

THE COMPANIES ORDINANCE CAP. 212

COMPANY LIMITED BY SHARES



AND

Articles of Association

OF

Tanga GENERAL INDUSTRIES LIMITED

Incorporated the

day of

19



DRAWN BY:
BABUBHAI P. PATEL
ACCOUNTANT & AUDITORS,
P. O. Box 42,
TANGA
Tanganyika

MEMORANDUM OF ASSOCIATION
OF
GENERAL INDUSTRIES LIMITED.

1. The name of the Company is "GENERAL INDUSTRIES LIMITED".
2. The registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are:
 - (a) To carry on the business of manufacturers of goods and wares of all kinds and to carry on industries of every description.
 - (b) To carry on the business of iron founders, mechanical engineers, and manufacturers of agricultural implements and other machinery, tool-makers, brass-founders, metal-workers, boiler-makers, millwrights, machinists, iron and steel converters, smiths, wood-workers, builders, painters, metallurgists, electrical engineers, carriers, and merchants, and to buy, sell, manufacture, repair, convert, alter, let on hire, and deal in machinery, implements, rolling-stock, and hardware of all kinds, and to carry on any other business (manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above, or otherwise calculated, directly or indirectly, to enhance the value of any of the property and rights of the Company for the time being.
 - (c) To undertake and execute any contracts for works involving the supply or use of any machinery, and to carry out any ancillary or other works comprised in such contracts and to purchase, take on lease immovable properties and to improve, manage and/or develop the same for the purpose of establishing factories warehouses and other purposes of the Company or otherwise turn to account, deal with or dispose of the same in any manner whatsoever.
 - (d) To purchase and sell goods and merchandise of all descriptions and generally to carry on the business of merchants and to buy, sell, manufacture and deal in minerals, plant, machinery, implements, convenience, provisions, and things capable of being used in connection with metallurgical engineering and manufacturing operations, and to carry on the business of saw milling, logging operators; buying and selling logs and to carry on the business of manufacturers, and dealers in articles made

- (e) To acquire all or any part of the assets or liabilities of any Company, person or firm.
- (f) To purchase or otherwise acquire all or any part of the business and property of any persons, firm, society, association or group of persons carrying on or (in the case of a company) formed to carry on all or any part of such business as is within the objects of this Company and in consideration thereof to pay cash or to issue any shares, stock or obligations of this Company, and in connection with any such transaction to undertake any liabilities relating to the business or property acquired.
- (g) To amalgamate or enter into partnership or any arrangement whether perpetual or terminable, for sharing profits, union of interest, joint adventure, reciprocal concessions or co-operation with any person, firm, society, association or group of persons carrying on or engaged in or about to carry on or (in the case of a company) formed to carry on or engage in any business or transaction within the objects of this Company or any business transaction or course of action which may seem to the Company capable of being conducted so as directly or indirectly to benefit the Company or to prevent or minimise apprehended loss, damage or cost to the Company or to such person, firm, society, association or group of persons, and to purchase subscribe for or otherwise acquire and hold shares (fully or partly paid up) or stock in or securities of, or to lend money, to guarantee the contracts of, subsidise or otherwise assist any such person, firm, society, association or group of persons, and to sell, hold, re-issue with or without guarantee or otherwise deal with such shares, stock or securities.
- (h) To establish, promote and otherwise assist any company or companies for the purpose of acquiring all or any part of the property or furthering any of the objects of this Company.
- (i) To lend and advance money or give credit to the directors or employees of the company or to other people, on such terms as may be deemed expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of any money of by any such persons or companies and generally to give guarantees and indemnity.
- (j) To receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures, or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property of the Company (both present and future),

mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or Company of any obligation undertaken by the Company or any other person or company as the case may be.

