior to the scheduled date of the annual General Meeting.
 - (h) Hear appeals (if any) from members whose membership has been suspended or terminated.
29. The Annual General Meeting shall have the right to comment and direct on the structure of standing committees or any matter whatsoever proposed by the Council.

EXTRA ORDINARY GENERAL MEETING

30. Extra-ordinary General Meetings shall be convened by the Council on its own motion or upon the request in writing of at least one-half of the number of Regional Branches of the Company stating the purpose for which the meeting is to be called.
31. The business of an Extra-ordinary General Meeting shall be confined to the matters disclosed in the notice of the Meeting.

QUORUM OF GENERAL MEETINGS

32. Save as otherwise provided a quorum for all General Meetings shall be one third of the total number of delegates that are entitled to attend the meeting and vote or 30 delegates present at the meeting and entitled to vote, whichever is the least.

EXECUTIVE COUNCIL

33. The affairs of the Company shall be managed by the Executive Council in accordance with directions given by Company in General Meetings. It shall comprise:
- (a) The officers of the Company
 - (b) Chairpersons of Regions
 - (c) Chairpersons Organizations affiliated to the Company.

- (d) One representative from each of the professional Associations affiliated to the Company.
- (e) One representative from each of the Support Organizations with memoranda of understanding with the Company.
- (f) Immediate Past Chairman of the Company
- (g) The Executive Director of the Company appointed pursuant to Article 25, sitting as Ex-officio member of the Council and acting as Secretary to the Council. The Council shall be responsible to the Annual General Meeting, which shall have the final say on all matters.

Any member of the Council, who fails to attend three consecutive meetings of the Council for whatever reason, shall cease to be a member of the Council. The Branch or Organization, which he represents, shall replace him with another person. For avoidance of doubt a Branch Chairman or officer of the Company who fails to attend three consecutive meetings of the Council will automatically lose his elective position at the Branch or Company Headquarters as the case may be. The Branch Executive Committee shall replace the Branch Chairman while the Executive Council shall replace the officer of the Company pending confirmation by the Branch and National Annual or Extra-ordinary General Meeting respectively.

- 34. The Council shall meet in the months of February, April, July and October each year or more often as the need may be.

QUORUM OF COUNCIL

- 35. The quorum of the Council shall be one-third of its membership or three members present and entitled to vote whichever is the least.

Questions arising at any meeting of the Executive Council shall be decided by a majority of votes. In the case of equality of votes the Chairman of the Council or in his absence such other member as shall be chairing the meeting in question shall have a second or casting vote. If at any meeting of the Council, the Chairman is not present within thirty minutes after the time appointed for holding the same, the members of the Executive Council may choose one of the Vice Chairmen of the Company to be the Chairman of the meeting. In the event the Chairman and both the two Vice Chairmen are so absent, then the members may choose one of their number to be the Chairman of the meeting.

MANAGEMENT COMMITTEE

- 36. There shall be a **Management Committee** which shall comprise:-
 - (a) Chairman of the Company
 - (b) Vice Chairmen
 - (c) Treasurer
 - (d) The Executive Director of the Company sitting in an ex-officio capacity and acting as Secretary to the Committee.

Provided that on request any Chairman of a Standing Committee may attend its meeting if the Chairman of the Management Committee so agrees.

37. The Management Committee shall be responsible to the Council for all administrative matters related to finance and borrowing and for the general day to day running of the Company and shall meet at least once every two months or more often as need be.

Any member of the Management Committee who fails for whatever reason to attend three consecutive meetings shall cease to be a member of the Management Committee and the Council shall replace him with another person in accordance with Article 23 of this Constitution.

QUORUM OF MANAGEMENT COMMITTEE

38. The quorum of the Management Committee shall be three of its members present and entitled to vote.
39. When in the view of the Chairman an urgent decision is required he shall make such decision but shall at the first opportunity report to and seek the approval of the Management Committee and, if appropriate, of the Council.

