

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

ARYA MEDICAL CENTER LIMITED

Incorporated this..... day 2025



Drawn by:
ENG. NAZIRU LUTHER KYARUZI
(Subscriber)
P. O. Box 13462
Dar es Salaam.
Tanzania.

THE COMPANIES ACT NO.12 OF 2002
COMPANIES LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
ARYA MEDICAL CENTER LIMITED

1. The name of the company is “**ARYA MEDICAL CENTER LIMITED.**”
2. The registered office of the company will be situated in Tanzania Mainland.
3. The objects for which the company is established with these Activities: -
 - a. To acquire, lease, develop and manage clinics, diagnostic laboratories, surgical theatres, and rehabilitation facilities.
 - b. To import, distribute, and maintain medical and surgical equipment, devices, and consumables.
 - c. To offer outpatient and inpatient care, emergency services, and specialist consultation services.
 - d. To collaborate with international medical institutions and research organizations in the field of healthcare services and technology.
 - e. To provide training and continuing medical education for doctors, nurses, and healthcare professionals.
 - f. To carry on any lawful trade or business that is incidental or conducive to the attainment of the above objectives
 - g. To carry on the business of advertising or publicity agents, sub-agents, contractors and for that purpose to purchase and sell advertising time or space on any radio station or television center in Tanzania or abroad or any other kind of media currently in vogue or which may be in vogue at any time including newspaper, souvenirs, hoardings, neon signs and other display devices of all kinds and

descriptions or to organizes trade fairs, exhibitions, road shows to promote the sale or any other interest of its clients.

- h. To establish and manage wellness and preventive care programs, including health screenings, lifestyle modification clinics, and chronic disease management services.
- i. To develop and operate telemedicine and digital health platforms for remote consultation, diagnostics, and patient monitoring.
- j. To establish pharmacies and dispensaries for the supply of prescription and over-the-counter medications to patients and the general public.
- k. To engage in medical tourism services by offering integrated packages for foreign patients including treatment, accommodation, and post-treatment care.
- l. To carry out health awareness campaigns, community outreach programs, and corporate health services to promote public health.
- m. To engage in the research, development, and commercialization of healthcare innovations, medical devices, and treatment methodologies.
- n. To offer consultancy and advisory services in healthcare infrastructure development, policy formulation, and clinical governance.
- o. To establish and operate advanced diagnostic centers equipped with radiology, pathology, imaging, and laboratory services to support accurate and timely diagnosis.
- p. To provide cosmetic, reconstructive, and minimally invasive aesthetic medical procedures including dermatological treatments, laser therapies, body contouring, and skin rejuvenation.

- q. To set up fully equipped surgical theatres for general, specialized, and day-case surgeries including orthopedic, cardiovascular, neurological, maxillofacial, and laparoscopic procedures.
- r. To develop and operate comprehensive rehabilitation centers offering physiotherapy, occupational therapy, speech therapy, and post-surgical recovery programs.
- s. To establish dedicated women's and men's health clinics offering services such as fertility assessments, gynecological and urological procedures, prenatal diagnostics, and hormonal therapies.
- t. To design and implement patient-centric healthcare management systems including Electronic Medical Records (EMR) and patient engagement platforms.
- u. To participate in public-private partnerships and strategic collaborations in Tanzania for the improvement of national health systems and capacity building in underserved areas.
- v. To manufacture, package, and supply skincare and wellness products under regulatory guidelines for use in clinical and retail settings.
- w. To offer specialized dental and oral surgery services including cosmetic dentistry, orthodontics, implants, and maxillofacial procedures.
- x. To promote and support clinical trials, biomedical research, and evidence-based medicine in collaboration with local and international institutions under Tanzanian health regulations.
- y. To establish training institutes for aesthetic medicine, surgical skills development, diagnostic technologies, and allied health professions recognized by relevant Tanzanian authorities.

- z. To import and distribute certified aesthetic and diagnostic medical devices, implants, lasers, and consumables in accordance with Tanzania Medicines and Medical Devices Authority (TMDA) guidelines.
- aa. To import and distribute certified aesthetic and diagnostic medical devices, implants, lasers, and consumables in accordance with Tanzania Medicines and Medical Devices Authority (TMDA) guidelines.
- bb. To establish a customer care and patient support center offering pre- admission counseling, post-procedure follow-ups, wellness coaching, and feedback management.
- cc. To design and operate mobile healthcare units and outreach programs providing diagnostic, surgical screening, and minor aesthetic services to remote and underserved communities in Tanzania.
- dd. To establish partnerships and affiliations with insurance companies for health cover, medical claims processing, and managed healthcare solutions.
- ee. To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- ff. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
- gg. To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.