- (k) to sell lease, mortgage or otherwise dispose of the property assets and/or undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, stock debentures, or other securities of any other Company whether or not having objects altogether or in part similar to those of the Company.
- (l) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (m) To establish agencies and local boards in Tanzania and elsewhere, and to regulate and discontinue the same.
- (n) To acquire from any sovereign state or authority supreme local or otherwise any concessions, grants, decrees, rights or privileges whatsoever which may seem to the Company capable of being turned to account and to work, develop, carry out, exercise and turn to account the same.
- (o) To procure the Company to be registered or recognised in any foreign country or place.
- (p) To capitalise if and when deemed advisable the whole or part of the undivided profits of the Company and/or its reserves and to distribute such sum either as bonus or in any other manner and either by way of shares credited as fully paid up or in such other manner as may seem expedient and whether amongst holders of shares in the Company or others.
- (q) To distribute any of the property of the Company among the members in specie, and either by way of dividends or upon any return of capital.
- (r) To provide for the welfare of persons in the employment of the Company, or formerly in the employment of the Company or its predecessors in business and the wives, widows and families of such persons by grants of money, pension or other payments.
- (s) To form, subscribe to and otherwise aid benevolent, religious, scientific, national, charitable or other institutions or objects of a public character or which have any moral or other claims to support or aid by the Company by reason of the nature or locality of its operations or otherwise.

... determined.

- 4; To act as agents or brokers and as trustees of any person, firm or group of persons in respect of any business or matter of any nature whatsoever notwithstanding that the Company may not be empowered to act as principal in connection therewith.
- (v) To purchase, take on lease or otherwise acquire land for any interest therein, and to hold, build upon, work, exercise, develop, finance and turn to account agricultural estates, building plots and lands or hereditaments of any nature and of any tenure in Tanzania or of elsewhere, and to sell, let on lease or otherwise dispose thereof and grant rights thereover.
- (w) To apply for, purchase, or otherwise acquire any patents, brevets d' invention, licences, trade marks, copy-rights, concessions and the like conferring any exclusive or non-exclusive or a limited right to use any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the property, rights and information so acquired.
- (x) To carry on, develop, extend and turn to account any trade, business or operation whatsoever which can, in the opinion of the Company be advantageously or conveniently carried on by the Company by way of extension of or in connection with all or any of the trade, business and operations which the Company is authorised to carry on, or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property and rights.
- (y) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company, which the Company shall consider to be in the nature of preliminary expenses including therein the cost of advertising, commissions for underwriting, brokerage, printing and Stationery.
- (z) To pay for any rights or property acquired by the Company, and to remunerate any person or company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
- (aa) To promote any Company or Companies for the purpose of acquiring all or any of the property, rights and liabilities.

fit, and in particular for shares, debentures or securities of any other Company having objects altogether or in part similar to those of the Company.

- (cc) To grant and enter into all manner of bonds, obligations, guarantees and indemnities for or in connection with any of the businesses aforesaid.
- (dd) To buy, sell, import, export and otherwise deal in all manner of goods, commodities and merchandise, and to carry on and execute all kinds of financial, commercial, industrial and trading operations in any part of the world.
- (ee) To acquire by subscription, purchase or otherwise, and to accept and take, hold and sell, shares or stock in any Company, society or undertaking, the objects of which shall, either in whole or in part, be similar to those of this Company, or such as may be likely to promote or advance the interest of this Company.
- (ff) To act as managing agents and trustees for any person, firm or company, and to undertake and perform subcontracts and also to act in any of the business of the company through or by means or agents, brokers, sub-contractors or others.
- (gg) To do all or any of the matters hereby authorised in any part of the world either alone or in conjunction with or as, by or through factors, trustees or agents.
- (hh) Generally to do all such other things as may appear to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that

- (a) the word "Company" in this clause except where used in reference to this Company shall be deemed to include any partnership or other body of persons whether corporate or unincorporate, and whether domiciled in Tanzania or elsewhere, and
- (b) 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 but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

THE COMPANIES ORDINANCE
(CAP. 212 LAWS OF TANZANIA 1947)

COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
GENERAL INDUSTRIES LIMITED.

1. The Company is registered as a private Company and accordingly
 - (a) The right to transfer share is restricted in manner herein-after provided.
 - (b) The number of the members of the Company (Exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have (continued after the determination of such employment to be members of the Company) is limited to fifty. Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this articles be treated as a single member.
 - (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
2. The provisions of Table A shall not apply to this Company.
3. In these regulations and in any articles adopting the same "the Ordinance" means the Companies Ordinance.

