

THE COMPANIES ORDINANCE  
(CAP. 212)

COMPANY LIMITED BY SHARES

*MEMORANDUM*

AND

*ARTICLES OF ASSOCIATION*

OF

**NJOMBE FILLING STATION COMPANY LIMITED**



INCORPORATED THIS ..... DAY OF ..... 2003

**DRAWN BY:**

**JAMES MWINUKA  
(SUBSCRIBER)  
P.O.BOX 411  
NJOMBE - IRINGA**

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THE UNITED REPUBLIC OF TANZANIA

CERTIFICATE OF INCORPORATION

NO. \_\_\_\_\_

I HEREBY CERTIFY THAT

**NJOMBE FILLING STATION COMPANY LIMITED**

Is this \_\_\_\_\_ day of \_\_\_\_\_ incorporated under the Companies Ordinance (Cap. 212), and that the Company is Limited

Given under my hand at Dar es Salaam, this \_\_\_\_\_ day of \_\_\_\_\_ Two Thousand and Three



\_\_\_\_\_  
Registrar of Companies

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

**NJOMBE FILLING STATION COMPANY LIMITED**

1. The name of the Company is "**NJOMBE FILLING STATION COMPANY LIMITED**"
2. The Registered Office of the Company will be situated in the United Republic of Tanzania.
1. The objects for which the Company is incorporated are:
  - (a) To explore for, produce, refine, treat, distil, manufacture, smelt, store, hold, transport, use, experiment with, market, distribute, exchange, purchase, sell and otherwise dispose of, import and trade, handle and generally deal in and dispose of any and all kinds of petroleum products, oil, gas and other volatile substances, asphalt, ozokerite, sulphur clays bituminous substances, carbon, carbon black, hydrocarbon and minerals substances, phosphates, nitrates, coal, ores, minerals and mineral substances of all grades kinds, forms, descriptions and combinations and all chemical substances whether found naturally or manufactured or synthesized from petroleum products or otherwise and in general subsoil products and surface deposits of every nature and description and the products or the by-products which may be derived produced, prepared, developed, compounded, made or manufactured there from and substances obtained by mixing any of the foregoing with other substances
  - (b) To purchase or otherwise acquire real or personal property or concessions of all kinds whether onshore or offshore in any part of the world, and in particular land, oil wells, refineries, mines, mining and drilling rights and concessions, minerals, ores, buildings, machinery, plant, stores, patents, licences, concessions, rights of way, light or water, and any rights or privileges which it may seem convenient to obtain for the purpose of or in connection with the business of the Company, and to manage, develop, sell, exchange, lease, mortgage, or otherwise deal with the whole or any part of such property or rights;
  - (c) To prospect, explore, develop, maintain and work all or any lands, wells, mines or mining rights, drilling rights and concessions.

minerals, ores, works or other properties from time to time in the possession of the company, to erect all necessary or convenient refineries, storage tanks, mills, machinery, laboratories, workshops, dwelling-houses for workmen and others and other buildings and installations, and join with others in such objects by way of a joint venture or otherwise.

- (d) To carry on the business of clearing and forwarding agents, transport and travel agents, commission agents, costumer agents, insurance agents, tourist agent, manufacturers representatives, freight forwarder, road warehouse men, engineers, electrician, motor car cabs, minibuses, lorries, oil tank and coach proprietors by any other means of conveyance of people and goods in Tanzania and neighbouring countries and in such other place or places as may from time to time be determined by the company.
- (e) To carry on the business of general merchandise, imports and exports of wholesale, retail or to own and operate duty free shops, act as general traders, trades in the wholesale and retail business of goods and merchandise of any description, size and magnitude, general agents for local and overseas principals, manufacturing of goods, domestic goods and all small scale industries, establish trading outlets for all types of local and imported goods engaged in the export of all types of merchandise and to generally carry out retail and wholesale business.
- (f) To carry on the business in all branches (agricultural, horticultural, ranching, livestock, poultry, green house, orchards, etc) and to carry on the business of cultivators, growers, sellers, wholesalers, fruits, flowers, cereals, fodders, oilseeds and all types of arable crops and all cereals and farm products and to carry on the business of horticulturists and seed merchants, to cultivate, grow, produce and prepare for local and export market, coffee, tea, cotton, sisal and other cash crop whether natural, partly processed or otherwise. To engage in and carry on the business of ploughing, harrowing, planting, weeding, irrigation, spraying, harvesting and transportation of crops or any produce of the soil contractual basis with any company, firm, corporation person or persons. To carry on the business promoters and to deal in and engage in any other business or convenience incidental or which can be carried on in connection with the above business of the company.
- (g) To do all kinds of fumigation works, insecticides and clearing, develop, establish and carry on the business of fumigators, site sterilizer, food preservers, pest controllers of house, godowns, warehouses, stores of all descriptions ship, buses, trains, trams, and vehicles of all descriptions and make, industrial sites, roads, railways, ponds, termites, cockroaches, snakes, lizards, wood

