

THE COMPANIES ORDINANCE
(CAP. 212)

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

TANZANIA ELECTRICAL GOODS
MANUFACTURING CO. LTD.

Incorporated this _____ day of _____ 1980

DRAWN BY:-
THE N.D.C. LEGAL DIVISION
DEVELOPMENT HOUSE
P. O. Box 2669
DAR ES SALAAM.
Tanzania

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- (a) To carry on business as manufacturers of and dealers in all kinds/transformers, switchgears, wires, cables, conductors, and other related spare parts, components, articles and accessories used in the electrical and allied trades including but without limiting the generality of the foregoing words, distribution transformers, step up and step-down transformers, copper and aluminium wires and trips, copper and aluminium strands, bunched wires and ropes cables insulated, sheamed or otherwise covered with paper, carbon paper, cambric, bitumen, varnish oil oleaginous compounds, rubber, synthetic rubber, plastic lead, aluminium or any other material or substances, oil pressure cables, supertension cable, gas pressure cables, submarine cables, telephone and telecommunication cables of all types, wires insulated with cotton, silk, artificial silk, nylon, glass, resin, varnish, asbestors, wool, enamel, synthetic enamel or in any other way and woven ribbons, tapes and narrow band fabrics of all kinds.
- b) To manufacture and deal in transformers and switchgears, distribution transformer, step-down and step/transformers, generators, accumulators, lamps, dynamos, heat or other pumps, fuel cells, welding machines, electric motors magnetic, radio operated, mechanical, optional and scientific instruments and accessories of all kinds, wire and cable components and fittings of all descriptions, wire and cable making machinery, cable drums, cable joint boxes, condensers, turbines, conductors, transformer and switchgear making machinery, telephones, radars, telegraphic, wireless and television equipment, apparatus for receiving, transmitting, reproducing and recording sounds, written or printed matter, designs or any other like matter or thing and all kinds of electrical, telephonic and telegraphic apparatus
- c) To carry on all or any of the business of manufacturers and producer of and dealers in all kinds of copper and aluminium, materials, plastic and plastic materials, PVC, PVC Ingredients, ebonite, vulcanite, porcelain, glass and others refractory materials, rubber, synthetic rubber, chemicals and other natural, artificial or synthetic products and materials, and all kinds of articles, goods

and things prepared manufactured or made wholly or partly of any such products or material.

- (d) To carry on the trade or business of electricians engineers, tonnders, swiths, machinist, manufacturers and patentees or licencees of transformers, switchgears, and all kinds of electrical equipment and hoavy electrical machinery or any accessories thereof.
- (e) To carry on business in any part of the world as manufa-
cturers of, dealers in and agents for sale of, electri-
cal goods or equipment of every kind and descriptions.
- (f) To enter into any contracts in relation to, and to erect,
construct, maintain, alter, repair, pull down and restore
or reconstruct, either alone or jointly with any other
company, person or persons, works of all descriptions,
including electrical power houses, plants or stations,
railways or tramways, whether terrestrial or actual,
worked by steam, electricity or other motive power, roads,
ways, bridges, harbours, reservoirs, water courses, canals,
water ways, wharves, fortifications, hydraulic works,
irrigation wells, draining, engineering, mining, dredging
cyaniding, smelting and ore reduction works, furnaces,
factories, manufactories, warehouses, hotels, stores,
houses, buildings, shops and other works and conveniencies,
and to contribute to or assist in any such proceedings.
- (g) Generally to purchase, to take on lease or in exchange,
hire or otherwise acquire any real or personal property,
and any rights or privileges which the company may think
necessary or convenient with reference to any of these
objects, or capable of being profitably dealt with in
connection with any of the company's property or rights
for the time being.
- (h) To carry on the business of electricians, mechanical
engineers and manufacturers workers and dealers in
electrical apparatus and goods and the manufacture
sale or hire of apparatus or goods to which the appli-
cation of electricity or any like power or any power
that can be used as a substitute therefor or any other
business of a like nature.