STANDING COMMITTEES

40. The Council shall form Standing Committees whenever it sees fit to do so on matters or sectors of the Company.
41. Provided that the Council shall give broad terms of reference to such committees either informally or formally in writing, including directions regarding any reporting procedures which the Council may require.
42. Each Standing Committee shall comprise not less than three members who shall be appointed by the Council. The Council shall appoint the chairman of each standing committee. The standing committee shall hold office for the life span of the Council.
43. Each Standing Committee shall advise the Council on matters coming within its terms of references as defined by the Council.
44. The Council may appoint such sub-committees as are considered by them necessary. Such committees shall be given specific terms of reference and shall submit their reports as directed therein.
45. The Council may form Sections of the Company for the benefit of any interest or group of interest or group of interests on a requisition from the Management Committee of the Company. Each section shall elect its own Chairman and Vice Chairman and a Section Committee comprising not more than ten members of the section and shall meet at least three times per annum. Section Committee shall report to the Council through the Management Committee of the Company and shall have such executive powers as may specifically be granted to each Committee by the Council.
46. The officers of the Company shall be ex-officio members of all sections.

GENERAL QUORUM

47. A quorum in respect of each committee and subcommittee unless otherwise specified herein shall be one-third of its membership present and entitled to vote.

At any meeting of the Company, its Council or committees and sub-committees at which a quorum is not realised within thirty minutes of the appointed time the meeting shall stand adjourned until seven days thereafter when it will again meet at the same time and at the same place. In the event of this later day falling on Public Holiday, the meeting will take place the day following at the same time and at the same place. Members present at the adjourned meeting at the appointed hour shall form a quorum.

CASUAL VACANCIES

48. A casual vacancy occurring in the membership of the Council, any committee or sub-committee may be filled by the Council

NOTICE OF MEETING

49. Notice for General Meetings of the Company shall be twenty-one days. However, non-receipt of a notice of a meeting by any person entitled to receive notice thereof shall not in itself invalidate the proceedings at such meeting.

REPRESENTATION ON PUBLIC BODIES

50. Members may be nominated by the Company through the Management Committee for appointment to outside bodies and persons so nominated shall represent the Company. Persons so appointed shall report to the Management Committee of the Company regularly on the business of the bodies in question. Any member who fails to attend three consecutive meetings of the body on which he represents the Company or does not report regularly to the Company on the business of the body shall be removed from the body and replaced.

INDEMNITY

51. Every member or servant of the Company acting pursuant to the duties entrusted to him by the Company shall be indemnified by the Company against all costs, losses and expenses which he may incur or for which he may become liable by reason of any act or commission in the discharge of such duties unless the same should happen through his own negligence, default, breach of duty or breach of trust.

FINANCIAL YEAR

52. The financial year of the Company shall be the calendar year.

ACCOUNTS

54. All income to the Company shall be the property of the Company.

55. Funds of the Company shall be used solely for:

- (a) payment of legitimate expenses, remuneration and salaries;
- (b) any other purpose for the furtherance of the objects of the Company

56. The officers of the Company shall cause proper books of account to be kept with respect to:-

- All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- All sales and purchases of goods by the Company and the assets and liabilities of the Company.

57. The Books of Accounts shall be kept at the registered office of the Company, or at such other place or places as the officers think fit and shall always be open to the inspection of the officers.
58. The officers shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being officers; and no member (not being an officer) shall have any right of inspecting any account or book or documents of the Company except as conferred by statute or authorized by the officers by the Company in general meeting.
59. The officers shall from time to time in accordance with the Act, cause to be prepared and to be laid before the Company in a general meeting such profit and loss accounts, balance sheets and reports as are referred to in the Act.
60. The accounts shall show, arranged under the most convenient heads, the amounts of gross income, distinguishing the several sources from which it has been derived, and the amount of gross expenditure fairly chargeable against the year's income so that a just balance and loss may be laid before the meeting. In cases where any item of expenditure, which may in fairness be distributed over several years, has been incurred in any one year, the whole amount of such item shall be stated, with the addition of the reasons why only portion of such expenditure is charged against the income of the year.
61. A copy of every Balance Sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in a General Meeting together with a copy of the auditor's report shall, not less than seven days before the date of the Meeting be made available for members at their respective branch offices.