worms, house ants, garden rats, mice and pests of all kinds and description, fungicide and seed dressing.

- (h) To carry on the business of professional consultation, planning, constructions engineering services, designing, electronic engineering, mechanical engineering, electrical engineering, chemical engineering, process engineering, agricultural engineering, environmental engineering and any other business which may seem to the company worth being carried on.
- (i) To carry on the business of importers, exporters, provisional merchants, stockists, wholesalers, retailers, buyers, sellers and dealers in all types of agricultural machinery, implements and equipments, plants and machinery, buses, motor cars, truck spare parts, tyres and tubes, tools and accessories for all types of automotives, motor vehicles and all kinds of industrial project machinery and equipments, electrical goods, electronic goods, leather goods, televisions sets video cassettes, telefax and accessories, computers, office equipments, stationery and domestic appliances.
- (j) To carry on the business of general merchandise, imports and exports of wholesale, retail of to own and operate duty free shops, act as general traders, trades in the wholesale and retail business of goods and merchandise of any description, size and magnitude general agents for local and overseas principals, manufacturing of goods, domestic goods and all small scale industries establish trading outlets for all types of local and importer goods engaged in the export of all types of merchandise and to generally carry out retail and wholesale business.
- (k) To carry on the business of geological survey, exploration in mining minerals, such as gemstones, gold, Diamond, Tanzanite and all minerals available in Tanzania. To engage and or otherwise carry on the business of mining activities, importers and or exporters of all kinds of mines, to be buyers and sellers of gold mineral products, gemstones, both buying and selling, mines and precious stones all over the world, to lease, acquire any lands, mines, mining rights, to import cutting and digging equipment, and to do any business that is related to mines.
- (l) To carry on the business of importing, exporting, marketing, distribution of pharmaceutical products, drugs, medicines, therapeutic substances, cosmetics, lotions, lacquers and analogous products, to perform the business of a registered chemist, pharmacist, seller and purchaser of medicine and medical products and to deal with the storage, preservation, transportation, retailing, dispensing and compounding of poisons as authorized dealers of part 1 and Part 11 poisons, to manufacture and sell drugs.

medicines, chemicals, therapeutic substances and apparatus, equipment used for the preparation of pharmaceuticals for use by man, for use in hospitals, health centers, industrial centers and other institutions where medicines and ingredients of any pharmaceutical products of products and used

