

THE COMPANIES ACT, CAP 212 R.E 2002

COMPANIES LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

INSPECTORATE TANZANIA LIMITED

Incorporated this ___ Day of ___ 2012

DRAWN BY:
MAKOA LAW CHAMBERS (ADVOCATES),
IPS BUILDING, 4TH FLOOR,
AZIKIWE STREET,
P.O BOX 71393
DAR ES SALAAM

THE UNITED REPUBLIC OF TANZANIA



Certificate of Incorporation

No.....

I hereby certify that **INSPECTORATE TANZANIA LIMITED**

In this day incorporated under Cap 212 R.E 2002, and that the Company is Limited

Given under my hand at Dar es Salaam thisday of.....Two thousand and Twelve.

Seal

Registrar of Companies

- d) To engage in the business of consultancy on matters related in inspection of goods and commodities.
- e) To carry on the business of disaster managers.
- f) To carry on the business of environmental impact assessors.
- g) To carry on the business as dealers in and producers, refiners, distillers, storers, suppliers, importers, distributors of petroleum products of all kinds such as petrol, diesel products, gasoline, kerosene, fuel oils, asphalt, bitumen, lubricant oils, greases, solvents, and also to carry out operations in connections in transportation of the same by sea, land, river, or otherwise of petroleum and petroleum products of all descriptions.
- h) To acquire by purchase, lease grant license, exchange or otherwise, property and /or buildings of any tenure or description and any estate or interest therein, and any rights over or connected therewith and to turn the same to account as may seem expedient, and in particular by preparing buildings sites and by constructing, reconstructing, altering, improving decorating, furnishing and maintaining houses, flats, offices, shops, warehouses, factories, buildings, works and conveniences of all kinds.
- i) To carry on the business of exporters and importers of commodities, farm machinery of all kinds, tools, accessories crops, hardware of every description, electrical goods and their component parts of every kind, stationery, pharmaceutical and veterinary products and or all other goods for the benefit of the Company.
- j) To carry on the business of proprietors and keepers of snack bars, luncheon counters, cafes refreshment rooms, restaurants, hotels, inns, beer houses and taverns and furnishers of any property for the purpose of letting the same to visitors or guests whether in

on hire, hire purchase or easy payment system of, manufacturers and contractors of articles and goods of all kinds.

- s) To found, develop manage, extend, establish and acquire, industrial, commercial, or agricultural enterprises in all its fields and in particular workshops in all branches of work and industry whether alone or enter into partnership or into arrangement for sharing profits, union of interest, reciprocal concessions for co-operation with any person, partnership or company in East Africa or overseas and also to form constitute, float, lend money to and to assist and control any companies, associations or undertakings whatsoever.
- t) To borrow or raise money from financial institutions or any other money lending institution by the issue of debentures, debenture stock (perpetual or terminable) bonds, mortgages, or any other securities, founded, or based upon all or any of the property and rights of the company, including its uncalled capital or without any such security, and upon such terms as to priority or otherwise as the company shall think fit.
- u) To carry on business as makers concessionaries, auctioneers, land and estate agents valuers, brokers, warehousemen, carriers of goods, and loads by air, sea and land.
- v) To carry on business as suppliers, buyers, sellers and dealers in all types of hotel equipment, crockery, cutlery furniture, fitting, utensils, glass and plate, linen, food vegetable, provision, groceries, soaps and goods for hotel and catering purposes.
- w) To prosecute and execute directly or by contributions or other assistance, and works, undertaking projects or enterprises in which or for the prosecution whereof or on the security whereof or of any profits or emoluments derivable therefrom, the company shall have invested money, embarked capital or engaged its credit.