When any provisions of the Ordinance is referred to the reference is to that provisions as modified by any law for the time being in force.

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

SHARES.

4. Subject to the provisions, if any, in that behalf of the Memorandum of Association and without prejudice to any special rights previously conferred on the holders of existing shares any share may be issued with such preferred deferred or other special rights or such restrictions whether in regard to dividend voting return of shares capital or otherwise as the Company may from time to time by the special resolution determine and any preference share may with the sanction of a special resolution be issued on the terms that it is or at the option of the Company is liable to be redeemed.

5. If at any time the share capital is divided into different classes of shares the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied with the consent in writing of the holders of three fourths of the issued shares of that class or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting the provisions of these regulations relating to general meetings shall mutatis mutandis apply but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder or shares of the class present in person or by proxy may demand a poll.
6. Every person whose name is entered as a member in the register of member shall without payment be entitled to a certificate under the seal of the Company specifying the share of shares held by him and the amount paid up thereon provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue more than one certificate and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all.
7. If a share certificate is defaced or destroyed it may be renewed on payment of such, fee, if any, not exceeding two Shillings and on such terms, if any, as to evidence and indemnity as the directors think fit.
8. No part of the funds of the Company shall directly or indirectly be employed in the purchase of or in loans upon the security of the Company' shares but nothing in this regulation shall prohibit transactions mentioned in the proviso to section 46(1) of the Ordinance.

LIEN

9. The Company shall have a lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a lien on all shares (other than fully paid shares) standing registered in the name of a single person for all moneys presently payable by him or his estate to the Company but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulations. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

10. The Company may sell in such manner as the directors think fit any shares on which the Company has a lien but no sale shall be made unless some sum in respect of which the lien exist is presently payable nor until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or bankruptcy.
11. For giving effect to any such sale the directors may authorise some person to transfer the shares sold to the Purchaser thereof. The Purchaser shall be registered as the holder of the shares comprised in any such transfer and he shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
12. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable and the residue shall (subject to a like lien for sums not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the date of the sale.

CALL ON SHARES.

13. The directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares and each member shall (subject to receiving at least fourteen days' notice specifying the time or times of payment) pay to the Company at the time or times so specified that amount called on his shares.
14. The joint holders of a share shall be jointly and severally liable to pay all call in respect thereof.
15. If the sum called in respect of a share is not paid before or on the day appointed for payment thereof the person from whom the sum is due shall pay interest upon the sum at the rate of six per centum per annum from the day appointed for payment thereof to the time of the actual payment but the director shall be at liberty to waive payment of that interest wholly or in part.
16. The provisions of these regulations as to the liability of joint holders and as to payment of interest shall apply in the case of non payment of any sum which by the terms of issue of a share becomes payable at a fixed time whether or account of the amount of the share, or by way of premium, as if the same had become payable by virtue of a call duly made and notified.

- (a) a fee not exceeding two Shillings is paid to the Company in respect thereof and
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer.
- If the directors refuse to register any shares they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.
22. The legal personal representatives of a deceased sole holder of a share shall be the only person recognised by the Company as having any title to the share. In the case of a share registered in the names of two or more holders the survivors or survivor or the legal personal representatives of the deceased survivor shall be the only persons recognised by the Company as having any title to the share.
23. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member shall upon such evidence being produced as may from time to time be properly required by the directors have the right either to be registered as a member in respect of the share or instead of being registered himself to make such transfer of the share as the deceased or bankrupt person could have made but the directors shall in either case subject as aforesaid have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by the deceased or bankrupt person before the death or bankruptcy.
24. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share except that he shall not before being registered as a member in respect of the share be entitled in respect of it to exercise any right conferred by membership in relation to the affairs of the Company.
25. Except as hereinafter provided no shares in the Company shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.
26. Every member or other person referred to in article 23 and 24 hereof who intends to transfer shares (hereinafter called the vendor) shall give notice in writing to the Board of Directors of his intention. That notice shall constitute the Board his agent for the sale of the said shares in one or more lots at the discretion of the Board to be determined by the Board at a price to be agreed upon by

