

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

**COMPANY LIMITED BY SHARES**

**AMENDED MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
MOFAT COMPANY**

**AMENDED MEMORANDUM OF ASSOCIATION AS PER SPECIAL RESOLUTION PASSED ON DATED 01<sup>st</sup> march,  
2025**

**Drawn by:**

**MUHAMMAD ABDALLAH KASSIM**

**(SUBSCRIBER)**

**BLOCK J,PLOT NO 94,HOUSE NO 29,STREET Hedaru, Magomeni**

**P.O.BOX 19875**

**DAR ES SALAAM**

**TANZANIA.**

THE COMPANIES ACT (ACT NO. 12 OF 2002)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

MOFAT COMPANY

**AS AMENDED PER MEMBER'S RESOLUTION DATED 1<sup>ST</sup> MARCH 2025**

1. The name of the company is Mofat Company limited
2. The registered office of the company will be situated in the mainland of the united republic of Tanzania.
3. The purpose for which the company is established is the transaction of any and all lawful business for which companies may be incorporated in Tanzania; and more particularly the company shall have powers:-
  - (a) To carry on the business as General Transport freight on land, Heavy trucks transportation, Transportation of container, Transportation of cargo, transport of dangerous cargo, transportation of heavy machinery. Transportation agent, any other business which may seem to the company capable of being conveniently carried on in connection with or by way of extension of any business or the company or any of its object.
  - (b) To carry on the business as general food and cash crop processors, packers, to be general exporter of cash crop products and suppliers of food stuffs and agricultural crops, grain millers, food mixer, general exporters of fresh fruits, vegetables and flowers, to act as agents of buying and selling all kinds of food stuffs and cash crop products.
  - (c) To carry on the business of mining and quarrying, to carry on mining ores, other mineral activities. Any other business which may seem to the company capable of being conveniently carried on in connection with or by way of extension of any business or the Company or any of it objects.

(d) Passenger transport business

(e) Clearing and Forwarding business

4. The liability of the members is limited

5. The authorized share capital of the company is Tanzania shillings One Million Only (TZS. 1,000,000/=) divided into 1000 ordinary shares with a value of Tshs. 10,000/= each

We, the several person whose name 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 the number of shares in the capital of the company set opposite our respective names.

Name, address and occupation of subscribers	Number of shares taken by each subscriber	Signature of subscribers
MUHAMMAD ABDALLAH KASSIM Mjimwema street, Mjimwema Ward, kigamboni District, Postal code 17106, Signature of Subscribers 500 VAtlal House No 01 P.o.box 19875 Dar es salaam Tanzania	500	SIGNED BY MUHAMMAD ABDALLAH KASSIM
FATHIYA ABOUD JUMBE Mjimwema street, Mjimwema Ward, kigamboni District, Postal code 17106, 500 Ake House No 01 P.o.box 19875 Dar es salaam Tanzania	500	SIGNED BY FARHIYA ABOUD JUMBE

Dated the .....day of.....2018

Witness to the above signature:

**SIGNED BY ABDULSHAQIL POTTER MTAKA**

**P.O.BOX 42435 DAR ES SALAAM**

**Qualification: COMMISSIONER FOR OATH.**

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

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

MOFAT COMPANY LIMITED

INTERPRETATION

1. In these articles:-

“the act” means the Companies Act;

“the articles” means the articles of the company;

“clear days” in relation to the period of a notice means that period excluding the days when the notice is given or deemed to be given and the day for which it is given or which it is to take effect;

“the seal” means official seal of the company;

“ Secretary” means 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 this 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.

SHARE CAPITAL AND VARIATION OF RIGHT

2. Subject to the provision of the Act and without prejudice to any rights attached to any existing shares, any shares may be issued with such rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise as the company may by ordinary resolution determine.
3. Subject to the provision of section 61 of the Act any shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the company are liable, to be redeemed on such terms and in such manners as the company before the issue of the shares may by special resolution determine.
4. If at any time the share capital is divided into different classes of shares, the rights attached into any class ( unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the company is being wound up, 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 special resolution passed at the general meeting of the holders of the shares of that class.
5. To every such separate general meeting the provision of these articles relating to general meeting shall apply, but so that the necessary quorum shall be two person at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.
6. The rights conferred upon the holders of the shares of any class shall not, unless otherwise expressly provided by the terms of the shares of that class be deemed to be varied by the creation or issued of further shares ranking *pari passu* therewith.
7. The company may exercise the power of paying commission conferred by section 56 of the Act. Subject to the provision of the Act , such commission may be satisfied by the payment of cash or other allotment of fully or partly paid shares or partly in one way and partly in other.