- x) To manufacture, buy, sell, exchange, alter, improve, manipulate, prepare for market, and otherwise deal in all kinds of plant, machinery, apparatus, tools, utensils, substances, materials, and things necessary or convenient for carrying on any of the above specified businesses or proceedings or usually dealt in by persons engaged in the like.
- y) To carry on any of the business of importers, exporters, warehousemen Insurance agents, shipping agents, clearing and forwarding agents, manufacturer's agents and representative traders, merchants, auctioneers, wholesale and retail dealers in articles of all kinds.
- z) 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.
- aa) To carry on any other business which may seem to the company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the company.
- bb) To purchase, take on lease or in exchange, hire or otherwise acquire any immovable or movable property and any rights or privileges, which the company may think necessary or convenient for the purposes of its business.
- cc) To build, construct, alter, maintain, enlarge, pull down, remove, replace and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engines, roads, ways, tramway, railways, branches, or sidings, bridges, reservoirs, watercourses, wharves, electric works, and other works and conveniences which may seem calculated directly or indirectly to advance the interest of the company in doing these things.

- dd) To apply for, purchase, or otherwise acquire and protect and renew in any part of the world, any patents brevets invention, trademarks de licenses, concessions and the like, conferring any exclusive or non-exclusive or limited rights to their use of any secrets or other information as to any invention which may seem capable of being used for any of the purposes of the company, or indirectly to benefit the company and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired.
- ee) To acquire, and undertake the whole or any part of the business, property and liabilities of any person or company carrying on or proposing to carry on any business which the company is authorized to carry on or which can be carried on in conjunction therewith or which is capable of being conducted so as to directly or indirectly benefit the company.
- ff) To amalgamate, enter into partnership or into any arrangements for sharing profits, union of interest, cooperation, joint-venture or reciprocal concession or for limiting competition with any person or company carrying on or engage in, any business or transaction which the company is authorized to carry on in conjunction therewith or which is capable for being conducted so as directly or indirectly to benefit the company.
- gg) To improve, manage, develop, grant rights or privileges in respect of, or otherwise, deal with, all or any part of the property and rights of the company.
- hh) To vest any immovable or movable property, rights or interest acquired by or belonging to the company in any person or company on behalf of or for the benefit of the company, and with or without any declared trust in favor of the company.
- ii) To subscribe for, take or otherwise acquire, and hold shares stocks, debentures, or other securities of any other company.

- jj) To invest and deal with moneys of the company not immediately required in any manner.
- kk) To act as agents, or brokers and as trustees for any person or company and to undertake and perform sub-contracts or company and to do or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise and either alone or jointly with others and either by or through agents, sub-contractors trustees or otherwise.
- ll) To remunerate the Directors, Officials and Servants of the company and others out of or in proportion to the returns of profits of the company or otherwise as the company may think proper, and to grant pensions or gratuities to any Directors, officials, employees or ex-employees of the company or its predecessors in business or the relations, connections or dependants of any such person.
- mm) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants debentures and other negotiable or transferable instruments.
- nn) To apply for, promote and obtain any act of parliament, charter, privilege, concession, License of authorization of any government, state or municipality provisional order of license of any authority for enabling the company to carry an of its objects into effect or for extending any of the powers of the company or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interest of the company.
- oo) To enter into any arrangements with any government or authorities, supreme, Municipal, local or otherwise or any person or company that may seem conducive to the objects of the company any rights, privilege charters, contracts, licenses which the company may think fit desirable to obtain and to carry out exercise and comply therewith.

- pp) To pay out of the funds of the company all expenses to the formation and registration of the company or issue of its capital including brokerage and commissions for obtaining applications for or taking placing or underwriting or procuring the underwriting of shares, debentures or other securities of the company.
- qq) 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 in full or in part or otherwise.
- rr) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuating funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any person who are or were at any time in the employment or service of the company, or of any company which is subsidiary of the company or is allied to or associated with the company or with any such subsidiary company or who are or were at any time Directors or officers of the company or any such other company as, aforesaid, and the wives, widows, families and dependants of any such persons, and to any institutions, associations, clubs, or funds calculated to be for the benefit of or to advance the interests and well being of the company or of any such other company as aforesaid and make payments to or towards the insurance of any such person as aforesaid or in conjunction with any such other company as aforesaid.
- ss) To procure the company to be registered or recognized in any part of the world outside the Republic of Tanzania. To establish or promote or concur in the establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the company or for any other purpose which may seem directly or indirectly calculated to benefit the company.

