

**THE COMPANY ACT OF 2002**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**KILIMANDSCIARO ACTIVE TOURS LIMITED**

Incorporated this ..... Day of ..... 20 .....

Drawn by:  
Romel C. Mosha  
(Subscriber)  
P.O. Box 6611  
MOSHI.

**THE COMPANIES ACT 2002**

THE COMPANIES ACT

(ACT NO. 12 OF 2002)

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION TO A COMPANY PRECEDING

MEMORANDUM OF ASSOCIATION OF  
KILIMANDSCHARO ACTIVE TOURS LIMITED

INTERPRETATION

1. In this articles:-

"The Act" means the Companies Act;

"The articles" means the articles of the company;

"Clear-day" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"Secretary" shall mean any person appointed to perform the duties of Secretary of the Company'

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

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

MEMBERS

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

TANZANIA

Stamp Duty Shs 2500/-

PAID ON ORIGINAL

Receipt 22/9/02 Hs/08

Stamp Duty Officer

TANZANIA

Stamp Duty Shs 2500/- Paid

Receipt 22/9/02 Hs/08

Asst. Registrar of Companies

## GENERAL MEETINGS

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

Provided that so long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place, as the directors shall appoint.

5. All general meetings other than annual general meetings shall be called extraordinary general meetings.
6. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by section 133 of the Act. If at any time there are not within the Tanzania sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meeting may be convened by the directors.

## NOTICE OF GENERAL MEETINGS

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

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

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representation not less than ninety-five percent of the total voting rights at that meeting of all the members.

8. Subject to the provisions of the articles, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omission to give notice of a meeting to, or the non-receipt to notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

### PROCEEDINGS AT GENERAL MEETINGS

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

fourteen days or more. At least seven clear days notice of the adjourned meeting shall be given specifying the time and place of the meeting and the general nature of the business to be transacted. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

15. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands demand:-
    - (a) by the chairman; or
    - (b) by at least (three) members present in person or by proxy; or
  - © by any member or members present in person or by proxy and representing not less than one – tenth of the total voting rights of all the members having the right to vote at the meeting.
- Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to the effect in the book containing the minutes of proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- The demand for a poll may, before the poll is taken, be withdrawn
16. Except as provided in article 18, if a poll is duly demand it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demand.
  17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
  18. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time as the chairman of the meeting directs, and any business other than upon which a pool has been demanded may be proceeded with pending the taking of the poll.
  19. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall have effect as if it had been passed at a general meeting duly convened and hold, and consist of several instruments in the like form each executed by or on behalf of one or more member.

**VOTE OF MEMBERS**

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

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

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

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

“ ..... Limited.

I/We ..... of .....being a member/members of the above named company, hereby appoint of ..... of ..... or failing

him ..... of ....., as my/our proxy to vote for me/us on my/our behalf at the {annual or extraordinary, as the case may be} general meeting of the company to be held on the ..... day of ..... 200....., and at any adjournment thereof.

Signed this ..... Day of .....200.....

\*Strike out which ever is not desire”

28. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

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

#### **CORPORATIONS ACTING BY REPRESENTATION AT MEETINGS**

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

#### **DIRECTORS**

31. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them and until such determination the signatories to the Memorandum of Association shall be the first directors. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall be not less than two.

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

### BORROWING POWERS

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

### POWERS AND DUTIES OF DIRECTORS

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

## DISQUALIFICATION OF DIRECTORS

38. The office of director shall be vacated if the directors:-
- (a) Without the consent of the company in general meeting holds any other office of profit under the company; or
  - (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) Cases to be a director by virtue of any provision of the Act or becomes prohibited by the law from being a director; or
  - (d) Becomes of unsound mind; or
  - (e) Resigns his office by notice in writing to the company; or
  - (f) If directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in manner required by the Act.

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

39. The company may by ordinary resolution appoint a person who is willing to act as director to fill a vacancy or be an additional director.
40. The director may appoint a person who is to act to be a director, either to fill a vacancy or as an additional director, but so that the total number of directors shall not at any time exceed the number fixed by or in accordance with these articles. Any director so appointed shall hold office until the next following annual general meeting, and shall then be eligible for re-election.
41. The company may by ordinary resolution, of which special notice had been given in accordance with section 144 of the Act, remove any director before the expiration of his period of office notwithstanding anything in the article or any agreement between the company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.
42. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding article. Without

prejudice to the powers of the directors under article 40 the company in general meeting may appoint any person to be a director either to fill a vacancy or as an additional director.