- hh. To distribute among the members of the Company in kind any property of the Company of any kind.
- ii. To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company and to accept stock or shares in, or the debentures, mortgage debentures, or other securities of any other company in payment or part payment for any services rendered, or for any sale made to, or debt owing from, any such company.

The objects set forth in each sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such subclauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

- 4. The liability of members is limited.
- 5. The initial share capital of the Company is Tanzania Shillings 1.5Billion (1,500,000,000/=), divided into two thousand (2000) of Ordinary shares, each shares cost Tanzania Shillings Seven Hundred and Fifty Thousand (750,000/=) and the Company shall have power to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or in accordance with the Articles of Association of the Company.


Directors of the company

We, the persons whose names and addresses are subscribed, desire to be 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.

ADDRESSES AND DESCRIPTION OF SUBSCRIPTION	NUMBERS OF SHARES	SIGNATURES
NADIFA KOKUCHUMA ABDUL P.O.BOX 13462 DAR ES SALAAM	400	
DR. MUHAMMED BAYRAM P.O.BOX 13462 DAR ES SALAAM	200	
DR. NEZIH ZIROGLU P.O.BOX 13462 DAR ES SALAAM	200	
ENG. NAZIRU LUTHER KYARUZI P.O.BOX 13462 DAR ES SALAAM	100	

Dated at this day.....24th JULYof 2025

Witness to the above signature

Name CHUKLEDA PETER KUBALINGA
 Signatures 
 Postal Address P.O BOX 33520 DAR ES SALAAM
 Qualification ADVOCATE



THE COMPANY ACT, 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
ARYA MEDICAL CENTER LIMITED
PRELIMINARY

1. In this regulation: -

The ACT means the Companies Act 2002 of the laws of Tanzania When any provision of the Act referred to the reference in that provision as modified by any law for time being in force.

Unless the context otherwise requires, the expressions defined in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company, shall have the meaning so defined.

Any word importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females, and the words importing persons shall include bodies, corporate, partnership, firms, cooperative societies, etc.

The regulation Companies Act shall not apply to the Company save in so far as they are varied or exclude hereby, but in case of any conflict between the provisions herein, and the provision under this regulation the former shall prevail and in addition to the substitution shall be regulation of the Company.

PRIVATE COMPANY

1. The company is a private Company and accordingly: -
 - (a) The right to transfer shares is restricted in manner hereinafter 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 were while in such employment and have continued after the determination of such employment to be members of the company) is limited to fifty; provide that there were two or more persons of holding one or more shares in the Company jointly they shall for the purpose of this regulation be treated as a single member.
 - (c) Any invitation to the public to subscribe for any shares or debentures of the company is prohibited.
 - (d) The company shall not have power to issue share warrants to bearer.

TRANSFER OF SHARES

2. The Directors may in their direction and without assigning any reason therefore refuses to register the transfer or any person who it shall in their opinion is undersigned for any person whatsoever to admit the membership.
3. Subject of clauses 2 and 3 hereof the right to members transfers their shares shall be restricted as follows: -
 - (a) No share shall be transferred to a person who is not a member so long as any member or any person selected by the Directors as one who it is desirable in interest of the Company to admit to membership.
 - (b) Every share holder or trustee in bankruptcy, or any person who may desire to sell or transfer any such share and every personal representative of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the board of Directors of any members of the Company at price to be agreed upon between the party giving such notice and the board, or in case of difference to be determined by the Auditor of the company.
 - (c) Upon price of such shares being agreed on or determined as per clause b above the board shall forth with give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares sating the number and the price of such shares inviting the person to whom notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so, what maximum number of such shares. At the expiration of such days 21 notice board shall apportion such shares amongst the shareholders if more than one who shall have expressed their desire to purchase number of shares already held by them respectively, or if there be only or one such shareholder, the whole of such shares shall be obliged to take more than the maximum of such shares stated in his answer to the said notice. Upon such apportionment being made or such one shareholder notifying his intention to purchase, as the case may be, the party desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the shares to the respective shareholders or single shareholder who shall have agreed to purchase, the same.