8. Except as required by law, no reason shall be recognized by the company as holding any share upon any trust and the company shall not be bound by or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share or interest in any fractional part of the share or (except as otherwise provided by the Articles or by law) any other rights or interest in respect of any share except an absolute right to the entirety thereof in the registered holder.

## SHARE CERTIFICATES

9. Every member, upon becoming the holder of the shares, shall be entitled without payment to receive within two months after allotment or lodgement of transfer ( or within such other period as the conditions of issue shall provide) one certificate for all the shares of each class held by him ( and upon transferring a part of his holding of share of any class, to a certificate of balance of such holding)
10. Every certificate shall be sealed with the seal shall specify the number, class and distinguishing numbers (if any) of the shares to which it related and the amount of respective amount paid thereon. In a respect of a share and 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 joint holder shall be sufficient delivery to all joint holders
11. If a share certificate is defaced, worn out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of expenses reasonably incurred by the company in investigating evidence as the directors may determine but otherwise free of charge and ( in the case of defacement or wearing out) on delivery up of the old certificate

## LIEN

12. The company shall have a first and paramount 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; but the directors may at any time declare any share to be wholly or in part exempt from provision of this article. The company lien, if any on a share shall extend to any amounts payable in respect of it.

13. The company may sell, in such a manner as directors determine, any shares on which the company has lien if a sum in respect of which the lien exists is presently payable and is not paid within fourteen clear days after notice in writings has been given to the holder of the share, or the person entitled there by reason of death or bankruptcy of the holder demanding payment and stating that if the notice is not complied with the shares may be sold.
14. To give effect to any such sale the directors may authorize some person to transfer the shares sold to, or in accordance with the directions of the purchaser thereof. The purchase shall be registered as the holder of the shares comprised in any such transfer and he shall not be bound to see the application of the purchased money, nor shall his title to shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
15. The net proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect to which the lien exists as is presently payable and the residue if any shall (upon surrender to the company for cancellation certificate for share sold and subject to alike lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the share, at the date of sale.

#### CALLS ON SHARES

16. Subject to the terms of allotment, the directors may make calls upon the members in respect of any money unpaid on their shares (whether in respect of nominal value or premium) and not by the condition of allotment there of made payable at fixed time, provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call, and each member shall (subject to receiving a least fourteen clear days notice

specifying when and where payment is to be made) pay to the company as required by the notice the amount called on his shares.

17. A call maybe required to be paid by installment. A call may, before receipt by the company of any sum due there under, be revoked in whole or in part and payment of a call maybe postponed in whole or part. A person upon whom a call is made shall remain liable for all calls made upon him not withstanding the subsequent transfer of the share in respect of which the call was made.
18. A call shall be deemed to have been made at the time when the resolution of the directors authorizing the call was passed.
19. The joint holders of the shares shall be jointly and severally liable to pay all call in respect thereof
20. If a call remains unpaid after it has become due and payable, the person from whom the sum is due shall pay interest on the sum unpaid from the day it became due and payable to the time of actual payment at the rate fixed by the term of allotment of the share or if no rate is fixed at a rate not exceeding 5% per annum as the directors may determine, but the directors may waive payment of such interest wholly or in a part.
21. An amount payable in respect of a share on allotment or at any fixed date, whether in respect of nominal value or premium or as an instalment of a call shall be deemed to be a call, and if it is into paid the provision of the article shall apply as if that amount had become due and payable by virtue of a call.
22. Subject to the terms of allotment the directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment
23. The directors may, if they think fit receive from any member willing to advance the same, all or any part of the moneys un called and unpaid upon

the shares held by him, and upon any or all the moneys so advanced may (until the same would, but for such advance become payable) pay interest at such rate not exceeding (unless the company in general meeting shall otherwise direct) 6% per annum, as may be agreed upon between the directors and member paying such sum in advance.