- the Vendor and the Board or in default of agreement at a price which the auditor of the Company for the time being shall certify by writing under his hand to be in his opinion the fair selling value thereof as between a willing vendor and a willing purchaser.
27. Upon the price being fixed as aforesaid the Board shall forthwith give notice to all the members of the Company (other than the holders of employees' shares) of the number and price of the shares to be sold and invite each of them to state in writing within thirty five (35) days from the date of the said notice whether he is willing to purchase any and if so what maximum number of the said shares.
 28. At the expiration of the said thirty five (35) days the Board shall allocate the said shares to or amongst the member or members who shall have expressed his or their willingness to purchase as aforesaid and (if more than one) so far as may be pro-rata according to the number of shares already held by them respectively provided that no member shall be obliged to take more than the said maximum number of shares so notified by him as aforesaid. Upon such allocation being made the vendor shall be bound on payment of the said price to transfer the shares to the purchaser or purchasers. If he makes default in so doing the chairman for the time being of the Board of directors of the Company or failing him one of the directors duly nominated by resolution of the Board for that purpose shall forthwith be deemed to be the duly appointed attorney of the vendor with full power to execute complete and deliver in the name and on behalf of the vendor a transfer of the shares to the purchasing member and the Board may receive and give a good discharge for the purchase money on behalf of the vendor and enter the name of the purchaser in the register of members as holder by transfer of the shares purchased by him.
 29. In the event of the whole of the said shares not being sold under article 26 the vendor may at any time within six calendar months after the expiration of the said thirty five days transfer the shares not sold to any person subject to articles 21 and at any price.
 30. Any share may be transferred by a member to any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, wife, or husband of such member and any share of a deceased member may be transferred by his executors or administrators to any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, widow or widower of such deceased member (to whom such deceased member may have specifically bequeathed the same) and shares standing in the

name of a deceased member or his legal personal representative may be transferred to the trustees of his will and shares standing in the name of the trustees of the will of any deceased member may be transferred upon any change of trustees to the trustees for the time being of such will and the restrictions in clause 21, 26, 27 and 28 hereof shall not apply to any transfer authorised by this clause.

FOREFEITURE OF SHARES.

31. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the directors may, at any time thereafter during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
32. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.
33. If the requirements of any such notice as aforesaid are not complied with any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the directors to that effect.
34. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the directors think fit.
35. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the company all moneys which, at the date of forfeiture, were presently payable by him to the company in respect of the shares, but his liability shall cease if and when the company receive payment in full of the nominal amount of the shares.
36. A statutory declaration in writing that the declarant is a director of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The company may receive the consideration, if any, given for the share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.

... if any, nor shall his title to the ...
... affected by any irregularity or invalidity in the ...
... in reference to the forfeiture, sale or disposal of ...

The provisions of these regulations as to forfeiture shall ...
... in the case of non-payment of any sum which, by terms of ...
... of a share, becomes payable at a fixed time, whether on ...
... account of the amount of share, or by way of premium, as if the ...
... same had been payable by virtue of a call duly made and notified.

ALTERATION OF CAPITAL

38. The Company may from time to time by ordinary resolution ...
... increase the share capital by such sum, to be divided into ...
... shares of such amount, as the resolution shall prescribe.

39. Subject to any direction to the contrary that may be given ...
... by the company in general meeting all new shares of whatever ...
... kind shall be offered to the members in proportion to the ...
... nominal value of the existing shares held by them, and such ...
... offer shall be made by notice specifying the number of shares to ...
... which the member is entitled and limiting a time within which ...
... the offer if not accepted will be deemed to be declined, and ...
... after the expiration of such time or on the receipt of an ...
... intimation from the member to whom such notice is given that he ...
... declines to accept the share so offered, the directors may ...
... dispose of the same in such manner as they think most beneficial ...
... to the company.

If owing to any inequality in the number of new shares to ...
... be issued and the number of shares held by members entitled to ...
... have the offer of such new shares, any difficulty shall arise in ...
... the apportionment of any such new shares, amongst the members, ...
... such difficulty shall in the absence of direction by the Company ...
... be determined by the directors.

