

THE COMPANIES ACT, 2002

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COMPANY LIMITED BY SHARES

MEMORANDUM

AND

Articles of Association

OF

ZEKWA TRADING COMPANY LIMITED

Incorporated this.....day of.....2010.

DRAWN BY:  
F. K. MUSEI  
(ADVOCATE)  
P. O. BOX 424,  
ARUSHA.

**THE COMPANIES ACT, 2002**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION OF**  
**ZEKWA TRADING COMPANY LIMITED**

1. The name of the Company is **ZEKWA TRADING COMPANY LIMITED**.
2. The registered Office of the Company will be situated in the United Republic of Tanzania.
3. The objectives for which the company is established are:-
  - (a) To take over the business carried on under the name and style of **Zekwa Trading Company**. All its undertaking and liabilities.
  - (aa) To carry on the business of construction contractors, professional and technical advisers and consultants in the mining and construction industry.
  - (b) To establish, carry on, acquire, take over and promote business as garage operators, building contractors and transporters hardware dealers, town operators and travel agents, suppliers of food stuffs and building materials and to act as wholesale and retail merchants in all types of goods and materials related.
  - (c) To carry on throughout the United Republic of Tanzania and elsewhere all or any of the business importers, exporters, insurance agents, shipping agents, manufactures agents, and representatives trade merchants, auctioneers, wholesale and retail dealers in connection with any of the business set forth herein.
  - (d) To carry on the business of clearing and forwarding agents, land and estate agents, commission agents, air, road and shipping line agents, financial agents and agents for all classes of insurance.
  - (e) To purchase or otherwise acquire land, farms, houses, offices, workshops, building, and premises and any fixed and movable machinery, plants, tools, engines, implements stock in trade, convenient to be used in about any of the trade business industry, farming and other activities above written.
  - (f) To open and operate Bureau de Change branches in all regions of United States of Tanzania.
  - (g) To establish and own filling stations, garages car wash bays with side tyre sales and services, fuel storage houses and breakdown services.
  - (h) To transact agency business of all kinds and also to act as agents of any company body or corporation, national or foreign.
  - (i) To carry on the business of importers of construction and mining equipment, sell or hire the same.
  - (j) To engage in the business of mining, buying and selling of all gemstones found in the United Republic of Tanzania and to engage in exportation of rough and cut and polished gemstones to different parts of the world and to open up lapidaries and to acquire mine working and mining grounds in Tanzania.

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THE COMPANIES ACT, 2002  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION  
ZEKWA TRADING COMPANY LIMITED

Interpretation

1. In these Regulations

"the Act" means the Companies Act, 2002 (Act No. 12)

"the articles" means the articles of the company

"clear days" in relation to the period of a notice means the period excluding the day when the notice is given or on which it is to take effect.

"the holder" in relation to the shares means the member whose name is entered in the registered of members at the holder of the shares.

"the seal" means the common seal of the company.

"secretary" means the secretary of the company or any other person appointed to perform the duties of the secretary of the company.

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

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

**Members**

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

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