

THE COMPANIES ACT' 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

BRANDMARK INFRASTRUCTURE LIMITED

Incorporated this .....day of.....2019

Drawn by:-  
MR. THOMAS PHILEMON NDESAMBURO  
(Subscriber)  
P.O. BOX 7610  
MOSHI,  
TANZANIA.

CERTIFIED TRUE COPY OF THE  
ORIGINAL  
M. PALPH NJAU, Advocate, Notary  
Public & Commissioner for Oaths  
Date: 16/05/2019



THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

BRANDMARK INFRASTRUCTURE LIMITED.

- 1 The name of the Company is BRANDMARK INFRASTRUCTURE LIMITED.
- 2 The Registered office of the company will be situated in the Republic of Tanzania.
- 3 The objects of which the Company is established are: -
  - (a) 7710 – Renting and Leasing Motor Vehicles – Main Activity
  - (b) 7730 – Renting and Leasing of Other Machinery, Equipment and Tangible Goods  
Main Activity
  - (c) 4100 – Construction of Buildings – Main Activity
  - (d) 4210 – Construction of Roads & Railways - Main Activity
  - (e) 4220 – Construction of Utility Projects – Main Activity
  - (f) 4290 – Construction of Other Civil Engineering Projects – Main Activity
  - (g) 4311 – Demolition – Main Activity
  - (h) 4312 – Site Preparation – Main Activity
  - (i) 4321 – Electrical Installation – Main Activity
  - (j) 4322 – Plumbing, Heat and Air Conditioning Installations – Main Activity
  - (k) 4330 – Building Completion and Finishing – Main Activity
  - (l) 4390 – Other Specialized Construction Activities – Main Activity
  - (m) 0810 – Quarrying of Stones, Sand and Clay – Main Activity
  - (n) 0899 – Other Mining and Quarrying n.e.c. – Main Activity
  - (o) 0990 – Support Activities for other Mining and Quarrying – Main Activity
  - (p) 6810 – Real Estate Activities with Own or Leased Properties



- (q) 6820- Real Estate Activities on a fee or contract basis
- (r) 4653 – Wholesale of Agricultural Machinery, Equipment and Supplies – Main Activity
- (s) 4659 – Wholesale of Other Machinery and Equipment – Main Activity

1. The liability of the Members of the company is limited.

5. The Authorised share capital of the company is Tanzania Shillings Three Billion (TShs.3,000,000,000) Divided into Three Hundred thousand (300,000) Ordinary Shares of Tanzania Shillings Ten thousand (TShs.10,000) Each, with power for the company to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, differed or special rights, privileges or condition as may be determined by or in accordance with the Article of Association of the Company.

We, the several persons whose names, postal addresses and descriptions subscribe, as 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, Addresses & Description of Subscribers	Number of Shares taken by each Subscriber	Signature
THOMAS PHILEMON NDESAMBURU P. O. BOX 7610 MOSHI TANZANIA	20,000	<i>[Signature]</i>
RACHEL THOMAS KIWELU P. O. BOX 7610 MOSHI TANZANIA	5,000	<i>[Signature]</i>

Dated at MOSHI this 11<sup>TH</sup> Day of MAY, 2019

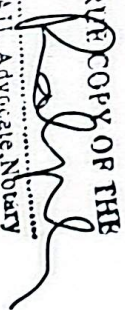
WITNESS TO THE ABOVE SIGNATURES:-

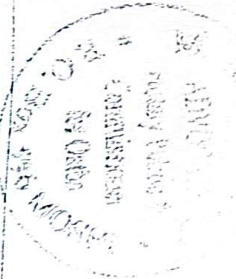
NAME: MR. MENRRARD RALPH NJAU

POSTAL ADDRESS: P.O.BOX 596 MOSHI, TANZANIA

QUALIFICATION: ADVOCATE

SIGNATURE: *[Signature]*

CERTIFIED TRUE COPY OF THE ORIGINAL  
  
 M. RALPH NJAU, Advocate, Notary Public & Commissioner for Oaths  
 Date: 16/05/2019





THE COMPANIES ACT 2002  
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

BRANDMARK INFRASTRUCTURE LIMITED.

PRELIMINARY

1. In these regulations: -

“ The Act” means the Companies Act 2002 of the Laws of Tanzania

“The Article” means the articles of the Company

“Clear days” in relation to the period of a notice means that period excluding the day when the notice is given or on which it is to take effect

“The Holder” in relation to shares means the member whose name is entered in the register of members as the holder of the shares

“The Seal” means the common seal of the company

“Secretary” means the secretary of the company or any person appointed to perform the duties of the secretary of the company

Expression 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.

PRIVATE COMPANY

2. The Company is a Private Company and accordingly: -

(a) The right to transfer shares is restricted in manner hereinafter prescribed.



- (b) The number of the members of the company (exclusive of persons who are in the employment of the company and persons who have been formerly in the employment of the company were while in such employment to be the member of the company) is limited fifty, provided that where to or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be tested as a single member.
- (c) Any invitation to the public to subscribe for any share or debentures of the Company is prohibited
- (d) The company shall not have power to issue share warrants to bearer.

#### TRANSFER OF SHARES

- 3 The Directors may in their direction and without assigning any reason thereof refuse to register the transfer of any share to any person who it shall in their opinion be undesirable for any reason whatsoever to admit to membership.
4. Subject to clauses 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows:
- (a) No share shall be transferred to a person who is not a member as long as any member of any person selected by the Directors as one who it is desirable in the interest of the Company to admit to membership.