40. The new shares shall be subject to the same provisions ...
... with reference to the payment of calls, lien, transfer, ...
... transmission forfeiture and otherwise as the shares in the ...
... original share capital.

41. The company may by ordinary resolution:-

- (a) consolidate and divide all or any of its share capital into ...
... shares of larger amount than its existing shares:
- (b) sub-divide its existing shares, or any of them, into shares ...
... of smaller amount than is fixed by the memorandum of ...
... association subject, nevertheless, to the provisions of ...
... section 51 (1) (d) of the Ordinance:
- (c) Cancel any shares which, at the date of the passing of the

42. The company may by special resolution, reduce its share capital and any capital redemption reserve fund in any manner and with, and subject to, any incident authorised, and consent required by law.

GENERAL MEETING

43. A general meeting shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and place as may be prescribed by the company in general meeting, or, in default, at such time in the third month following that in which the anniversary of the company's incorporation occurs, and at such place, as the directors shall appoint. In default of a general meeting being so held, a general meeting shall be held in the month next following, and may be convened by any two members in the same manner as nearly as possible as that in which meetings are to be convened by the directors.

44. The above mentioned general meetings shall be called ordinary general meetings: all other meetings shall be called extra-ordinary general meetings.

45. 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 114 of the Ordinance. If at any time there are not within Tanzania sufficient directors capable of acting to form a quorum, ~~any two members of the company may convene an~~ extraordinary general meeting in the same manner as nearly as possible as that in which meetings are to be convened by the directors.

NOTICE OF GENERAL MEETINGS.

46. Subject to the provisions of section 117(2) of the Ordinance relating to special resolution fourteen (14) days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and in case of special business the general nature of the business, shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the company in general meeting, to such persons as are, under the regulations of the company, entitled to receive such notices from the company but with the consent of all the members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice, and in such manner as those members may think fit.

47. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any meetings.

PROCEEDINGS AT GENERAL MEETINGS

48. All business shall be deemed special that is transacted at a meeting, with the exception of sanctioning a dividend, the consideration of the accounts, balance sheets and the ordinary report of the directors and auditors, the election of directors and other officers in the place of those retiring by rotation, and the fixing of the remuneration of the auditors.

49. 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, save as herein otherwise provided, three members personally present shall be a quorum.

50. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

51. The chairman, if any, of the board of directors shall preside as chairman at every general meeting of the company.

52. If there is no such chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the members present shall choose some one of their number to be chairman.

53. 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 left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. 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.

54. 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) demanded by at least two members present in person or by proxy entitled to vote, and, unless a poll is

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 that resolution.

55. If a poll is duly demanded it shall be taken in such manner as the chairman directs; and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

56. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

57. A poll demanded on the election of a chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs.

58. An Ordinary resolution of the company determined on without any general meeting and evidenced by writing under the hands of all the directors (or sole director) and of members of the company holding three-fourths of the issued shares of the company shall be as valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

VOTES OF MEMBERS

59. On a show of hands every member present in person shall have one vote. On a poll every member shall have one vote for each share of which he is the holder.

60. In the case of joint holders the vote of the senior who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

61. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote, whether on a show of hands or on a poll, by his committee or other legal guardian appointed by that court, and any such committee or other legal guardian may, on a poll, vote by proxy.

62. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

63. On a poll votes may be given either personally or by proxy.

64. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. A proxy need not be a member of the company.

65. 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 not less than Seventy-two hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

66. An instrument appointing a proxy may be in the following form, or any other form which the directors shall approve:-

NAME OF THE COMPANY.

I, _____ of _____ in the district _____ being a member of (name of the Company, here- by appoint _____ of _____ as my proxy to vote for me and on my behalf at the (ordinary or extra- ordinary) general meeting of the Company to be held on the day of _____ 19 _____ or any adjournment thereof. Signed this _____ day of _____ 19...

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

CORPORATION ACTING BY REPRESENTATIVES AT MEETINGS.

68. Any corporation which is a member of the company may, by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representatives at any meeting of the company or of any class of members of the company, and the person so authorised 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.