- (i) To purchase or otherwise acquire, take upon lease, construct, equip, maintain, work and use, railways, tram-ways bridges ferries, canals, roads, telegraphs telephones telexes and other means of communication, and to acquire running powers, rights or easements over any railway, tramway or other property.
- (j) To establish and carry on the business of manufacturing building producing assembling, distributing buying and selling heavy electrical hardwares, overhead and underground electrical structures, power station machinery, boiler equipment, hydraulic gates, dam irrigation equipment and machinery, marine mining steam, gas, petroleum hydro-electric aerospace installation and exploration machinery and equipment.
- (k) To construct, erect and maintain, either by the Company or other parties, sewers, roads, streets, tramways, railways, runways, gas works, oil wells, water works, brick kilns and works, oil refineries, buildings, houses, flats, shops and all other works, erections and things of any description whatsoever, either upon the lands acquired by the Company or upon other lands and generally to alter and improve the lands and other property of the Company.
- (l) To let on lease any such premises or parts thereof and to provide such facilities for the occupiers or tenants thereof as are commonly provided in residential flats, business offices or hotels.
- (m) To carry on the business by wholesale or retail of ironmongers, dealers in builders materials, timber, household utensils, china, glass, steel scrap, household fittings, electrical appliances, wiring materials, wireless apparatus and such other goods as may be conveniently sold therewith and all things capable of being used therewith or in the maintenance, repair and manufacture thereof.
- (n) To carry on the business of garage proprietors and service stations for electrical goods and equipment of all kinds and to carry on the safe keeping, cleaning repairing, greasing, refuelling and the general care of electrical

- (o) To buy and sell petrol, gas, gasoline oil diesel kerosine and all petroleum products, new and used motor vehicles, parts of such vehicles, accessories supplies, radios, television sets, bicycles, motor-cycles, motor boats and all kinds of machinery, rubber and plastic goods, electrical goods and to operate motor transport of all kinds including the leasing or hiring for any period or number of journeys of cars, lorries, trucks, tractors and vehicles used in the repair of such vehicles.

- (p) To carry on the business of manufacturers, importers and exporters of timber, forest products, composites and plastics and to buy and sell by wholesale or retail and generally to deal in all such materials.

- (q) To buy, sell, manufacture, alter, repair, improve, exchange wire, let on hire, manipulate, treat, prepare for market, export, and generally deal in plant, machinery, apparatus, tools, utensils commodities products, materials merchandise, articles and things whatsoever which may be found convenient in carrying out any of the objectives of the company, and generally to carry on business as merchants, importers and exporters.

- (r) To carry on all or any of the business of land and mine owners, miners metallurgists, metal workers, builders, and contractors, engineers, manufacturers, and farmers, graziers cattle and other animals dealers, coach proprietors traders, shipowners, aircraft owners, ship brokers, clearing and forwarding agents, importers and exporters and to buy, sell and deal in property of all kinds.

- (s) To carry on the business of hotel, restaurant, cafe, roadhouse, auto-court motel, holiday camp, lodges and apartment-house keepers and to fit and furnish any property for the purpose of letting the same to visitors or guests whether in single rooms, suites, chalets, cottages or otherwise and to buy, sell (both to persons residing on the Company's premises and to non-residents), import, produce, manufacture or otherwise deal in food

and food products, meat, groceries, fruits, confectionery, wine, spirit, beer and alcoholic beverages, tobacco, druggist supplies, beverages, linen, furniture and furnishings and other articles required in the said businesses and to appropriate any part or parts of the property of the Company for the purpose of and to build or let shops, offices, and other places of business and to use or lease any part of the property of the Company not required for the purposes aforesaid for any purpose for which it may be conveniently used or let.

- (t) To carry on, develop, extend and turn to account the said business and any other trade or business whatsoever which can in the opinion of the Company be advantageously or conveniently carried on by the Company by way of extension of or in connection with any of its business or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's property or rights.
- (u) To acquire and hold shares, stocks, debentures, debenture stock, scrip, bonds, notes, securities and obligations, issued or guaranteed by any company constituted or carrying on business in any part of the world, and funds, loans, securities or obligations of or issued or guaranteed by any government, state or dominion, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad.
- (v) To acquire any such shares, stocks, debentures, debenture stocks, scrip, bonds, notes, securities obligations, funds, or loans by original subscription, tender, purchase, participation in syndicates, exchange or otherwise, and whether or not fully paid up, and to subscribe for the same either conditionally or otherwise, and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof, and to vary and transpose from time to time as may be considered expedient any of the Company's investments for the time being.

with any business of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or assets.

(x) To acquire and take over the whole or any part of the business, property and liabilities of any company or person carrying on any business which the Company is authorised to carry on, or possessed of any property or assets suitable for the purposes of the Company.

(y) To pay for any property or assets acquired by the Company either in cash or fully or partly paid shares or by the issue of securities or obligations, or partly in one mode and partly in another and generally on such terms as may be determined.

(z) To lend money, and to guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premium on, any stock, shares and securities of any company, whether having objects similar to those of the Company or not, and to give all kinds of indemnities.