(b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every who may desire to sell or transfer any such shares and every personal representatives of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors of the Company as his agent for the sale of the said shares to any member or members of the Company at the price to be agreed upon between the party giving such notice and the board, or in case of difference to be determined by the Auditor of the Company.

(c) Upon price of such shares being agreed on a determined as per clause (b) above, the board shall forthwith give notice to such of the shareholders other than the Shareholders desiring to sell or transfer the said shares, stating the number and price of such share inviting the person to whom 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 such 21 days notice the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase number of shares already held by them respectively, or if there be only one such shareholder, that the whole of such shares



shall be sold to him, provided no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice.

Upon such apportionment being made or such one shareholder notifying his intention to purchases, as the case may be, the party desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the shares to the respective shareholders or to single shareholder who shall have agreed to purchase the same.

**6. GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS.**

The Regulation of Companies Act shall apply to the following variations: -

- (a) A General Meeting, Ordinary or Extraordinary may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.
- (b) Two members, present either personally or by proxy shall form a quorum.
- (c) Any Ordinary resolution of the Company determined without any general meeting and evidenced by writing under the hands of majority of the Directors and of the members of the Company holding three – fourths of the issued shares of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the Company.

**6. DIRECTORS**

- (a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than seven in number.
  - (b) The Following persons shall be the first Directors of the Company:
    - 1. THOMAS PHILEMON NDESAMBURO
    - 2. RACHEL THOMAS KIWELU
7. The shareholding qualification for Directors may be fixed by the company in General Meeting, and unless and until so fixed no qualification shall be Required.
8. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, are two.
9. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.



10. The Directors may from time to time borrow or raise any money for the purposes of the Company which may exceed the issued share capital of the company.

#### BORROWING POWERS

The Directors may from time to time in their discretion raise or borrow for the purpose of any Company's business such sum or sums of money as they think fit.

11. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and Assets of the Company present or future including its uncalled capital for the time being, or by the issue at such price as they may think fit, of bonds or debentures either charged upon the whole or any part of the property and assets of the company or not so charged or in such other way as the Directors may think expedient.

#### VOTE OF MEMBERS

12. On a show of hands every member present in person shall have one vote. On a poll every member shall have one vote only for the shares of which he is holder.
13. No member shall be entitled to vote at any general meeting unless all calls or other sums presently held by him / her in respect of shares in the Company have been paid.

#### DISQUALIFICATION OF DIRECTORS

14. The office of a Director shall be vacated if the Director: -
- (a) becomes bankrupt; or
  - (b) is found to be a lunatic or becomes of unsound mind; or
  - (c) resigns his office by notice in writing to the Company;
  - (d) abstains himself from meetings of the directors for a period of six months without special leave of absence from the other Directors.

#### SEAL

15. The Directors shall provide for the safe custody of the Seal. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two Directors or a Director and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.



#### ALTERNATE DIRECTORS

10 Any director shall have power to nominate any person to act or attend as alternate Director during his absence or during his inability so to act. Such Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors and such Alternate Director shall exercise and discharge all the duties of the Director whom he / she represents

17 Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present:

#### SECRETARY

18 The Secretary shall be appointed by the Board for such terms at such remuneration and upon such condition as it may think fit and any Secretary so appointed may be removed by the Board.

#### WINDING UP

19 With the sanction of a special resolution of the shareholders any part of the assets of the Company including any shares in other Companies may be divided between the Members of the Company in special or may be vested in Trustees for the benefit of such members and the liquidation of the Company may be closed and the company dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability.

#### ALTERNATION OR ADDITION

20 Subject to the provisions of the Act and to those contained in Memorandum of Association the Company may by Special Resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by Special Resolution

#### INDEMNITY

21 Every Director, Managing Director, Agent, Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the Assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or is in connection with any application in which relief is granted to him by the Court.



### ARBITRATION

- 22 If and whenever any dispute or difference shall arise between the Company and any of the members or their respective representatives 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 here under or arising out of the relation existing between the parties by reasons 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 be the first two or, in the event of failure to agree with (cap. 15) or any then existing statutory modifications or re-enactment thereof shall apply.

### ACCOUNTS

- 23 The Directors shall cause proper books of Accounts to be kept with respect to:
- (a) All sum of money received and expended by the company and the matters in respect of which the receipt and expenditure took place
  - (b) All sales and purchases of goods by the company
  - (c) The Assets and Liabilities of the Company
- 24 The books of Accounts shall be kept at the registered office of the company or subject to the provisions of the Act at such other place or places as the Directors think fit and shall always be open to the inspections of the Directors
- 25 A copy of every Balance Sheet including every document required by the Law to the annexed thereto which is to be laid before the company in the General Meeting together with a copy of the Auditors Report, shall, not less than fourteen days before the date of the meeting, be sent to all persons entitled to receive notices of the General Meeting of the Company.

### AUDIT

- 26 Auditors shall be appointed and their duties regulated in accordance with section 170 to 179 of the Act.



Name, Addresses & Description of Subscribers	Number of Shares taken by each Subscriber	Signature
THOMAS PHILEMON NIDESAMBURO P. O. BOX 7610 MOSHI TANZANIA	20,000	<i>Thomas Amburo</i>
RACHEL THOMAS KIWELU P. O. BOX 7610 MOSHI TANZANIA	5,000	<i>Rachel</i>

Dated at MOSHI this 11<sup>th</sup> Day of MAY, 2019

WITNESS TO THE ABOVE SIGNATURES: -

NAME: MR. MENRARD RALPH NJAU

POSTAL ADDRESS: P. O. BOX 596 MOSHI, TANZANIA

QUALIFICATION: ADVOCATE

SIGNATURE: *[Signature]*



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