69. The number of the directors and the names of the first directors shall be determined in writing by a majority of the subscribers of the memorandum of association.

70. The remuneration of the directors shall from time to time be determined by the Company in general meeting.

71. The qualification of a director shall be the holding of at least one share in the company.

POWERS AND DUTIES OF DIRECTORS.

72. The business of the company shall be managed by the directors, who may pay all expenses incurred in getting up and registering the company, and may exercise all such powers of the company, as are not, by the Ordinance, or by these articles, required to be exercised by the company in general meeting, subject, nevertheless, to any regulation of these articles to

inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in general meeting, but no regulations made by the company in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

73. The directors may from time to time appoint one or more of their body to the office of managing director or manager for such term and at such remuneration (whether by way of salary, or commission, or participation in profits or partly in one way and partly in another) as they may think fit, and a director so appointed shall not, while holding that office, be subject to retirement by rotation, or taken into account in determining the rotation, or retirement of directors; but his appointment shall be subject to determination ipso facto if he ceases from any cause to be a director, or if the company in general meeting resolve that his tenure of the office of managing director or manager be determined.

74. Until the company in general shall otherwise resolve, the directors may issue debentures, bonds or obligations of the company at any time and in any form or manner and for any amount, and may raise or borrow any sums of money, either upon mortgage or charge on any of the property of the company, including uncalled capital or on bonds of debentures or otherwise as they may think fit, and they may cause or permit any such mortgages, charges, bonds, debentures or obligations to be redeemed or transferred as they may think fit.

75. 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;
- (c) of all resolutions and proceedings at all meetings of the company, and of the directors, and every director present at any meeting of directors shall sign his name in a book to be kept for that purpose.

76. The directors on behalf of the company may pay a gratuity or pension or allowance on retirement to any director who has held any other salaried office or place of profit with the company or to his widow or dependents and may make contributions to any fund and pay premiums for the purpose or provision of any such gratuity, pension or allowance.

ALTERNATE DIRECTORS.

77. Each director shall have power to nominate any person, (approved for that purpose by majority of the other directors),

and at his discretion to remove such alternate director by notice in writing to the company, and on such appointment being made, the alternate director shall (except as regards share qualification and remuneration) be subject in all respects to the terms and conditions existing with reference to the other directors, and each alternate director while acting in the place of an absent director, shall enjoy all the rights of and exercise and discharge all the duties of the director he represents.

Any instrument appointing an alternate director shall be delivered to and retained by the company and shall, as nearly as circumstances will admit, be in the form or to the effect following.

NAME OF THE COMPANY.

I _____ a director of (name of the Company) in pursuance of the power in that behalf contained in the articles of association of the Company hereby nominate _____ of _____ to act as alternate director in my place and to exercise and discharge all my duties as a director of the Company during my absence from Tanzania (or my inability to act or attend as a director as the case may be).
As witness my hand this _____ day of _____ 19...

If the director making any such appointment as aforesaid shall cease to be a director otherwise than by resigning, at and being re-elected at one and the same meeting, the person appointed by him shall thereupon cease to have any power or authority to act as an alternate director.

THE SEAL

78. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the board of directors and in the presence of a director may appoint for the purpose; and that director and the secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

DISQUALIFICATION OF DIRECTORS

- 79. The office of director shall be vacated, if the director
 - (a) ceases to hold one share or otherwise ceases to be a director by virtue of section 142 of the Ordinance; or
 - (b) becomes bankrupt in Tanzania or in any other territory which is declared to be a reciprocating territory under section 147 of the Bankruptcy Ordinance; or
 - (c) becomes prohibited from being a director by reason of any order made...

- (e) resigns his office by notice in writing to the company; or
- (f) is punished with imprisonment for a term exceeding six months without the option of a fine.

Any director and any company or firm of which a director is member may enter into contracts with the company and any director may vote as director or shareholder in respect of any such contract and retain for his own use profits made by him under any such contract; provided always that unless he be at the time sole director he must disclose his interest to his co-directors before the contract is entered in by the directors; and if he be at the time sole director, or if all the directors be interested in the contract, the contract must be entered into by the company in general meeting and before the contract is entered into the director or directors must disclose his or their interests to the meeting.