AUDITORS

62. Auditors shall be appointed for the following year at the Annual General Meeting, which shall also fix their remuneration.
63. All accounts, records and documents shall be open to the inspection of the Auditors at any time.
64. The Executive Director appointed pursuant to Article 25 shall produce an account of the receipts and payments of the Company and a statement of assets and liabilities prepared as at the end of the financial year immediately preceding the Annual General Meeting.
65. The Auditors shall examine such annual accounts and statements and either certify that they are correct, duly vouched and in accordance with the law or report to the Company in what respect they are found to be incorrect, untouched or not in accordance with the law.

RULES

66. The Council may from time to time make, repeal or amend Rules for the conduct of the affairs of the Company as a whole or in part. Any rule prescribed by the Council may be repealed or varied by a resolution passed at a General Meeting. PROVIDED that any such repeal or variation shall not invalidate any action taken by the Company prior to the passing of the Resolution to repeal or vary the Rules.

BRANCHES

67. (a) There shall be established in the United Republic of Tanzania Branches of the Company. These Branches shall be subject to the terms of the Memorandum and Articles of Association of the Company. In order to

participate in the activities of the Company on a continuous basis, members of the Company in respective areas shall register themselves with Branches in their areas.

(b) Branches of the Company in any one Region shall be referred to as a "Regional Company".

68. (a) In so far as the objects of the Company as stipulated in Clause 3 of its Memorandum of Association are purely of a district or regional import, character, significance and consequence, Branches shall act autonomously. This includes the right to join any non-political, non-religious and non-racial and which aims at promoting the interests of the private sector and is consistent with the objectives of the Company.

(b) Regions shall submit reports and information on their activities to the Company Headquarters on a regular basis. They shall submit written reports at every meeting of the Council.

(c) In all matters of national or regional character all Branches shall act through their respective Regional Headquarters.

69. In all matters which are outside the jurisdiction of Region, the Region shall act through and with the authority of the National Management Committee.

OFFICERS OF THE BRANCH

70. There shall be a Chairman of every Branch who shall be elected every three years at the Annual General Meeting of the Branch and is eligible for re-election for only one more term of three years. Thereafter he shall sit on the Executive Committee as Immediate Past Chairman until his successor replaces him.

The Branch Chairman shall preside at the following Branch Meetings: -

- (a) Annual General Meeting
- (b) Extra-ordinary General Meeting
- (c) Executive Committee Meeting
- (d) Management Committee Meeting

71. There shall be two Vice-Chairmen of the Branch who shall be elected every three years at the Annual General Meeting of the Branch and shall be eligible for re-election as Vice Chairmen for only one more term of three years.

72. There shall be an Honorary Secretary and an Honorary Treasurer of the Branch who shall be elected every three years and shall be eligible for re-election for only one more term of three years. Provided that, when a full-time Executive Officer has been appointed pursuant to Article 90 the post of Honorary Secretary shall lapse. The Honorary Secretary shall act as executive officer of the Branch while the Honorary Treasurer shall be responsible for financial and income generating affairs.

73. (a) The Chairman, the Vice Chairmen, the Honorary Secretary and the Honorary Treasurer shall constitute the officers of the Branch and shall commence office immediately after the Annual General Meeting at which they have been elected.

- (b) Any officer of the Branch can be reprimanded or removed from office at an annual General Meeting or at an Extra-ordinary General Meeting specially demanded by more than half of the paid up members of the Branch unless the Annual General Meeting or Extra-ordinary General Meeting after due hearing of his defence dismisses the charges brought against the particular officer.

However, if the officer fails to attend for reasons the annual General Meeting or Extra-ordinary General Meeting considers to be valid after deliberations, the Annual General Meeting or Extra-ordinary General Meeting may delegate making of final decision to the Executive Committee of the Branch.