- tt) To sell, lease, mortgage, or otherwise dispose of the asset or undertaking of the company or any part thereof, for such consideration as the company may think and in particular for shares stock debentures or other securities of any company whether or not having objects altogether or in part to those of the company.
- uu) To distribute among the members in specie and property of the company or any proceeds of sale or disposal of any property of the company but so that no distribution amounting to a reduction of capital be made except with the sanction if any for the time being required by law.
- vv) To acts as agents or brokers and as trustees for any persons or company and to undertake and perform sub-contracts and to do all or any of the above things in any part of the world, either as principals, agents trustees, contractors or otherwise and either alone or jointly with others and either by or through agents sub-contractors, trustees or otherwise,
- ww) To do all such other things as may be deemed incidental or conducive to attainment of the above objects or any of them.
- xx) To carry on all or any of the business of electrical, mechanical, industrial chemical rolling, stock for railways, aviation spare parts, aircraft part and sales, marine, engines power lines, overhead line, railway spare parts, motor and general engineers, manufactures and merchants or agents for and general engineers, manufactures and to carry out any works which may be convent or necessary in connection with any business or objects of the company.
- yy) To prepare strategic reports, photographic works, print and coordination, editorial developments. Services of entire press, run and delivery of the product, copy writing and editing as well as expert writing services, editing, copy editing and in-house digital photography services to all its clients.


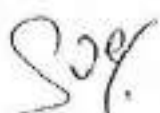
- zz) To market, promote various products of the business within Tanzania and abroad, to create the designs from start to finish on behalf of the clients and provide all the logistics and technical know how at a fee.
- aaa) To lend money and/or guarantee the performance of the contracts or obligations of the company, firm or person and repayment of the capital and principal or, dividends, interest or premium on any stock, shares and security of any company, whether having objects similar to those of the company or not and to give all kinds of indemnities and to make and receive subvention payments.
- bbb) To borrow or raise or secure the payment of money by bank overdrafts, by mortgage, or by the issue of debentures, stock, perpetual or otherwise, or in such other manner on the company's property or assets, present and future, including its uncalled capital and to provide collateral or further to secure any securities of the company by a trust deed or other assurance.
- ccc) To issue and deposit any securities which the company has power to issue by way of mortgage or to secure any such sum less than the nominal amount of such securities and also by way of security for the performance of any contract or obligations of the company or its customers or of any other company or person having dealings with the company or in whose business or undertakings it is interested.
- ddd) To amalgamate with any other company whose objects are or include objects similar to those of the company.

AND IT IS HEREBY DECLARED THAT the word "Company" in this clause, except where used in reference to this company, shall be deemed to include any partnership or other body or persons, whether incorporated, or not incorporated and whether domiciled in Tanzania or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall in no way be limited or restricted, except where otherwise expressed in such paragraphs, by

reference to or inference from the terms of any other paragraphs of the name of the company but may be carried out in as full and ample manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate distinct company.

4. The liability of the members of the company is limited.
5. The share capital of the company is **Tanzanian Shillings Thirty Million** (Tshs.30,000,000/=) only divided into One Thousand (1,000) **Ordinary Shares of Tanzanian Shillings Thirty Thousand** (Tshs. 30,000/=) each, with power of the Company to increase or reduce the said capital and to issue any part of its capital, original or increased with or without any special, qualified, preference or deferred rights and privileges or conditions as to capital, dividends, rights of voting or other matters, but so that any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles of Association of the company for the time being in force.

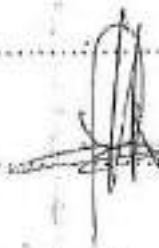
We, the several persons whose name and addresses are described herein below, are desirous of being formed into a Company in pursuance of this Articles of Association and we respectively agree to take the number of shares in capital of the Company set opposite our respective names.