- (m) To carry on all or any of the business of stationers, printers, general publishers of books, periodicals and newspapers sellers, advertising agents lithographers, stereotypes, electrotypes, engravers, typesetting machine operators, die sinkers, envelope makers, book binders, account book manufacturers machine, rules, numerical printers, paper makers, paper baffles and account book makers, box makers, flax and box file makers, cardboard manufacturers, type foundry; photographers, manufactures of and dealers in playing, Visiting, railways, festival, invitation, and dealers in or analogous to the foregoing or any of them or connected therewith and to deal in the manufacture and sell by wholesale or retail of school chalks and secretarial services.
- (n) To be general real estate developers and managers, to provide all kinds of estate development schemes, to acquire land for purposes of developing dwelling properties of all kinds and description for sale, letting and or other acceptable arrangements. To be general building contractors and land development investors.
- (o) To carry on the business of advertising, preparation of advertising material as posters, brochures, flyers, stickers, newsletters, catalogues, magazines, greetings cards, shelf-takers, display stand, metal posters, and carry on the business of give-away items, t-shirts, caps, mugs, openers, key rings, desk-locks, mouse pads, wheel covers, carrier bags, wall clocks, menus, satchel/conference bags, rucksacks and shorts.
- (p) To engage in or otherwise carry on business as consultants, experts and legal consultants in arbitration and mediation of whatsoever nature and to offer any other services related to or in connection with, or associated with arbitration and mediation.
- (q) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of the shares in the company's capital or any debentures of other securities of the Company or the conduct of its business.
- (r) To lend and advance money and give credit to such persons or companies as may seem expedient and particular to members of the Company and to guarantee the performance of contracts by such person.

- (s) To borrow or raise or secure the payment of money in such manner as the company shall think fit, and in particular by the issue of debenture stock, certificates or other securities perpetual or otherwise charged upon all or any other company's rights and property (present and future) including any uncalled capital or without any such security and to purchase, redeem, or pay off any such security or loan.
- (t) To carry on the business of general merchants, hardware, wholesale and retail traders, export and import merchants and exporters of merchandise and other products of all descriptions.
- (u) To carry on the business of shop dealers of general merchants, hardware, plastic materials all descriptions, baskets, bowls, jugs, wholesale and retailer traders, export and import merchants and importers and exporters of merchandise and other produce of all description.
- (v) To carry on all kinds of fumigation works, industrial fumigation works, industrial fumigation, factory fumigation, office and residential home fumigation, agricultural and farm fumigation and to own, import, export, sell, manufacture, buy all kinds of fumigation equipments and to carry on or engage in the business of repairers, servicing agents of all kinds of fumigation equipments and apparatus.
- (w) To carry on the business of fish and fillets processing and exporting, ferry and fishing boats, purchase or otherwise acquire the whole or any part of the undertaking and business of manufacturing and marketing, dealing or otherwise handling fishnet, fishing gears, spare parts, fishing equipments and all other items connected with fishing.
- (x) To carry on the business of running supermarkets, shopping malls, retail shops, wholesale outlets, act as importers, exporters, clearing agents, stockist, processors hardware goods, and building and property maintenance, groceries, mining of all kinds precious stones, foodstuffs, beverages of all description, precision items, gemstones, jewellery, rare items, dress materials and clothing and all any types of goods, merchandise stock or item of any number, size, magnitude, description and type whatsoever and operate, pledge, mortgage, lease, character, sub characters, sell and build refuge, lighter, barges and all other vessels and craft of any kind whatsoever including aircraft and any purchase assignment exchange, general, trading, transfer or any part or undertaking and all general merchandise.

35. The Directors may appoint one of them to be the managing Director who will be paid on monthly salary or Commission as shall be fixed from time to time by the company in the General Meeting. Other Directors may also be paid such remuneration as the company may determine in the General Meeting.
36. The qualification of a Director shall be holding of at least one share in the company

#### DISQUALIFICATION OF DIRECTORS

37. The office of Directors shall "ipso facto" be vacant: -
- (a) If he/she bound lunatic or becomes of unsound mind.
  - (b) If he/she shall become bankrupt in this Territory or in any other territory which is declared to be a reciprocating territory under section 147 of the Bankruptcy Ordinance.
  - (c) If he/she becomes prohibited from being a Director by reason of any order made under Section 213 of the Ordinance. Or
  - (d) If he/she is punished with imprisonment for a term exceeding six months without the option of a fine
  - (e) If he/she absents him/herself from meetings of the Directors during a continuous period of six months without special leave from other Directors and they pass a resolution that he has by reason of such absence vacated office.
  - (f) If he/she without the consent of the company in general meeting holds any other office of profit under the company except that of Managing Director or Manager.