43. Subject to the provisions of the articles, the directors may regulate their meetings as they think fit. Questions arising at a meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any directors who are absent from Tanzania.
44. The quorum necessary for the transaction of the business of the directions may be fixed by the directors and unless so fixed shall be two.
45. The continuing directors may act notwithstanding any vacancy but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the act for the purpose of increasing the number of directors to that number, or summoning a general meeting of the company, but for no other purpose.
46. The directors may appoint one of their numbers to be the chairman of the board of directors and determine the period of which he is to hold office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if no such chairman is appointed, or if he is unwilling to preside, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.
47. The directors may delegate any of their powers to any committee consisting of one or more directors; any committee so formed shall in the exercise of the powers so to any such regulations, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.
48. All act done by a meeting of the directors or of a committee of directors or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director, or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and was entitled to vote
49. A resolution in writing signed by all the directors entitled to receive notice of a meeting of the directors, or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of the directors or {as the case may be} a committee of directors duly convened and held, and may consist of several documents in the like form each signed by one or more directors.

### SECRETARY

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

### THE SEAL

52. The seal shall only be used by the authority of the directors or of a committee of the directors authorized by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.
53. The directors shall cause proper books of account to be kept with respect to:-
  - (a) all sums of money received and expended by the company and the matter in respect to which the receipt and expenditure takes place;
  - (b) all sales and purchase of goods by the company; and
  - (c) the assets and liabilities of the company.

Property books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.



54. The books of account shall be kept at the registered office of the company, or subject to section 151(4) of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.
55. No member shall (as such) have right of inspecting any account records or other book or document of the company except as conferred by statute or authorized by the directors or by ordinary resolution of the company.
56. The directors shall from time to time in accordance with sections 153, 155 and 150 of the Act, cause to be prepared and to be laid before the company in general

meeting, such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

57. In accordance with section 164 of the Act, the copy of the company's annual accounts to be laid before the company in general meeting together with a copy of the directors' report and the auditors shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the company. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any debentures.

### AUDIT

58. Auditors shall be appointed and their duties regulated in accordance with section 170 to 179 of the Act.
59. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of directors need not be in writing. The company may give any notice to a member either personally or by sending it by post in a prepared envelope addressed to the member at his registered address, or by leaving it at that address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of seventy two hours after the letter containing the same was posted. A member whose registered address is not within Tanzania and who gives to the company an address within the Tanzania at which notices may be given him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.

Names, address and description of subscribers	Number of shares taken	Signature
Romel C. Mosha, P.O. Box 6611, Moshi.	50	
Issa S. Mtuka, P.O. Box 6611, Moshi.	50	

Dated this 6<sup>th</sup> day of MAY, 2008

Witness to the above signatures,

ANGELA H. MULOKOZI  
ADOCATE  
P.O. BOX 2102,  
DAR ES SALAAM.



TANZANIA

Stamp Duty Shs. 5000/-

PAID ON ORIGINAL

Receipt 22194402 Hs/08

Stamp Duty Officer

## COMPANY LIMITED SHARES

### MEMORANDUM OF ASSOCIATION

OF

### KILIMANDSCHARO ACTIVE TOURS LIMITED

TANZANIA

Stamp Duty Shs. 2500/- Paid

Receipt 22194402 Hs/08

Asst. Registrar of Companies

1. The name of the Company is "KILIMANDSCHARO ACTIVE TOURS LIMITED".
2. The Registered Office of the Company will be in the United Republic of Tanzania
3. The objects for which the Company is established are:
  - (a) To carry on the business as Hoteliers, Tour operators, Car hire and related activities.
  - (b) To carry on, the business of proprietors of clubs, reading rooms, internet café, billiard, conference, seminar, workshop and wedding facilities and to afford accommodation, meals, food, drinks and organize meetings and gatherings of all descriptions, whether official, social, commercial or otherwise and to let upon lease or otherwise the whole or any part of the property of the company and to hire or otherwise acquire any facilities necessary for conveniently carrying out any of all mentioned purpose or otherwise.
  - (c) To assist aids and provide information to the potential investors in Tanzania and to carry on the business of investment advisors and provide advisory services to any individual or corporate in Tanzania. Organizing feasibility studies in marketing research and motivates studies, survey analysis and evaluation into establishment, creation and development of any economic commercial of financial venture business.
  - (d) To carry on the business as transporters and manufacturers' representatives for all types of electronics equipment, accessories and any kind of machinery and commission agents and franchise holders.