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
KYALO ILUNGA P.O.BOX 42327,80100 MOMBASA, KENYA	700	
SUSAN KANINI SAMMY P.O.BOX 42327,80100 MOMBASA, KENYA	300	

Dated at Dar es Salaam this 13th day of August 2012

Witness to the above signatures

Full Name :

Signature : 

Postal Address :

Qualification :

Page 13
27/15/2015
15/15/2015
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27/15/2015
15/15/2015
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THE COMPANIES ACT
ACT NO 12 OF 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

OF
INSPECTORATE TANZANIA LIMITED

PRELIMINARY

In these regulations:-

The word "Act" means the companies Act No.12 of 2002 of the Laws of Tanzania;

The word "Articles" means the articles of the company;

The word "clear days" means in relation to the period of the notice, meaning: that period excluding the day when the notice is given or on which it is to take effect;

The word "holder" means in relation to shares, means the person whose name is entered into the register of members as the holder of shares;

The word "seal" means the common seal of the company;

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

When any provision of the Act is referred to, the reference is that provision as modified by any Law of the time being in force.

Unless the context otherwise requires, the expression defined in the Act or any statutory modification thereof in force at the date which regulations become binding on the company, shall have the meanings so defined.

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

The Regulations contained in Part 1 of Table 'A' to the Companies Act (hereinafter called **Table 'A'**) except for regulation 22 **shall apply** to this Company save in so far as they are varied or excluded hereby, but in case of any conflict, the former shall prevail and in addition to the substitution for the modification of the provisions of Table A, the following shall be the regulations of the Company.

Any words importing the singular shall include the plural and vice versa the words importing the masculine gender shall include females, and the words importing persons shall include bodies corporate, partnerships, firms, cooperative societies and so forth.

PRIVATE COMPANY

1. The Company is a private Company and accordingly:-
 - a) The right to transfer shares is restricted in the manner hereinafter prescribed.
 - 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 and have continued after the termination 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 this regulation be treated as a single member.
 - c) Any invitation to the public to subscribe for any Shares or Debenture of the Company is prohibited.

- d) The Company shall not have the power to issue share warrants to bearer.

SHARE CAPITAL

3. The share capital of the company is **Tanzanian Shillings Thirty Million** (Tshs. 30,000,000/=) only divided into **One Thousand (1,000) Ordinary Shares of Tanzanian Shillings Thirty Thousand** (Tshs. 30,000/=) each, with power of the Company to increase or reduce the said capital and to issue any part of its capital, original or increased with or without any special, qualified, preference or deferred rights and privileges or conditions as to capital, dividends, rights of voting or other matters, but so that any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles of Association of the company for the time being in force.

SHAREHOLDER RIGHTS

4. Subject to the provisions of the Act, and without prejudice to any rights attached to any existing shares, any share 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.
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, 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 a special resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these Regulations relating to general meetings shall 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 of 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 issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

SHARE CERTIFICATES

7. Every member, upon becoming the holder of any 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 shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first such reasonable sum as the directors may determine. Every certificate shall be sealed with the seal and shall specify the number, class, and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid thereon.
8. 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 of the old certificate.

LIEN

9. 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 the provisions of this regulation. The company's lien if any on a share shall extend to any amounts payable in respect of it.
10. The company may sell, in such manner as the directors determine, any shares on which the company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within fourteen clear days after a notice in writing has been given to the holder of the share, or the

person entitled thereto by reason of the death or bankruptcy of the holder, demanding payment and stating that if the notice is not complied with, the shares may be sold.

11. 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 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 net 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 if any shall (upon surrender to the company for cancellation of the certificate for the shares sold and subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares, at the date of the sale.

CALLS ON SHARES

13. The directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether in respect of nominal value or premium) and not by the conditions of allotment thereof made payable at fixed times, 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 at 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. A call may be revoked or postponed as the Directors may determine.
14. A call shall be deemed to have been made at the time when the resolution of the directors authorizing the call was passed. A call may be required to be paid by installments.