If, however, the officer, having been duly notified of the charge against him fails to attend for reasons not acceptable to the General Meeting the case may be decided in his absence.

74. If the office of the Chairman shall fall vacant by reason of resignation or death or for any other reason an emergency meeting of the Executive Committee of the Branch shall be called to elect an interim chairman from amongst the Vice Chairmen pending the meeting of the Annual General Meeting or Extra-ordinary General Meeting of the Branch where the position shall be filled.

75. Pursuant to the requirements of the Companies Act, only the officers of the Company can act as Directors. However, the officers of the Branch shall act as legally authorized agents of the Directors of the Company.

BRANCH GENERAL MEETINGS

76. (a) In liaison with the Company Headquarters branches shall hold an Annual General Meeting every year on such day and at such time and place as the Branch Executive Committee shall determine but in any case not later than the month of March.

(b) Extra-ordinary General Meetings of the Branch shall be convened by the Branch Executive Committee on its own motion or upon the request in writing of at least one third paid up members registered with the Branch stating the purpose for which the meeting is to be called.

(c) Each Branch shall send delegates not exceeding five (5) in number to the AGM or EOGM of the Regional Company. The Chairman of a Branch shall attend in his capacity as member of the Regional Executive Committee.

77. The business of the Annual General Meeting of the Branch of the Region shall be to:-

(a) approve the minutes of the previous Annual General Meeting and of any Extra-ordinary General Meetings held in the meantime;

(b) Receive the report of the branch chairman on the activities of the branch during the past year;

(c) Receive the audited accounts for the preceding year and the report of the auditors thereon;

(d) Receive, consider and approve a plan of action for the ensuing year;

(e) Approve the budget for the ensuing year;

(f) Appoint and fix the remuneration of the auditors for the ensuing year;

(g) Elect the officers of the branch, when due, councilors of the Executive Committee of the Branch, when due and the members to represent the Branch at the Annual General Meeting of the Company.

(h) Hearing appeals, if any, from suspended or terminated members.

The Annual General Meeting of the branch may make recommendations to the Executive Committee concerning the structure and number of standing committees and the purposes for which they are established. The Executive Committee shall elect chairmen of such Committees.

The exclusive business of an Extraordinary General Meeting of the Branch shall be confined to the matters disclosed in the notice of the meeting.

Notice for convening Branch General Meetings shall be twenty-one days.

Quorum for a Branch General Meeting shall be one-third of paid-up members of the Branch or twenty paid-up members present and entitled to vote whichever be the least.

- (a) Minutes of the Branch General Meetings shall be sent to the Region and/or the Company Headquarters not more than two weeks after the General Meeting.
- (b) In the event of an election the Chairman of the Company or his representative shall preside over the proceedings. Notice of such elections should be sent to the Company Headquarters at least three weeks before the date of elections.
- (c) Minutes of District General Meetings shall be sent to the Regional office not more than two weeks after the General Meeting.
- (d) In the event of an election the Regional Chairman or his representative shall preside over the proceedings. Notice of the elections must be sent to the Regional office at least three weeks before the elections.

BRANCH EXECUTIVE COMMITTEE

83. The affairs of the branch of the Company shall be managed by an Executive Committee. It shall comprise:-
- (a) The officers of the Branch namely: Chairman, Vice Chairmen, Hon. Treasurer and Hon. Secretary where there is no full time Executive Officer.
 - (b) Chairmen of District Branches in the case of an Executive Committee of a Region.
 - (c) The Executive Officer of the branch appointed pursuant to Article 90, sitting as ex-official member and acting as Secretary to the Committee
 - (d) Immediate Past Chairman of the Branch pursuant to Article 76.

The Executive Committee shall meet at least four times a year. Any member of the Executive Committee who fails to attend three consecutive meetings of the Executive Committee for whatever reason shall be removed and replaced with another person by the Executive Committee.