- (e) To carry on the business of costumes, robe, dress and mantle designers, makers, tailors, silk mercers, makers and suppliers of clothing, lingerie and trimmings to every kind, batik and tie and die clothing designers, suppliers and dealers, corset makers, furriers, general drapers, haberdashers, milliners, hosiers, glovers, lace makers and dealers, feather dressers and merchants, hatters, boot and shoe makers, dealers in fabrics and materials of all kinds, ribbons, fans, perfumes and flowers both artificial and natural.
- (f) To carry on the business prospecting, exploration, quarrying, digging, mining, smelting and refining minerals, and to search for ores, metals, precious stones, coal bricks, earth and other substances and minerals, and to mine and grant licences for mining in or over any lands which may be acquired by the company and to lease any such lands for building or agricultural use, sell or otherwise dispose of the lands, mines or other property of the company.
- (g) To purchase, take on lease or in exchange and otherwise acquire the mine workings and mining grounds, lands and hereditaments, mining set or licence, mining concessions, grant or otherwise, mineral rights, buildings, easements, rights and privileges, machinery, plant and other effect, whatsoever which the company may from time to time think proper to be acquired for any of its purposes.
- (h) To carry on the business of garage proprietors and manufacturers, dealers, hirers, cleaners, maintainers, storers and warehousemen of automobiles, motor vehicles, motor cycles, aeroplanes, bicycles, motor cycle, velocipedes and carriages, trains and all other kinds of vehicles and machinery and deal in all machinery, implements, utensils, appliances, apparatus, lubricants, cements, solutions, enamels and all things capable of being used therewith and in the manufacture, maintenance, cleaning and working thereof, or in the construction of any track or surface adapted for the use thereof.
- (i) To carry on the business as brewers, distillers, manufacturers, merchants and dealers in beer, ale, porter, stout, wines, spirits, aerated and mineral waters, liquors and liquids of every description whether intoxicating or not, and of manufacturers and dealers of casks, bottles and other receptacles for the same and of malt, hops, grain, yeast, barley and all other materials and things capable of being used in connection with any such manufacturers and business.
- (j) To manufacture, buy, sell, improve, treat, preserve, refine, aerate, mineralise, bottle, and otherwise deal in mineral and aerated waters and every other description of liquids and carry on the business of manufacturers and dealers, in plant, machines, machinery, vessels, siphons, filters, bottles, apparatus, appliances, and receptacles of all kinds necessary for manufacturing, improving, treating, preserving, refining, aerating, mineralizing, bottling and discharging any such liquids.
- (k) To carry on the business of selling, breeding, importing, exporting, improving, preparing, dealing and trading in cattle, pigs, poultry, agro-products, hides and skins, games, live and dead stocks of every descriptions, milk, cream, butter, cheese, eggs, pork pies, sausages, brawn, potted meats, table delicious and any other commodities, goods or things.