15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
16. 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 amount 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 five percent per annum as the directors may determine, but the directors may waive payment of such interest in wholly or in part.
17. 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 installment of a call, shall be deemed to be a call and if it is not paid the provisions of the articles shall apply as if that amount had become due and payable by virtue of a call.
18. Subject to the terms of allotment, the directors may differentiate between the holders as to the amount of calls to be paid and the times of payment.
19. 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 any shares held by him, and upon all or any of 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 a general meeting direct otherwise) six percent per annum as may be agreed upon between the directors and the members paying such sum in advance.

TRANSFER OF SHARES

20. The instrument of transfer of any share shall be in any usual form or any other form which the Directors may approve and shall be executed by or on behalf of the transferor and the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.
22. Subject to Article 2 and 23 hereof rights of members to transfer their shares shall be restricted as follows:

- a) No share shall be transferred to a third party so long as any existing member or prospective purchaser approved by the members is willing to purchase the same.
- b) Every shareholder or trustee in the case of bankruptcy, or any person who may desire to sell or transfer any such shares and every personal representative of a deceased shareholder shall give notice in writing to the Board of Directors of the Company that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors of the Company as his agent for sale of such shares to any member or members of the Company at a price to be agreed upon between the party giving such notice and the Board, or in case of disagreement, be determined by the auditor of the Company.
- c) Upon the price of such shares being agreed on or determined as per clause (b) above, the Board shall forthwith give notice to such shareholders other than those desiring to sell or transfer the said shares, stating the number and prices of such shares, inviting the persons whom the notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so what maximum number of such shares. At the expiration of 21 days, the Board shall apportion the shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase the same and as far as may be pro-rata according to the number of shares already held by them respectively, or if there be only one such shareholder the whole of such shares be sold to him, provided that no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the notice.
- d) Upon such apportionment being made or such one shareholder notifying his intention to purchase as the case may be, the party desiring to sell or transfer the shares shall be bound upon payment of the said price to transfer the shares to the respective shareholder (s) or to the single shareholder who shall have agreed to purchase them.

INCREASE OF CAPITAL

23. The Company may from time to time by ordinary resolution increase its share capital by such sum to be divided into shares of such amount as the resolution shall prescribe.
24. The Company may by ordinary resolution direct that the new shares, or any of them shall be offered in the first instance either at par or at premium to the then members or to the holders of any class of shares for the time being, in proportion to the number of shares or shares of the class or group held by them respectively or make any other provisions as to the issue of new shares.
25. All new shares shall be subject to the provisions of these Articles of Association with reference to payment of calls, lien, transfer, transmission, for forfeiture and otherwise and unless otherwise provided in accordance with powers contained in these Articles of Association, shall be ordinary shares.

ALTERATIONS OF CAPITAL

26. The Company may by ordinary resolution: -
- a) increase its share capital by new shares of such amount, as the resolution prescribes;
 - b) Consolidate and divide all or any of its share capital into shares of larger amounts than its existing shares.
 - c) Cancel any share which, at the date of the passing of the resolution, have not been taken; or agreed to be taken by any person, and diminish the amount of its capital by the amount of the shares so cancelled.
- And may by Special Resolution:-
- d) Reduce its capital or any capital redemption reserve fund or any share premium account in any manner authorized by the Act.

27. The Company may by Ordinary Resolution convert any paid up shares into stock, and reconvert any stock into paid up shares of any denomination.

GENERAL MEETINGS

28. The company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices 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.
29. All general meetings other than the annual general meetings shall be called extraordinary general meetings.
30. Every general meeting shall be called by twenty-one clear days notice in writing. The notice shall specify the time and place of the meeting and the general nature of the business and in the case of an annual general meeting, shall specify the meeting as such;
Provided that a meeting of the company may be called by shorter notice if so agreed: -
- a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat;
 - b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95% in nominal value of the shares giving that right.
31. The accidental omission to give notice to or the non-receipt of notice by any member shall not invalidate the proceedings at any general meeting.