## TRANSFER OF SHARES

24. The instrument of transfer of any share shall be in any usual form or any other forms which the directors may approve and shall be executed by or on behalf of the transferee and the transferor shall be deemed to remain a holder of the share until name of the transferee is entered in the register of members in respect thereof
25. The director may refuse to register the transfer of a share which is not fully paid to a person of whom they do not approve and they may refuse to register the transfer of a share on which the company has a lien. They may also refuse to register a transfer unless:-
  - (a) It is lodged at the office or such other place as the directors may appoint and is accompanied by the certificate of shares to which it relates, and such other evidence as directors may reasonably require to show the right of the transferor to make transfer; and
  - (b) It is in respect of only one class of shares
  - (c) It is in favor of not more than four transferees
26. If the directors refuse to register a transfer they shall within sixty days after the date on which the transfer was lodged with the company send to the transferee notice of the refusal.
27. The registration of transfer of shares or any transfers of any class of shares may be suspended at such times and for such periods (not exceeding thirty days in a year) as the directors may determine.
28. No fee shall be charged for the registration of any instrument of transfer or other document relating or affecting title to any share.

## TRANSMISSION OF SHARES.

29. In case of the death of a member the survivor or the survivors where the deceased was a joint holder, and the personal representative of the deceased where he was a sole holder or the only survivor of joint holder , shall be the only person recognized by the company as having any title to interest to his shares; but nothing here in contained shall release the estate of a deceased member from any liability in respect of any share which had been jointly held by him.
30. A person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may properly be required by the directors and subject as herein after provided either elect by notice to the company to be registered as holder of the share or elect to have some person nominated by him registered as the transferee in which case he shall execute the appropriate instrument of transfer. All the articles relating to the rights of transfer of shares shall apply to any such notice or transfer as if it were an instrument of transfer executed by the member and the death or bankruptcy of the member had not occurred.
31. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall have the right to which he would be entitled if he were the registered holder of the share except that he shall not, before being registered as the holder of the share be entitled in respect to exercise any right conferred by membership in relation to meeting of the company.

## FORFEITURE OF SHARES

32. If a call remains unpaid after it has become due and payable the directors may give to the person from whom it is due not less than fourteen days notice requiring payment of the amount unpaid, together with any interest which may have accrued. The notice shall name the place where payment

is to be made and shall state that if the notice is not complied with the shares in respect of which the call was made will be liable to be forfeited.

33. If the notice is not complied with any share in respect of which it was given may, before the payment required by the notice has been made be forfeited by a resolution of the directors to that effect and the forfeited shall include all dividends or other money payable in respect of the forfeited share and not paid before the forfeited.
34. Subject to the provision of the Act a forfeited share may be resold re-allotted or otherwise disposed of on such terms and in such manners as the directors determine either to the person who was before the forfeiture the holder or to any other person, and at any time before a sale, re-allotment or other disposition the forfeiture may be cancelled on such terms as the directors think fit. Where for the purpose of its disposal a forfeited share is transferred to any person, the director may authorize some person to execute an instrument of transfer of the share in question
35. A person any of whose shares have been forfeited shall cease to be a member in respect of the forfeited shares and shall surrender to the company for cancellation the certificate for the share forfeited, but shall remain liable to the company for all money which, at the date of forfeiture, were payable by him to the company in respect of the shares but his liability shall cease if and when the company shall have received payment in full of all such money in respect of the shares but the directors may waive payment wholly or in part or enforce payment without any allowance for the value of the shares at the times of forfeiture of shares for any consideration received on their disposal
36. A statutory declaration by a director or the secretary that a share has been forfeited on a date stated in the declaration shall be conclusive evidence of the facts stated therein as against all person claiming to be entitled to the share and the declaration shall (subject to the execution of the instrument of transfer if necessary) constitute good title to the share and the person to whom the share is disposed of shall not be bound to see the application of

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

## **ALTERATION OF CAPITAL**

37. The company may by ordinary resolution:-

- (a) Increase its share capital by new share of such amount as the resolution prescribes
- (b) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares:-
- (c) Subject to provision of section 65(1) (d) sub-divide its existing shares, or any of them , into shares of smaller amount than is fixed by the memorandum of association;
- (d) Cancel shares which at the date of the passing of the resolution have not been taken agreed to be taken by any person and diminish the amount of its share capital by the amount of shares so cancelled.

38. Whenever as the result of a consolidation of shares any members would become entitled of fractions of share the directors may on behalf of those members sell the shares representing the fractions for the best price reasonably obtained to any person (including subject to the provision of the Act , the company) and distributed the net proceeds of sale in due proportion among those member and the directors may authorize some person to execute an instrument of transfer of the share to or in accordance with the directors of the purchaser. The transferee shall not be bound to see the application of the purchase money nor shall his title be affected by any irregularity in or invalidity of the proceedings in reference to the sale.

39. Subject to the provision of the Act the company may by special resolution reduce its share capital any capital redemption reserve fund or any share premium account in any way.