- (l) To construct, quip, maintain and work omnibuses or other vehicles appropriate for the carriage of passengers or goods and to carry on the business of omnibuses and garage proprietors, carriers of passengers and goods, car washers, motor vehicles servicing and maintainance and to purchase, construct, sell, hire or let omnibuses, motor cars, vehicles, tramways and carriages, engines, machinery and other chattels and things used for any of the above purposes.
- (m) To carry on, take over the conduct, promote establish and deal in the business of auctioneers, court brokers, court bailiffs, house agents, land and estate agents, appraisers, valuers, brokers commission agents, surveyors and general agents, and to purchase or otherwise acquire, and to sell, let or otherwise dispose of and deal in real and personal property of every description.
- (n) To carry on, the business of proprietors of clubs, reading rooms, billiard, conference, seminar, workshop and wedding facilities and to afford accommodation, meals, food, drinks and organise meetings and gatherings of all descriptions, whether official, social, commercial or otherwise and to let upon lease or otherwise the whole or any part of the property of the company and to hire or otherwise acquire any facilities necessary for conveniently carrying out any of all of the above mentioned purpose or otherwise.
- (o) To advance and lend money or real personal and mixed securities and to carry on the business of capitalist and financiers, financial managers, advisors and consultants, and to negotiate or pay in advance coupons and interests on public loans and securities, contract for public and private loan and to negotiate and issue the same and to carry on the business of financial management consultants, assets management and disposition, debt collection, entrepreneurial development and to act as agents for the sale and purchase of any stocks, shares or mercantile transactions or for any activities related thereto.
- (p) To carry on the business and deal in the business of jewellers, gold and silversmiths, dealers in china, curiosities, articles of vertu, coins, medals, bullion, curio, souvenirs, and precious stones and as manufacturers of and dealers in sculptures, figurine, stools, makonde curving, wooden Kist, Zanzibar chests, crab doors, soap stone, chess sets, masks, beads, earrings, pottery, and wearing, paintings, antiques, gold and silver plates, plated articles, optical and scientific instruments and appliances of every description.
- (q) To carry on the business of refreshment contractors, hotel, tavern and lodging house keepers, restaurant keepers, refreshment room proprietors, sugar and sweetmeat merchants, farmers, dairymen, fruiterers, grocers, fish mongers and suppliers, provision merchants and suppliers, vendors and merchants of foodstuffs, caterers, and purveyors of refreshments and stores of every description, licenced victuallers, wine and spirit merchants and tobacconists, and to engage in the buying, selling, manufacturing, importing, exporting and dealing in refreshments and consumable stores of all kinds, grain and flours, milk, butcheries, fruits and vegetables, fish products and all kinds and types of provisions and goods of any description.

- (r) To take over, promote, establish, carry on, acquire and deal in any or all business relating to general suppliers, exportation, importation, selling, hiring, procuring, supplying, advertising, promoting, buying, and generally deal in office and school stationers, office and school accessories, sundries, computer hard wares, software, equipment, supplies and parts, school, office and personal equipments, apparatus, machinery and parts, typing, printing and publishing equipments, parts and accessories and deal in all office, school and personal machines, goods, materials, supplies, apparatus, accessories, merchandise, products, inputs, hardware, spare or reserve parts and any other materials capable of being used as part of or in connection with all or any of the above activities, goods and products.
- (s) To carry on, take over the conduct, promote, establish, engage and deal in all activities and business relating to tourism, tour operations, tour trekking safaris, travelling, tour and hunting safaris, game viewing and photographic safaris, mountain climbing safaris, tour guiding and travel agency, chatterers and operators of air, sea, land, waterways and carriage undertakings. And to provide for tourists and travellers by promoting the provision of facilities of every description and in particular by procuring and making travel arrangements, ticket, hotel and lodging bookings, providing transport and accommodation, providing guides, safe deposit facilities, inquiry bureaux, baggage transport, tour arrangements and general enquiries.
- (t) To carry on, establish, take over the conduct and engage in the business and activities of general contractors, engineers, electricians, consultants, and engage in the activities relating to the installations, working, servicing of materials, goods, machinery and apparatus and to carry all at any of the business of manufacturers dealers and workers in cement, lime, plasters, whiting, clay, gravel, sand, minerals earth, coke, fuel, artificial stone, and builders requisite and conveniences of all kinds and of engineers, quarry owners, building and general contractors.
- (u) To carry on, establish, take over the conduct and engage in, and act as electrical, engineering and general contractors and agents and carry on any other business which may be usefully carried on in connection with such business, and to acquire and undertake the whole or in part of the business, property and liabilities of any person or company carrying on the business as such contractors or agents, or any other business which may be usefully carried on in connection therewith.
- (v) To carry on the business of manufacturers and suppliers of all kinds of apparatus, appliances, plant and materials employed by engineers, consultants, contractors, electricians, electrical and machinery installers, contractors or agents in their business, and to sell dispose of, and use of the same for the purpose of the business of the company.
- (w) To carry on, take over the conduct, promote establish and deal in all activities relating to the procurement, supplying, advertising, promoting, selling, importing, exporting, buying and generally deal in the promotion and marketing of consumer and producer of goods, materials, machinery, merchandise, products, inputs, electrical hardware, spare or reserve parts, apparatus and accessories, electrical equipments and goods, agricultural and industrial chemicals, medicines and medical equipment, veterinary medicine, chemicals and equipment, laboratory chemicals and equipment, agricultural and industrial inputs and hardware.