PROCEEDINGS AT A GENERAL MEETING

32. All business shall be deemed special that is transacted at an extraordinary general meeting and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, and the reports of the directors and auditors, the election of directors, in the place of those retiring and the appointment of and the fixing of remuneration of auditors.
33. 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. Both members, present either personally or by proxy shall form a quorum.
34. If within half an hour from the time appointed for the meeting, a quorum is not present, or if during the course of the meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week, at the same time and place or to such other day at such other time and place as the members may determine.
35. The Chairman if any, of the board of directors, or in his absence, some other director nominated by the members shall preside as chairman of the general meeting.
36. The Chairman may, with the consent of the meeting at which a quorum is present and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice and the general nature of the business must be given.
37. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands.
38. A declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost

not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be evidence of that fact.

39. In the case of an equality of votes, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.
40. 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 the effect as if it had been passed at a general meeting duly convened and held, and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

41. Subject to any rights or restrictions attached to any share or class of shares, on a show of hands every member (being an individual) present in person or (being a corporation) present by duly authorized representative, not being himself a member entitled to vote, and on a poll, every member shall have one vote for each share of which he is the holder.
42. The instrument appointing a proxy shall be in writing, in the usual form, executed by or on behalf of the appointer or of his attorney, duly authorized in writing or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.

DIRECTORS

43. Until otherwise determined by the Company in a General Meeting, the Directors shall not be less than two and not more than seven (7) in number.

The following persons shall be the First Directors of the Company:

1. KYALO ILUNGA
2. SUSAN KANINI SAMMY

44. The shareholding qualifications for the Directors may be fixed by the Company in General Meeting and unless so fixed no qualification shall be required.
45. The company may, in a general meeting, from time to time increase or reduce the number of directors.
46. The Directors shall be paid out of the funds of the Company by way of remuneration for their services, such sum as the Company in a general meeting may from time to time determine. The Directors shall also be paid all reasonable traveling, hotel and other expenses incurred by them in connection with attending and returning from Board meetings or otherwise in connection with the business of the Company.
47. The Directors may appoint one or more of their number to the office of managing director or to any other executive office under the company and may enter into an agreement or arrangement with any director for his employment by the company or for the provision by him of any services outside the scope of ordinary duties of a director. Any such appointment, agreement or arrangement may be made on such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director, but without prejudice to any claim

to damages for breach of the contract of service between the director and the company. A Managing Director and a director holding any other executive office shall not be subject to retirement by rotation.

48. A director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the company shall declare the nature of his interest at a meeting of the directors in accordance with section 209 of the Act.

DISQUALIFICATION OF A DIRECTOR

49. The office of Director shall be vacated if the Director: -

- a) ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
- b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- c) becomes of unsound mind; or
- d) resigns his office by notice in writing to the company; or
- e) shall for more than six consecutive months have been absent without permission of the directors from meetings of the directors held during that period and the directors resolve that his office be vacated.

50. The company may by ordinary resolution, of which special notice has been given in accordance with section 144 of the Act, remove any director before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the company and the director. Such removal shall be without prejudice to any claim the director may have for damages for breach of any service contract with the company.

POWERS AND DUTIES OF DIRECTORS

51. Subject to the provisions of the Act, the memorandum and articles of association and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company. No alteration of the memorandum and articles of association and no such directions shall invalidate any prior act of the directors which would otherwise have been valid.

BORROWING POWERS

52. The directors may exercise all the powers of the company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, 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 of any third party.
53. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts of moneys paid to the company shall be signed, drawn, accepted, endorsed or otherwise executed in such manner as the directors shall from time to time by resolution determine.