ROTATION OF DIRECTORS.

- 80. At the first ordinary general meeting of the company the whole of the directors shall retire from office, and at the ordinary general meeting in every subsequent year one - third of the directors for the time being or if their number is not three or a multiple of three, then the number nearest one-third shall retire from office.
- 81. The directors to retire in every year shall be those who have been longest in office since their last selection but as between persons who become directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 82. A retiring director shall be eligible for re-election.
- 83. The company at the general meeting at which a director retires in manner aforesaid may fill up the vacated office by electing a person thereto and in default the retiring director shall be deemed to have been re-elected unless at such meeting it is resolved not to fill up such vacated office.
- 84. The company may from time to time in general meeting increase or reduce the number of directors, and may also determine in what rotation the increased or reduced number is to go out of office.
- 85. Any casual vacancy occurring in the board of directors may be filled up by the directors, but the person so chosen shall be subject to retirement at the same time as if he had become director on the day on which the director in whose place he is appointed was last elected a director.
- 86. The directors shall have power at any time, and from time

general meeting but shall be eligible for election by the company at that meeting as an additional director.

87. The Company may by extraordinary resolution remove any director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.

PROCEEDINGS OF DIRECTORS

88. The directors may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any 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 on the requisition of a director shall at any time summon a meeting of the directors.

89. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall when the number of directors exceeds four be four and when the number of directors does not exceed four, be two.

90. The continuing directors may act notwithstanding any vacancy in their body but, if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the company as the necessary quorum of directors, the continuing directors may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the company, but for no other purpose.

91. The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but if no such chairman is elected 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.

92. The directors may delegate any of their powers to committees consisting of such members or member of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors.

93. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

and as they think fit (and employ the reserve fund of any part thereof in the business of the company, and that without being bound to keep the same separate from the other assets).

102. If several persons are registered as joint holders of any share, any one of them may give effectually receipts for any dividend or other moneys payable on or in respect of the share.

103. Any dividend may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto or in case of joint holders to any one of such joint holders at his registered address or to such person and such address as the member or person entitled or such joint holders as the case may be may direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to the order of such other person as the member or person entitled or such joint holders as the case may be may direct.

104. No dividend shall bear interest against the company.

CAPITALISATION OF RESERVES.

105. Any general meeting may resolve that any moneys, investments, or other assets forming part of the undivided profits of the company standing to the credit of the reserve fund or in the hands of the company and available for dividend (or representing premiums received on the issue of shares and standing to the credit of the share premium account) be capitalised and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalised fund be applied on behalf of such shareholder in paying up in full any unissued shares of the company which shall be distributed accordingly or in or towards payment of the uncalled liability on any issued shares, and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalised sum.

106. For the purpose of giving effect to any resolution under the last preceding article the directors may settle any difficulty which may arise in regard to the distribution as they think expedient, and in particular may issue fractional certificates, and may fix the value for distribution of any specific assets, and may determine that cash payments shall be made to any members upon the footing of the value so fixed or that fractions of less value than one Shilling may be disregarded in order to adjust the rights of all parties, and may vest any specific

shall be filed in accordance with the Ordinance and the directors may appoint any person to sign such contract on behalf of the persons entitled to the dividend of capitalised fund, and such appointment shall be effective.

ACCOUNTS

107. The directors shall cause proper books of account to be kept with respect to:

- (a) all sums of money received and expended by the company, and the matters in respect of 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.

Proper books of account means such books as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.

108. The books of account shall be kept at the registered office of the company, or at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.

109. The directors shall from time to time determine whether and to what extent and at what time 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 directors and no member (not being a director) shall have any right of inspecting any account or books or document of the company except as conferred by statute or authorised by the directors or by the company in general meeting.

110. Once at least in every year the directors shall lay before the company in general meeting a profit and loss account for the period since the preceding account or (in the case of the first account) since the incorporation of the company, made up to a date not more than six months before such meeting.

111. A balance sheet shall be made out in every year and laid before the company in general meeting made up to a date not more than nine months before such meeting. The balance sheet shall be accompanied by a report of the directors as to the state of the company's affairs, and the amount which they recommended be paid by way of dividend, and the amount, if any which they propose to carry to a reserve fund.