- (x) To take over, promote, establish, carry on, acquire and deal in any business of exportation and importation of all kinds of pharmaceutical products and materials, medical equipment and parts, farm products, inputs and implements and deal in the exportation and importation of various consumer and producer goods, including but not limited to laboratory equipments, hospital equipments and parts, agricultural products, inputs and implements fertilisers, pesticides, herbicides, medical and health facilities, human and animal medicines, medical, health and sanitation equipments and parts.
- (y) To sell or dispose of, attempt or offer to dispose of, to approve for sale on bargain, to purchase in bulky or retail, in installment or in cash all types of electrical goods, materials, machinery, merchandise, products, inputs, electrical hardware, spare or reserve parts, apparatus and accessories, electrical equipment and goods, pharmaceutical, medical, fumigation, health, laboratory, sanitation, agricultural and animal health equipment, goods, merchandise, products, inputs, materials, spare or reserve parts, apparatus and accessories and deal in any materials capable of being used as part of or in connection with all or any of the above activities, goods or products.
- (z) To carry on the business as sellers and hirers of, importers, exporters and dealers in medical, health, laboratory and industrial machines of all types, kinds and makes, either mobile or fixed, hardware, equipment, parts, computer equipments of all kinds, computer hardware and software, water supply, sanitation and fumigation equipments and apparatus, machinery, spare parts, telephone and telegraphic instruments, apparatus, parts and equipments, telecommunication and communication equipments of all kinds, agricultural inputs and products, farm produce and inputs, agricultural machinery and equipments, industrial agricultural, sanitation, domestic and hospital chemicals, domestic appliances of all kinds, all components, parts, accessories, spare or reserve parts of any material capable of being used as part of, or in connection to the goods or products, and to carry on training activities independently of the above or in association therewith.
- (aa) To engage in, or carry on the buying, selling, manufacturing, exporting, importing storing, distributing, supplying, warehousing and/or in any wise deal in all kinds of goods, electrical, engineering, contracting, medical, industrial, veterinary, agricultural, health, fumigation and industrial sanitation spares, components and parts, industrial goods, consumer goods, domestic goods, chemical products, medicines both human and veterinary, stationeries and office equipments, artisan and ornamental goods including gemstones and jewellery either raw, processed, semi processed, new or used, fully or semi manufactured.
- (bb) To engage in and carry on the marketing of various consumer and producer goods of any type whatsoever, to export from Tanzania and to import to Tanzania the said goods, to reprocess, grade, preserve, distribute transit and sell the said goods throughout and outside Tanzania.

- (cc) To engage and carry on the activities relating to the production, purchasing, selling, buying, exporting, importing and supply all agricultural, horticultural, farm, animal and industrial products, inputs, machinery, chemicals, animal and human medicines, agricultural machines and spares parts, and systems and all food products, both agricultural, industrial and sea foods.
- (dd) To deal in the purchasing, selling, supplying, exporting, importing and distribution of all electrical, agricultural and industrial products, machines, equipment, inputs, systems, materials and parts.
- (ee) To deal and engage building and construction activities and engage in the business of buying, selling, importing, exporting, distributing, supplying and warehousing all Building and Construction materials, electrical hardware, machinery, vehicles, software, hardware, parts, equipment and systems.
- (ff) To deal and provide catering services and deal in any other business connected to managing, operating or leasing of hotels, cafes, restaurants, pubs, bars, lodgings, houses and supply soft and hard drinks and establishing and operating food processing industries, plants and units.
- (gg) To carry on, take over the conduct, promote, establish and deal in all activities relating to the buying, selling, supplying, exporting, importing, printing, publishing and generally deal in stationers, office and school materials, printing works, advertising and act as agents for such activities.
- (hh) To deal in any or all forms, makes and types of electrical, medical, laboratory, veterinary, agricultural, health, sanitation, fumigation, electronic, industrial and communication equipment, systems and parts by importing, exporting, buying, selling, manufacturing, repairing, letting on hire, prepare for market, manipulating, assembling, designing, research and developing all kinds, forms and types of equipment systems and parts relating thereto.
- (ii) To carry on the business of general engineering, consulting, designing and act as commission agents or manufacturer representatives, and deal in property and goods, products, articles, and merchandise of all kinds and to transact any and every description of agency, commission, distribution, marketing, bargaining, diplomatic, dual, foreign, general, managerial, mercantile, subagent either exclusively or as a co-agent for such issues and concerns for its own operation or operation of any other company local or foreign, parastatal organization, central government, municipal authorities, rural authorities, foreign governments or authorities or corporations.
- (jj) To act as dealers, agents or representatives of any other company or authority either local or foreign dealing with electrical, engineering, medical, veterinary, health, sanitation and laboratory equipment, inputs and parts, electrical, electronic and mechanical equipment and systems, plants, hardware, software, technology and know how transfer.
- (kk) To establish divisions, workshops, distribution facilities, points of sales and agencies within the country or in any other country, which the company deems, fit for the better operations and enhancement of the company aims and objects.