84. The Executive Committee of the Branch shall appoint an Executive Officer for the Branch who shall be responsible to the Management Committee of the Branch on day-to-day affairs, and to the Executive Director of the Company for policy directions.
85. The quorum of the Executive Committee shall be one third of its elected membership or three members present and entitled to vote whichever is the least.

BRANCH MANAGEMENT COMMITTEE

86. There shall be a Management Committee of the Branch which shall comprise:-
- (a) The officers of the Branch.

- (b) The Executive Officer of the Branch sitting in an ex-officio capacity and acting as secretary to the Committee. On request to and approval of the Chairman, a Chairman of any Standing Committee may attend a meeting of the Management Committee.

Provided that the Chairman or the Management Committee may invite other persons whether members of the Company or not to any or all of its meetings or to any part of the proceedings but such persons shall not be entitled to vote.

87. The Management Committee shall be responsible to the Executive Committee for all administrative matters related to finance and for the general day to day running of the Branch.
The Management Committee shall meet at least once every two months. Any member of the Management Committee who fails to attend three consecutive meetings for whatever reason shall be removed and replaced with another person by the Executive Committee.
88. The quorum of the Management Committee shall be three of its members present and entitled to vote.
89. When in the view of the Chairman of the Branch an urgent decision is required he shall make such decision and shall at the first opportunity report to and seek approval of the Management Committee and, if appropriate, of the Executive Committee.

BRANCH STANDING COMMITTEES

90. The Executive Committee of the Branch, acting on advice given to it by the Annual General Meeting in terms of Article 84, shall within thirty days thereof appoint chairmen of Standing Committees to deal with various activities of the Company.

Provided that such committees shall be given terms of reference by the Executive Committee either informally or formally in writing, including directions regarding any reporting procedures which the Executive Committee may require. The exact number of Standing Committees to be formed shall be determined by the Branch Executive Committee.

Each Standing Committee shall comprise not less than three members who shall be appointed by their chairpersons and approved by the Branch Executive Committee. The Standing Committee shall hold office for the life span of the Executive Committee.

- Each Standing Committee shall advise the Executive Committee on matters coming within its terms of reference as defined by the Executive Committee.



The Standing Committee shall advise the Executive Committee on matters coming within its terms of reference as defined by the Executive Committee.

The Executive Committee may appoint such Sub-Committees, as it considers necessary given defined tasks to be performed.

OTHER PROVISIONS RELATING TO THE BRANCH

95. Articles herein relating to casual vacancies, co-option, votes, financial year, funds and accounts and audit of the Company shall apply, *mutatis mutandis*, to the Branches.

96. Where in the opinion of the Council, the Management of a Branch is deemed to be weak and, in particular, where:-
- (a) a Branch ceases to function properly; or
 - (b) there is flagrant violation of the Memorandum and/or Articles of Association of the Company; or
 - (c) a request has been received from at least one third of the paid-up members registered in the Branch; or
 - (d) a Branch has failed, after due notice, to provide important information to the Company to the satisfaction of the Council; or
97. The Executive Committee and Management Committee of Company Branches situated at Regional Headquarters shall also be the Regional Executive Committee and Regional Management Committee respectively and shall have jurisdiction over all District Branches in the Region on matters of regional nature.
98. The Executive Officers of the Company branches situated at Regional Headquarters shall also be the Regional Executive Officers.

| NAMES, POSTAL ADDRESS AND DESCRIPTION OF SUBSCRIBER | SIGNATURE OF EACH SUBSCRIBER |
|---|--|
| <p>1. EXPER JOSEPH MASSAWE P.O BOX 15815 DAR ES SALAAM</p> |  |
| <p>2. THECLA EXPER MASSAWE, P.O. BOX 15815, DAR ES SALAAM.</p> |  |

DATED AT DAR ES SALAAM THIS 9th DAY OF November 2018.

SIGNED BEFORE ME:

SIGNATURE:

NAME: SILVESTER EWERU SHAYO

POSTAL ADDRESS: 11934, DAR ES SALAAM

QUALIFICATION: ADVOCATE