PROCEEDINGS AT DIRECTORS MEETINGS

52. Subject to the provisions of the articles, the directors may regulate their meetings as they think fit. Questions arising at a meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary at the request of the director shall, call a meeting of the directors.
53. The quorum for a meeting of the Directors for business shall unless otherwise fixed by the Directors, is two (2).
54. Any or all of the directors or any members of a committee or sub-committee of the board, may participate in a meeting of the Board or that committee or sub-committee by means of a conference telephone, video conferencing or any communication equipment which allows all persons

participating in the meeting to hear and speak to each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and to be counted in the quorum.

55. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
56. The Directors may appoint any one of their number to be a chairman of the board of directors and determine the period for which he is to hold office. The Director so appointed shall preside at every meeting of directors at which he is present. But if no such chairman is appointed, or if he is unwilling to preside, or if at any meeting the chairman is not present within five minutes after the time appointed for holding same, the directors present may choose one of their number to chair the meeting.
57. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and held, and may consist of several documents in the like form, transmitted by fax or e-mail and each signed by one or more directors.
58. All acts done by any meeting of directors, or of a committee of directors, or by any person acting as a director, shall as regards all persons dealing in good faith with the company, notwithstanding that there was some defect in the appointment of any such director, or person acting as aforesaid, or that they or any of them were disqualified or vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

ALTERNATE DIRECTOR

59. Any Director may at any time nominate in writing a person, who shall be approved in writing by the other Directors, to act as alternate in the place of the nominating Director during his absence or inability to act as such Director. Such Alternate Director shall be subject in all other respects to the terms and conditions existing with reference to the Directors and

discharge all duties and functions of the Director whom he represents. An alternate Director so appointed shall not be entitled to receive any remuneration from the company or to appoint an alternate. An alternate director shall ipso facto cease to be an alternate director if his appointer ceases for any reason to be a director.

SECRETARY

60. The Secretary shall be appointed by the Board for such terms and at remuneration and upon such conditions as it may think fit and any Secretary so appointed may be removed by the Board.
61. A provision of the Act or these Regulations requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied if it is done by or to the same person acting both as secretary and director.

MINUTES

62. The directors shall cause minutes to be made in books kept for the purpose:
- a) of all appointments of officers made by the directors;
 - b) of the names of the directors present at each meeting of the directors and of any committees of the directors;
 - c) of all resolutions and proceedings at all meetings of the company, of the holders of any class of shares in the company, and of the directors, and of committees of directors.

SEAL

63. 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 an instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or a second director.

DIVIDENDS AND RESERVES

64. Subject to section 180 of the Act, the company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the directors.
65. Subject to the provisions of the Act, the directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the company available for distribution.
66. The directors may, before recommending any dividend, set aside out of the profits of the company such sums as they think proper as a reserve or reserves which shall, at the discretion of the directors, be applicable for any purpose to which the profits of the company may be properly applied and pending such application may, at the like discretion, either be employed in the business of the company or invested in such investments (other than the shares of the company) as the directors may from time to time think fit. The directors may also without placing the same to reserve, carry forward any profits which they may think prudent not to divide.
67. Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid on the shares in respect of which the dividend is paid. All dividends shall be apportioned and paid proportionately to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms that it shall rank for dividend as from a particular date, that share shall rank for dividend accordingly.

CAPITALISATION OF PROFITS AND RESERVES

68. The directors may, with the authority of an ordinary resolution of the company resolve to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and that such sum be capitalized to the members who would have been entitled to it were it distributed by way of dividend and in the same

proportions and apply such sum either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or in paying up in full un-issued shares or debentures of the company to be allotted and distributed.

ACCOUNTS

69. 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 purchases of goods by the company; and
 - c) the assets and liabilities of the company.
70. The books of account shall be kept at the registered office of the company or such other place as the directors think fit and shall always be open to inspection of the directors.
71. The directors shall at least once a year lay before the company in a general meeting a profit and loss account and a balance sheet containing a general summary of the capital, the assets and the liabilities of the company arranged under suitable heads, both made up to a date not more than six months before the meeting.
72. The copy of the company's annual accounts to be laid before the company in the general meeting together with a copy of the director's report and the auditor's report shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the company.