- (ll) To enter into any contract in relation to, and to erect, construct, maintain, alter, repair, pull down and restore, either alone or jointly with any other companies or persons, works of all descriptions, including wharves, docks, piers, railways, tramways, waterways, water and air pollution control systems and structures liquid and solid wastes treatment-management, roads, bridges, warehouses, factories, mills, engines, machinery, railway carriages and wagons, ships, vessels, of every description, gas and solar works, electric works, water works, drainage, and sewage works, and buildings of every description thought better for the conduct and achievement of company's objects.
- (mm) To acquire by purchase, exchange or otherwise, whether in possession or in reversion, and whether vested or contingent, lands, houses, buildings, offices, workshops, premises and any fixed and moveable machinery, tools, engines, boilers, plant, implements, patterns, stock-in-trade, patents and patent rights, and hereditaments, tenements and hereditaments of any tenure, whether subject or not to any charges, encumbrances, and to hold or to sell, let, alienate, mortgage, charge or otherwise deal with all or any of such lands, tenements or hereditaments.
- (nn) To construct, erect and maintain, either by the company or other parties, sewers, roads, streets, gasworks, water works, brick-kilns and works, buildings, houses, flats, shops and all other works, erections and things of any description whatsoever, either upon the lands acquired by the company or upon other lands, and generally to alter and improve the lands and other property of the company.
- (oo) To engage in and carry on the marketing of electrical, pharmaceutical, medical, fumigation, health, laboratory, sanitation, agricultural, veterinary and animal health chemicals, medicines, materials, equipments and systems and their parts of any kind whatsoever; to export from Tanzania the said equipment and systems and their parts, to reprocess, grade, preserve, distribute and sell electrical, pharmaceutical, medical, fumigation, health, laboratory, sanitation, agricultural, veterinary and animal health chemicals, medicines, materials, equipment and systems and their parts throughout Tanzania.
- (pp) To conduct and carry out any kind of research work calculated to advance any business activity which the Company is authorised to carry on, or in any way related to or connected with any such business activity; to institute, promote or undertake any educational work or training work which may be thought advantageous, to pay or contribute to the expense of such research or educational work or training as aforesaid; to subscribe or contribute to the fund of any religious institution, society, or any organisation (commercial or otherwise) which undertakes, promotes, conducts or carries out any such research or educational work or training as aforesaid.
- (qq) To carry on any business which may seem to the company capable of being conveniently carried on in connection with any of the business of the company or calculated directly or indirectly to enhance the value of or render profitable any of the company's rights.

- (rr) To acquire and undertake the whole or any part of the business property and liabilities of any persons, firm or company carrying on any business which the company is authorised to carry on, or possess property suitable for the purpose of this company.
- (ss) To invest and deal with moneys of the company not immediately required upon each security and in such manner as may from time to time be determined.
- (tt) To purchase, lease, or otherwise acquire, and to hold, sell, improve, develop, exchange, mortgage or otherwise dispose of any lands, buildings, machinery or plants, mills, factories, warehouses or any hereditament.
- (uu) To adopt such means of making known the products of the company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works, art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
- (vv) To enter into any arrangements with any Government or authorities (supreme, municipal, local or otherwise) or any corporations, companies or persons having objects that may seem conducive to the company's objects or any of them, and to obtain from any such Government, Authority, Corporation, Company or person, any characters, contracts, decrees, rights, privileges and concessions which the company may think desirable, and to carry out, exercise and comply with any such characters, contracts, decrees, rights, privileges and concessions.
- (ww) To enter into partnership or into any arrangements for sharing profits, union or interests, co-operation, joint venture, reciprocal, concession, or otherwise with any persons, firm or company carrying on or engaged in or about to carry on any business or transaction which this company is authorised to carry on, or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this company. And to lend money to, guarantee the contracts of, or otherwise assist, any such shares and securities of any such company, and to sell, hold reissue with or without guarantee, or otherwise, deal with the same.
- (xx) To promote any other company for the purpose of acquiring all or any of the property, and undertaking, or any of the liabilities of this company, of undertaking any business or operation which may appear likely to assist or benefit this company, or to enhance the value of the property or business of this company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of each company as aforesaid.
- (yy) To lend and advance money or give credit to such persons, firm or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the company, and to give guarantee to become surety for the due payment of money for the performance of any obligations or liabilities.