#### DIVIDENDS AND RESERVES

38. The Company may in its General Meeting declare dividends but no dividend shall exceed the amount recommended by the Directors.
39. The Director may from time to time pay the members such interim dividends as appear to the Directors to be justified by the profits of the Company.
40. No dividends shall be paid otherwise than out of profits.
41. The Directors may before recommending any dividend set aside out of the profits of the Company such sums as they think proper as reserve or reserves which shall at the discretion or for equaling dividends or for any other purpose to which the profits of the Company may be properly applied and pending such applications may in the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Directors from time to time think fit.

## BORROWING POWERS

42. The Directors may raise or borrow for the purpose of the company's business such sum of money as they think fit and 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 and future including its uncalled capital or by the issue at such price as they may think fit of bonds or debentures either charges upon the whole or part of the property and assets the company present and future including its uncalled or unissued capital, or not so charged or in such other way as the Director may think expedient.

## SECRETARY

43. The Secretary shall be appointed by the Directors for such term at such remuneration and upon such conditions as they may think fit and any secretary so appointed may be removed by them.
44. A provision of the Ordinance or these regulations requiring or authorising a thing to be done by or to a Director, or the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.

## ACCOUNTS

45. 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 taken place.
  - b. All sales and purchases of the company.
  - c. The assets and liabilities of the company.
46. Proper books of account means such books as are necessary to give a true and fair view of the state of the Company's affairs and to explain in its transactions.
47. The books of accounts shall be kept at the Registered Office of the Company, or at such other place or places as the Directors think fit and shall always be open to the inspection to the Directors.
48. The Directors shall from time to time determine whether and to what time and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of member not being a Director shall have any rights or inspecting any account or book or document of the company except as conferred by status or authorised by the company in general meeting.

less than twenty four (24) hours before the time for holding the meeting or in the case of a poll, the time appointed for taking such poll and in default, the instrument shall not be treated as valid.

28. Extra Ordinary Meetings shall be held at any time as it may be required by the Directors or required by at least thirty (30) shareholders.
29. A member will be allowed to vote only when he/she has paid up all shares called on him/her.
30. The Annual General Meeting shall discuss among other things:-
  - a. Accounts of the company
  - b. Distribution of dividends and/or interest
  - c. Election of Directors unless a fixed period is allocated to them
  - d. Annual Report of Directors
  - e. Fixing of income and expenditure for the current year
31. The Chairman of the Board of Directors shall preside as Chairman of the General Meeting. In the absence of this Chairman the Delegates may appoint another Chairman.

#### POWERS AND DUTIES OF DIRECTORS

32. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising at court, and if he shall so vote his vote shall be counted, and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration, and paragraphs (2) and (4) of regulation 4 of Table A, Part, shall not apply to the Company.

#### DIRECTORS

33. (a) Until otherwise determined by the Company in general meeting the Directors  
(b) The following person shall be the first Director to the Company:
  1. JAMES MWINUKA
  2. ALBENTINA MLOWE
34. The business of the company shall be managed by the Directors who may use powers vested to them by the General Meeting.

49. The Directors shall from time to time in accordance with section 123 of the Ordinance or any statutory modification thereof for the time being in force, cause to be prepared and to be placed before the company in general meeting such profit and loss accounts, balance sheets and reports as are referred to in that section.
50. The profit and loss account shall show, arranged under the most convenient heads, the amount of the gross income distinguishing the several sources from which it has been derived and the amount of gross expenditure distinguishing the expenses of the establishment, salaries and other like matters, every item of expenditure fairly chargeable against the years income shall be brought into the account so that a balance or profit and loss may be laid before the meeting and in cases where any item of expenditure fairly chargeable against the years income shall be brought into the account so that a just balance or profit and loss may be laid before the meeting and in cases where any item of expenditure which may in fairness be distributed over several years has been incurred in any one year, the whole amount of such item shall be stated, with the addition of the reasons why only a portion of such expenditure is.
51. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting together with a copy of the Auditors shall not be less than seven days before the date of the meeting be sent to every member or and every holder of debentures of the Company provided that this regulation shall of whose address the company is not aware or to more than one of the joint holders of any share or debentures.