AUDIT.

112. Auditors shall be appointed and their duties regulated in accordance with sections 132, 133 and 134 of the Ordinance.

to his registered address, or (if he has no registered address within Tanzania) to the address, if any, supplied by him to the company for the giving of notices to him.

114. 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, unless the contrary is proved, to have been effected at the time at which the letter would be delivered in the ordinary course of post.

115. A notice may be given by the company to the joint holders of a share by giving the notice to the joint holder named first in the register of members in respect of the share.

116. A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a registered prepaid letter addressed to them by name, or by the title of representatives of the deceased, or receiver of the bankrupt, or by any like description, at the address, if any, within Tanzania supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

117. Notice of every general meeting shall be given in some manner hereinafter authorised to:

- (a) Every member except those members who (having no registered address within Tanzania) have not supplied to the company an address within Tanzania for the giving of notices to them, and also to
- (b) every person entitled to a share in consequence of the death or bankruptcy of a member who, but for his death or bankruptcy would be entitled to receive notice of the meeting.

118. No other person shall be entitled to receive notices of general meetings.

WINDING UP.

119. If the company shall be wound up the liquidator may, with the sanction of an extraordinary resolution of the company and any other sanction required by the Ordinance divide amongst the members in specie or kind the whole or any part of the assets of the company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members of different classes of

the like sanction shall think fit but so that no member shall be compelled to accept any shares or other securities where on there is any liability.

INDEMNITIES OF DIRECTORS.

120. Every director and other officer of the Company shall be entitled to have reimbursed to him out of the funds of the Company all travelling and other expenses (including expenses of and incident to journeying to and from board meetings) which he may from time to time incur in the discharge or attempted discharge of his duties and be indemnified by the Company against all liabilities whatsoever which he may from time to time take upon himself as agent of the Company or for its benefit or intended benefit.

THE SECRETARY.

121. 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 received by them.

122. No person shall be appointed or hold office as a Secretary who is:-

- (a) the sole Director of the Company; or
- (b) a corporation the sole director of which is the sole Director of the Company.

123. A provision of the Ordinance or these regulations requiring or authorising 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.

POWER OF ATTORNEY.

124. The directors may from time to time and at any time by power of attorney appoint any Company firm or person or body of persons whether nominated directly or indirectly by the directors to be the attorney or attorneys of the Company for such purposes and with such powers authorities and discretions (not exceeding those vested in or exercisable by the directors under these regulations) and for such period and subject to such conditions as they may think fit and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorise any

125. Every director, manager, auditor, trustee, officer, Servant, agent, accountant or other person employed in the business of the Company shall observe strict secrecy respecting all transactions of the company with customers and the state of accounts with individuals and in all matters relating hereto, and shall not reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by directors, or by any meeting of the Company or by a court of law or by the person to whom such matters relate; and except so far as may be necessary in order to comply with any of the provisions herein contained.

126. Any director or officer of the Company shall be entitled if he thinks fit, to decline to answer any question concerning the business of the Company which may be put to him on any occasion (including any meeting of the company) on the ground that the answer to such question would disclose or tend to disclose the trade secrets of the Company.

NAMES	ADDRESS	DESCRIPTION	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBERS
AMIR ESMAIL MOHAMEDBHAI <i>Amir Esmail</i>	P.O. BOX 3072 ARUSHA	BUSINESSMAN	1
MUSTAFA ESMAIL MOHAMEDBHAI <i>Memo</i>	P.O. BOX 139 TANGA	BUSINESSMAN	1
SHABBIR ESMAIL MOHAMEDBHAI <i>Shabbir</i>	P.O. BOX 139 TANGA	BUSINESSMAN	1
JOHAR ESMAIL MOHAMEDBHAI <i>Johar</i>	P.O. BOX 139 TANGA	BUSINESSMAN	1
JUZER ESMAIL MOHAMEDBHAI <i>Juzer Esmail</i>	P.O. BOX 139 TANGA	BUSINESSMAN	1

DATED at this day of 1980

WITNESS:

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