**GENERAL MEETING
NOTICE OF GENERAL MEETING AND PROCEEDING
AT GENERAL MEETING**

4. The regulation of companies Act shall apply subject to the following variations: -
 - a). A general meeting, ordinary or extraordinary may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.
 - b). Two members present either personal or by proxy shall form a quorum.
 - c). Any ordinary resolution of the company determined without any general meeting and evidence by writing under the hands of majority of the directors and of the members of the company holding three-fourths of the issued shares of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

DIRECTORS

5. a) Until otherwise determined by the company in general meeting the directors shall be not less than two and not more than ten in number.

b) The following person shall be the first directors to the company:
 - I. **NADIFA KOKUCHUMA ABDUL**
 - II. **DR. MUHAMMED BAYRAM**
 - III. **DR. NEZIH ZIROGLU**
 - IV. **ENG. NAZIRU LUTHER KYARUZI**
6. The shareholding qualification for directors may be fixed by the company in general meeting and until so fixed no qualification shall be required.
7. The quorum of directors for transacting business shall unless otherwise fixed, by directors, be two.
8. A resolution in writing signed by all the directors then in Tanzania shall be valid and effectual as if it had been passed at a meeting of directors duly called and constituted.
9. The directors may from time to time borrow raise moneys for the purpose to the company, which may exceed the issued share capital of the company.

BORROWING POWERS

10. The directors may time to time in their discretion raise or borrow for the purpose of the company's business any sum or sums of moneys as they think fit.
11. The directors may secure the repayment of or raise any such or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the company present or future including its uncalled capital for the time being or by the issue at such price as they may fit, of bonds or debentures either charged upon the whole or any part of the property and assets of the company, or not so charged, or in such other way as the directors may think expedient.

VOTE OF MEMBERS

12. On a show of hands every member present in person shall have one vote. On roll every member shall have one vote only for the shares of which he is holder.
13. No member shall be entitled to vote at any general meeting unless all calls or other sums presently by him in respect of shares in the company have been paid.

DISQUALIFICATIONS OF DIRECTORS

14. The office of a director shall be vacated if the director;
 - (a) Becomes bankrupt; or
 - (b) Is found to be a lunatic or becomes of unsound mind: or
 - (c) Resigns his office by notice in writing to the company:
 - (d) Abstains himself from meeting of the directors for a period of six months without special leave of absence from the other directors.

SEAL

15. The director shall provide for the safe custody of the seal. The seal of the company shall not be affixed to any instrument except by the authority of resolution of the board of directors and in the presence of at least two directors or a director and secretary or other person as aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

ALTERNATE DIRECTORS

16. Any director shall have the power to nominate any person to act or attend as alternate director during his absence or during his inability so act. Such director shall be subject in all respects to the terms and conditions existing with reference to the other directors and such Alternate Director shall exercise and discharge all the duties of director whom he represents.
17. Unless otherwise desired by the directors the quorum necessary to transact business of the directors shall be two directors personally present.

SECRETARY

18. The secretary shall be appointed by the board for such term's remuneration and upon such conditions as it may think fit, and any secretary so appointed may be removed by the board.

WINDING UP

19. With the sanction of the special resolution of the shareholders, any part of the assets of the company including any shares in other companies may be divided between the members of the company in specie or may be vested in trustees for the benefit of such members and the liquidation of the company may be closed and the company dissolved buy so that no member shall be compelled to accept any shares whereupon there is any liability.

ALTERATION OR ADDITION





20. Subject to the provisions of the Act and to those contained in the Memorandum of Association the Company may by Special Resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in the manner to alteration by special resolution.

INDEMNITY

21. Every director, managing director, agent, auditor, secretary, and other officers, for the time being of the company shall be indemnified out of the asset of the company against any liability incurred by him in defending any preceding whether civil or criminal in which judgement is given in his favors or in which he is acquired or is in connection with any application under section 481 of the act in which relief is granted to him by court.

ARBITRATION

22. If and whenever any dispute or differences shall arise between the company and any of the members or their respective representatives touching upon the construction or meaning of any of the article here in contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising there under or arising out of the relation existing between the parties by reason of these article on the act , such differences shall unless a sole arbitrators be agreed upon forth with be referred to be arbitration of the 3 arbitrators, one to be appointed by each party and the third to be appointed by the first two or in the event of failures to agree within cap 15 or any than existing statutory modifications or re-enactment there shall be apply.

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Dated at this day.....24th JULYof 2025

Witness to the above signature

Name CHUKLEDA PETER KUBALUNGA

Signatures 

Postal Address P.O Bux 33520 DARE ES SALAAM

Qualification ADVOCATE