- (zz) To receive money or deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon all or any of the property or assets of the company (both present and future) including its uncalled capital and also by a similar mortgage charge or lien to secure and guarantee the performance by the company or any other person or company of any obligation under taken by the company or any other person or company as the case may be.
- (aaa) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (bbb) To establish and support or aid in the establishment and support association, institutions, funds, trusts, and clubs cal to benefit the employees or ex-employees of the company, or any of its predecessors in business, or of any company which is a subsidiary company of the company or dependants or connections of such persons, and to grant or provide pensions and allowances, to make or enter or other benefits to or for any Directors or employees of the company or any such predecessor such company as aforesaid, or the relations, connections or dependants of any such persons, to pay or contribute towards the payment of premiums in respect of any such policies, pensions or benefits, to establish or support funds, trusts and scheme (including funds, trusts, and scheme providing for payment towards insurance) which may be considered or calculated to promote such persons or benefit.
- (ccc) 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 thinks fit, and in particulars for shares, debentures, or securities of any company purchasing the same.
- (ddd) To purchase or otherwise acquire letters, patent, brevets d'invention, concessions, licences, rights and privileges, subject to royalty or otherwise, and whether exclusive or non-exclusive or limited, or any part interest in such letters, patent, brvct, d'invention, concessions, licences, rights and privileges, whether in East Africa or in any other part of the world.
- (eee) To take all necessary and proper steps with the authorities, national, local, international, foreign, municipal, or otherwise, of any place in which the company may have interests, and to carry on any negotiations or operations for the purpose off directly or indirectly carrying out the objects of the company or effecting any modification in to the constitution of the company or furthering the interest of its members, and to oppose any steps taken by any other company or persons which may be considered likely, directly, to prejudice the interest of the company or its members.
- (fff) To make information, management, supervision or control of the business or operations of any company, and for that purpose to act as Directors, Engineers, Consultants, Administrators, Managers, Secretaries or any other capacity and to appoint and remunerate any directors, administrators, managers, accountants or other experts or agents.

- (ggg) To procure the registration of the company, in or under the laws of any place outside Tanzania.
- (hhh) To purchase, sell, subscribe for, underwrite, or otherwise acquire and hold shares, stocks or other interest in, or obligations of any other company or corporation.
- (iii) To distribute among the members of the company in kind and property of the company, and in particular any shares or securities of other companies belonging to this company.
- (jjj) To act as agents or brokers and as trustees for any person or company and undertake and perform subcontracts and to do all or any of the above business in any part of the world, and either as principals, agents, trustees contractors or otherwise, and either alone or jointly with others and either by or through agents, sub-contractors, trustees or otherwise.
- (kkk) To do all such other things as the company believes to be incidental to or conducive to the attainment of all or any of the above objects.

And it is hereby declared that the word "company" in this clause, except where used in reference to the company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporated, and whether domiciled in the United Republic of Tanzania or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no wise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the company.

4. The liability of members is limited.
5. The share capital of the company is Tanzania shillings. 500,000,000 divided into 100 shares of shillings five million (shs. 5,000,000) each, with power for the Company to increase or reduce the said capital and to issue any part of its Capital original increase, with or without any preference, priority or special Privilege or subject to any postponement of right or to any conditions or Restriction, and so that unless the conditions of issue shall otherwise expressly Declare, very of shares whether declare to be preference or otherwise shall be subject to the power herein before contained.

We the person, names and addresses are subscribed are desirous of being formed into a company in pursuance of this memorandum of association and we respectively agree to take number of shares in the capital of the company set opposite our respective names.

Names, address and description of subscribers	Number of shares taken	Signature
Romel C. Mosha, P.O. Box 6611, Moshi.	50	
Issa S. Mtuka, P.O. Box 6611, Moshi.	50	

Dated this 6<sup>th</sup> day of May, 2008

Witness to the above signatures,

ANGELA H. MULOKOZI  
ADOCATE  
P.O. BOX 2102,  
DAR ES SALAAM.