## **MEMBERS**

40. The numbers of the members with which the company propose to be registered is at least two but the directors may from time to time register an increase of members.
41. The subscriber to the memorandum of association and such other person as the directors shall admit to membership shall be members of the company.

#### GENERAL MEETINGS

42. The company shall in each year hold general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meetings as such in 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

43. All general meetings other than annual general meetings shall be called extraordinary general meetings.
44. The directors may, whenever they think fit, convene an extraordinary general meeting, shall also be convened by such requisitionists as provided by section 134 of the Act.
45. If at any time there are not within the Tanzania sufficient directors capable of acting to form a quorum any directors or any two members of the company may convene an extraordinary general meeting in the same manners as nearly as possible as that in which meeting may be convened by the directors

#### NOTICE OF GENERAL MEETINGS

46. 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 meetings and in case of special business, 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 articles be deemed to have been duly called if it so agreed:-

- (a) In case of 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 numbers of the members having a right to attend and vote at the meeting being a majority together representation not less than 955 of the total voting rights at that meeting of all the members.

47. Subject to provision of the articles the notice shall be given to all the members to all person 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 meeting to, or the non-receipt to notice of meeting by any person entitled to receive notice shall not invalidate the proceeding at that meeting.

#### PROCEEDINGS AT GENERAL MEETING

48. All business shall be deemed special that 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.

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; two or a proxy for a member or a duly authorized representative of corporation, shall be a quorum.

50. 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 presented 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
51. The chairman if any of the board of directors or in his absence some other directors nominated by the directors shall preside as chairman of the general meeting but if neither the chairman nor such other directors be present within 15 minutes after the time appointed for the holding of the meeting and willing to act the directors present shall elect one of their member to be chairman of the meeting and if there is only one director and willing to act he shall be chairman.
52. 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 shall choose one of them to be chairman of the meeting
53. The chairman may with the consent of any meeting at which a quorum is present (and 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
54. When a meeting is adjourned for 14 days or more at least 7 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.

55. At any general meeting a resolution put to the vote meeting shall be decided on a show of hands unless a poll is (before or on declaration of the result of the show of hands demand:-

(a) By the chairman or

(b) By at least (3) members presented in person or by proxy

(c) By any member or members presented in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the rights to vote at the meeting

Unless a poll be so demanded a declaration by the chairman that a resolution has on show of hands been 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 favor of or against such resolution.

**The demand for poll may before the poll is taken be withdrawn**

56. Except as provided in article 18 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 resolution of the meeting at which the poll was demanded.

57. In 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.

58. 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 such time as the chairman of the meeting directs and any business other than upon which a poll has been demanded may be preceded with pending the taking of the poll.

59. 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 held and consist of several

instrument in the like form each executed by or on behalf of one or more member.

### **VOTE OF MEMBERS**

60. Every member shall have one vote.

61. A member in respect of whose estate a manager has been appointed under section 26 of the mental disease ordinance may vote whether on a show of hands or poll by his said manager and such manager may on a poll vote by proxy

62. No member shall be entitled to vote at any general meeting unless all money presently payable by him to the company have been paid.

63. 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 sea or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.

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

65. The instrument appointing proxy and the power of attorney or other authority, if any under which it is signed or a notary 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 hour 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 taking of the poll and in default the instrument of proxy shall not be treated as valid.

66. An instrument appointing a proxy shall be in the following form or form as near here to as circumstances admit:-

MOFAT COMPANY LIMITED”

I/WE..... Of....., being a member/ members of the above named company, hereby appoint..... of or failing him.....of....., as my / our proxy to vote for me/us on my/ or behalf at the (annual or extraordinary, as the case maybe) general meeting of the company to be held on the.....day of.....20.....”

67. Where it is desired to afford member 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 circumstance admit:-

MOFAT COMPANY 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..... 20....., and at any adjournment thereof.

Signed this..... Day of..... 20.....

This form is to be used in a favor of/ against the resolution. Unless otherwise

Instructed, the proxy will vote as he thinks fit.

“strike out whichever is not desire”

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

69. 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 of proxy was duly deposited) before the commencement of the meeting or adjourned meeting at which the proxy is used.

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

70. 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 power on behalf of the corporation as if it were an individual member of the company.

#### **DIRECTORS**

71. 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

72. 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 travelling, hotels, and other expenses properly incurred by them attending and returning from meetings of the directors or any committee of the directors or general meeting of the company or in connection with the business of the company.