AUDIT

73. The company shall at each annual general meeting, appoint an auditor or auditors to hold office until the next ensuing annual general meeting. The auditor's report shall be read before the company at the annual general meeting and shall be open to inspection by any member. The auditor's duties shall be regulated by the Act.

WINDING UP

74. If the company is wound up (whether the liquidation is voluntary, under supervision or by Court Order), the liquidator may with the authority of a special resolution, divide among the members in specie or kind the whole or any part of the assets of the company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds the liquidator may for such purpose set such value as he deems fair upon any one or more class or classes of properties of different kinds and may determine how such division shall be carried out as between the members of different classes of members. The liquidator may with like authority, vest any part of the assets in trustees upon such trusts for the benefit of the members as the liquidator shall determine, but no member shall be compelled to accept any shares or other securities upon which there is a liability.

INDEMNITY

75. Every Director, Managing Director, Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of assets of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.



ALTERATION OR ADDITIONS

76. Subject to the provisions of the ordinance and those contained in the Memorandum of Association of the Company, the shareholders may by special resolution make alterations or additions to its Articles of Association and any such alteration or addition so 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.

ARBITRATION

77. If and whenever any dispute or difference shall arise between the Company and any of the members or their respective representative touching upon the construction or meaning of any of the Articles herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising there under or arising out of the relation existing between the parties by reason of these Articles or the Act, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three (3) arbitrators, one to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree within thirty(30) days the procedure laid down in the Arbitration Act ,Cap.15 R.E 2002 or any existing statutory modifications or re-enactments thereof shall apply.

We, the several persons whose name and addresses are described herein below, are desirous of being formed into a Company in pursuance of this Articles of Association and we respectively agree to take the number of shares in capital of the Company set opposite our respective names.

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
KYALO ILUNGA P.O.BOX 42327,80100 MOMBASA, KENYA	700	
SUSAN KANINI SAMMY P.O.BOX 42327,80100 MOMBASA, KENYA	300	

Dated at Dar es Salaam this 13th day of August 2012

Witness to the above signatures:

Full Name :

Signature : 

Postal Address :

Qualification :



TANZANIA



Register of Companies Detailed information

Information date and time: 12/08/2021 15:51:54

Registration date and time: 15/08/2012 00:00:00

1. **Status:** Registered
2. **Incorporation number:** 93011
3. **Company:** INSPECTORATE TANZANIA LIMITED
4. **Company type:** Private company Limited by shares
5. **Registered office:** Region Dar Es Salaam, District Ilala CBD, Ward Kisutu, Postal code 11104, Street Azikiwe, Road Azikiwe, Plot number 2nd Floor, Block number NII, House number IPS Building
6. **Contacts:** Email: athumani-saybolttanzania@inspectorate-ea.com, Mob no/Tel no: 0712231368, P.O.Box 12348
7. **Business activity:** 7110 - Architectural and engineering activities and related technical consultancy
7120 - Technical testing and analysis
7490 - Other professional, scientific and technical activities n.e.c.
5210 - Warehousing and storage
8. **Directors / Directors in the country of origin:** SUSAN KANINI KYALO, Kenyan
RAPHAEL SMAUG ILUNGA KYALO, Kenyan
9. **Company secretary / Company secretary in the country of origin:** SUSAN KANINI KYALO, Kenyan
10. **Authorised share capital:** 30000000 TZS
11. **Class of shares:** Class Ordinary: 1000 shares, 30000 TZS/share, 30000000 TZS
12. **Shareholders:** RAPHAEL SMAUG ILUNGA KYALO Class Ordinary 630 shares taken
SUSAN KANINI KYALO Class Ordinary 270 shares taken
ATHUMAN HAMIS KHAMA Class Ordinary 100 shares taken

Information ordered by: DICKSON TUGARA

NOTE. Information printed from the Register of Company is true and complete as per extract generation date and time. Please be advised to refer to the Online Registration System at BRELA (ors.brela.go.tz) for an up-to-date information regarding given Company.



Princ. Asst. Registrar of Companies