(aa) To borrow or raise or secure the payment of money by bank overdrafts, by mortgage, or by the issue of debentures or debenture stock, perpetual or otherwise, or in such other manner as the Company shall think fit, and for the purposes aforesaid or for any other lawful purpose, to charge all or any of the Company's property or assets, present and future, including its uncalled capital, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(bb) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or of any other company or person having dealings with the Company, or in whose business or undertaking the Company is interested.

cc) To receive money on deposit with or without interest thereon.

dd) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and clubs calculated to benefit the employees or ex-employees of the Company, or any of its predecessors in business, or of any company which is a subsidiary company of the Company or is allied thereto or associated therewith, or the dependants or connections of such persons, and to grant or provide pensions and allowances, to make or enter into arrangements for the provision of policies of life assurance, pension or other benefits to or for any Directors or employees of the Company as aforesaid, or the relations, connections, or dependants of any such persons, to pay or contribute towards the payment of premiums in respect of any such policies, pensions, or benefits, to establish or support funds, trusts and schemes (including funds, trusts and schemes providing for payment towards insurance) which may be considered calculated to promote such purposes or to benefit any such persons or otherwise to advance the interests of the Company or its members.

(ee) To conduct and carry out, or cause or procure to be conducted and carried out any kind of research or experimental work calculated to advance any business or activity which the Company is authorised to carry on, or in any way related to or connected with any such business or activity, to institute, promote or undertake any educational work or training which may be thought advantageous to the Company or conducive to the welfare of its employees, to pay or contribute to the expenses of such research, experimental educational work or training as aforesaid, to employ or engage persons to conduct and carry on the same, and to subscribe or contribute to the funds of any institution, society or organisation (commercial or otherwise) which undertakes, promotes, conducts or carries out any such research, experimental or educational work or training as aforesaid.

- ff) To expend money in experimenting upon and testing and in improving or securing any process or processes or patent or patents or protecting any invention or inventions which the company may acquire or propose to acquire or deal with.
- gg) To divide or distribute among the members or any class or classes of the members or any individual member of the Company any shares or security belonging to the company or any of the assets of the Company in specie, or any proceeds of sale or disposal of any property of the company and for such purpose to distinguish and separate capital from profits, 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.
- hh) To pay out of the funds of the company, either in cash, fully paid shares or otherwise, all the costs, charges and expenses of all parties of or incident to the promotion, formation, and registration of the Company and of any other company and the issue of its shares capital, and generally all preliminary expenses whatsoever, incurred in relation to the company including registration and stamp fees, legal expenses printing and advertising and the establishment of agencies of the Company.
- ii) To promote or form any Company or companies for the purpose of acquiring all or any part of the property and rights and of undertaking any of the liabilities of the Company, or of undertaking any business or operations or for any other purpose which may appear likely directly or indirectly to assist or benefit this company, or to acquire and undertake the whole or any part of the business, property and liabilities of other persons or companies by paying or contributing towards the preliminary expenses thereof or providing the whole or part of the capital thereof, or by taking shares therein or by lending money thereto upon debentures or otherwise.
- jj) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- kk) To receive money on deposit with or without interest thereon.
- ll) To amalgamate with any other company.
- mm) To take all necessary and proper steps with the authorities, national, local, municipal or otherwise of any place in which the Company may have interest, and to carry on any negotiations or operations, for the purpose of directly or indirectly carrying out the objects of the Company or affecting any modification in the constitution of the Company or furthering the interests of its members, and to oppose any steps taken by any other Company or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its members.



- nn) To draw, make, accept, endorse, execute and issue promissory notes, bills of exchange, debentures or other negotiable or transfereable instruments.
- oo) To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the Press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
- pp) To procure the registration or incorporation of the Company in or under the laws of any place outside the United Republic of Tanzania.
- qq) To do all or any of the above things in any part of world, and either as principal, agent, trustee or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.
- rr) To do all such other things as are incidental or which the Company may think conducive to the attainment of the above objects or any of them.

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 of persons, whether incorporated or not incorporated, and whether domiciled in Tanzania or elsewhere, and that the intention is that each of the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is shillings 40,000,000/- divided into 4,000 ordinary shares of shillings 10,000/- each. Subject and without prejudice to the rights attached to any class of shares for the time being carrying special rights, the shares of the Company, whether part of the original or any increased capital of the Company may be issued with any special, qualified, preferred 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 names and addresses are subscribed, are desirous of being formed into a Company pursuant of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names.

NAMES ADDRESS AND DESCRIPTION OF SUBSCRIBER	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURES OF SUBSCRIBERS
1. WILLIAM GOODLUCK NDESOKIA P. O. BOX 2669, <u>DAR ES SALAAM</u> COMPANY DIRECTOR	1	 W. G. NDESOKIA
2. LUC MOSHALLY, P. O. BOX 2669, <u>DAR ES SALAAM</u> COMPANY DIRECTOR	1	 L. MOSHALLY

DATED THIS 22ND DAY OF JANUARY, 1980.
 WITNESS TO THE ABOVE SIGNATURES

E. Hubert & Co., Advocate.

E. HUBERT & CO.
 ADVOCATES & NOTARIES
 P. O. Box 5468
 DAR ES SALAAM