#### INDEMNITY

52. Every 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 in such capacity any proceeding whether civil or criminal in which judgment is given in his favour or in which he is acquitted.

#### ALTERATION OR ADDITION

53. Subject to the provision of the Ordinance and those contained in the Memorandum of Association of the Company, the Board of Directors may by Special Resolution make alteration or additions and the alterations or additions so made shall be valid and effectual as if they were originally contained in these Articles and in the like manner be subject to alteration by special resolution.

#### THE SEAL

54. The Director shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or committee of the directors

authorised by the Directors in that behalf and every instrument to which the seal shall be affixed shall be signed by Director or some other person appointed by the Directors for the purpose.

### ARBITRATION

55. If and whenever any dispute or difference may arise between the Company and any of the members or their respective representatives touching upon or on the construction or meaning of any of the Articles herein contained or any act, matter of things made or done or omitted, to be done or with regard to the right or liabilities arising out of the relations existing ordinance, such differences shall (unless a sole arbitration) be agreed upon forthwith be

### AUDIT

56. The Company shall at each Annual General Meeting appoint own Auditor or Auditors to hold office until the next Annual General Meeting.
57. A person or corporation other than the retiring Auditors shall not be capable of being appointed Auditor at an Annual General Meeting unless notice of an intention to nominate that person or Corporation to the office of Auditor has been given by a member to the Company not less than fourteen days before the Annual General Meeting and the Company shall send such notice to retiring Auditor and shall give notice thereof to the members not less than seven days before the Annual General Meeting.
58. The numeration of the Auditor shall be fixed by the company in General Meeting.
59. The Auditors shall be entitled to attend any General Meeting of the company at which any accounts which have been examined or reported on by them are to be laid before the company and to make any statement or explanation they desire with respect to the Accounts.

### NOTICES

60. Any notice or document may be served by the Company on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing the Register of Members.
61. In Regulation 131 of Table A, Part I the words " in the case notice of meeting" and the words after the words " the letter training the same is posted " shall omitted.
62. The signature to any notice to be given by the Company and to any other document to be sent to the members may be written printed or stamped.

## WINDING UP

63. If the company shall be wound up the liquidator may with the sanction of an Extra Ordinary Resolution of the Company and any other sanction required by the Ordinance divide amongst the members in specie or kind the whole or any part of the assets of the company and may for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction vest the whole or any part of such assets in trustees upon such trust for the benefit of the contributors as the liquidator, with the like sanction shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability. Referred to the decision of two arbitrators before entering into consideration of the matters referred to them and every such reference shall be conducted in accordance with the provisions of the Arbitration Ordinance (cap 15) or any of them existing statutory modifications or re-enactment thereof.

CAMPANY LIMITED BY SHARES

MEMORANDUM

NAMES, POSTAL ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE
JAMES MWINUKA P O BOX 411 NJOMBE - IRINGA	200	<i>[Signature]</i>
ALBENTINA MLOWE P O BOX 411 NJOMBE - IRINGA	200	<i>[Signature]</i>
JAILO MWINUKA P O BOX 411 NJOMBE - IRINGA	50	<i>[Signature]</i>
MALKO YEMBELA P O BOX 411 NJOMBE - IRINGA	50	<i>[Signature]</i>
MIRIAM JAMES P.O. BOX 411 NJOMBE - IRINGA	50	<i>[Signature]</i>

DATED AT 2003 THIS 4 OF JULY 2003

WITNESS TO THE ABOVE SIGNATURES: -

NAME:

SIGNATURE:

POSTAL ADDRESS:

QUALIFICATION :


 Certified as True Copy of the Original  
**Marher M. Mohamed**  
 Advocate, Notary Public  
 & Commissioner for Oaths  
 Dar es Salaam, Tanzania  
 20/07/2003

*[Signature]*

**RESIDERI SEBASTIAN NGALO**  
 ADVOCATE  
 Box 72349 DAR-ES-SALAAM