73. The following persons shall be first Directors to the company:-

1. MUHAMMAD ABDALLAH KASSIM
2. FATHIYA ABOUD JUMBE

### **BORROWING POWERS**

74. The director may exercise all the power 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**

75. Subject to the provision of 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 power given by this article shall not be limited by any special power given to the directors by the articles and meeting of directors at which a quorum is present may exercise all power exercisable by the directors.

76. 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 power

77. All cheque promissory notes, drafts, bills, of exchange and other negotiable instrument and all receipts for money 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

78. 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 committee of the directors
- (c) Of all resolutions and proceedings at all meetings of the company and of the directors and of committees of directors

### **DISQUALIFICATION OF DIRECTORS**

79. The office of directors shall be vacated if the directors:-

- (a) without the consent of the company in general meetings holds any other office of profit under the company.
- (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- (c) Ceases to be a director by virtue of any arrangement or composition with his creditors generally or
- (d) Becomes of unsound mind, or
- (e) Resigns his office by notice in writing to the company, or
- (f) Is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in a 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 not be counted.

80. The company may by ordinary resolution appoint a person who is willing to act as directors to fill a vacancy or be an additional director.

81. The directors 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 directors so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election.

82. 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 directors may have for damages for breach of any contract of service between him and the company.
83. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding article in general meeting may appoint any person to be a director either to fill a vacancy or as an additional director
84. Subject to the provision of the articles the directors may regulate their meetings as they think fit. Questions arising at meeting shall be decided by a majority of votes. 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 director who are absent from Tanzania.
85. The quorum necessary for the transaction of the business of the directors may be fixed by the directors and unless so fixed shall be two.
86. The directors may act notwithstanding any vacancy but if and so long as their number is reduced below the number fixed by 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.
87. 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 directors 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.

88. 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 power so to any such regulations the proceedings of a committee with two or more members shall be governed by the articles regulating the proceeding of directors so far as they are capable of applying

89. 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 the there was some defect in the appointment of any such director, or that any of them were disqualified from holding office or hand vacated office or were not entitled to vote be as a 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

90. 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

91. 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

92. A provision 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 a place of the secretary.

#### THE SEAL

93. 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

94. 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 to which the receipt and expenditures takes place;

(b) All sales and purchase of goods by the company

(c) The assets and liabilities of the company.

Property books shall not be deemed to be kept such books of account as are necessary to give a true and air view of the state of the company affair and to explain transaction

95. The books of account shall be kept at the registered officer 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.

96. No number shall (as such) have right of inspecting any accounting records or other book or document of the company except as conferred by statue or authorized by the directories or by ordinary resolution of the company

97. The directors shall from time to time in accordance with section 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.

98. 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 21 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**

99. Auditors shall be appointed and their duties regulated in accordance with section 170 to 179 of the Act.
100. 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.
101. Where a notice is sent by post, service of the notice shall be deemed to be effected properly addressing, prepaying and posting a letter containing the notice same was posted. A member whose registered address is not within the Tanzania and who gives to the company an address within the Tanzania at which notice 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.

## **ALTERATIONS OR ADDITION**

102. Subject to the provision of the Act and the Memorandum of Association the company may by special resolution make alteration or addition to the Articles of Association and any such alteration or addition made shall be as valid and effectual as if originally contained in these Articles and be subject in like manner to alteration by special resolution.

## **INDEMNITY**

103. Subject to the provision of the Act but without prejudice to any indemnity to which a director may otherwise be entitled every director or other officer of the company shall be indemnified out of the asset of the company against any liability incurred by him in defending any proceedings whether civil or criminal in which judgement is given in his favor or in which he is acquitted or in connection with any application under section 481 of the Act in which relief id

granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs to the company.

104.

Name, address and occupation of subscribers	Number of shares taken by each subscriber	Signature of subscribers
MUHAMMAD ABDALLAH KASSIM Mjimwema street, Mjimwema Ward, kigamboni District, Postal code 17106, Signature of Subscribers 500 VAtlal House No 01 P.o.box 19875 Dar es salaam Tanzania	500	SIGNED BY MUHAMMAD ABDALLAH KASSIM
FATHIYA ABOUD JUMBE Mjimwema street, Mjimwema Ward, kigamboni District, Postal code 17106, 500 Ake House No 01 P.o.box 19875 Dar es salaam Tanzania	500	SIGNED BY FARHIYA ABOUD JUMBE

Witness to the above signature:

**SIGNED** BY ABDULSHAQIL POTTER MTAKA

**P.O.BOX** 42435 DAR ES SALAAM

**Qualification:** COMMISSIONER FOR OATH.