

**THE COMPANIES ACT, 2002**

**(Act No. 12 of 2002)**

**PRIVATE COMPANY LIMITED BY SHARES**

**MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION**

**OF**

**MKWABI INVESTMENT COMPANY LIMITED**

Incorporated this \_\_\_\_ day of \_\_\_\_\_ 2015

**DRAWN BY:**

**SWEDY K. MKWABI (Subscriber)**

**P.O. Box 1720**

**Tanga**

**Tanzania**

TANZANIA  
Stamp Duty Paid  
Receipt No. 40 of 2011/12  
Registrar of Companies

THE COMPANIES ACT, 2002  
(Act No. 12 of 2002)

TANZANIA  
Stamp Duty Paid  
Receipt No. 60040 of 2011/12  
Registrar of Companies

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

MKWABI INVESTMENT COMPANY LIMITED

1. The name of the Company is "MKWABI INVESTMENT COMPANY LIMITED" •
2. The Registered Office of the Company will be situated in the United Republic of Tanzania.
3. The objects for which the Company is established are -
  - (a) To carry on the business as international traders, worldwide traders, general merchants, importers, exporters, sellers, buyers, suppliers, distributors, wholesalers, retailers, agents, manufacturers, representatives and dealers in goods, stores, consumable articles of merchandise, general merchandise and commodities and foodstuff.
  - (b) To carry out the business of general supplies, carry on the business as traders, general merchants, whether wholesale, retail or both, commission agents, importers and exporters and to buy, sell, hire, manufacture, barter trade and deal in property, goods, produce, articles and every description of agency commission, commercial, industrial, manufactural, mercantile and agricultural business.
  - (c) To conduct and carry on the business of clearing and forwarding agents and shippers on the basis of commission fee or agency charges in respect of any freight, consignments of goods, ware, merchandise of every kind and description by air, sea and land, and to establish and carry on the trade or business of travel agents and tour operators.

Certified True Copy of the Original  
Signed..... Date 18/10/2012  
MARY EDWIN KAPORI  
Advocate, Notary  
Public & Commissioner for Oaths

- (d) To carry on the business as transporters and carriers of consumable goods, livestock, other animals and all types of merchandise for reward by road, rail, air and sea and as shipping, chartering and transport agents and proprietors of warehouses and as coach and other vehicles proprietors.
- (e) To act as business consultants offering consultancy services for business management, marketing, market research, customer analysis, competitor analysis, risk analysis, market evaluation and assessment, market entry strategies, business and financial surveys, business strategic services and commercial advertising solutions.
- (f) To carry on the business of market research and development and to act as agents or managers in carrying on such business and to employ experts to investigate and examine into the condition, management, prospects and value of any business or undertaking and generally of any assets, property or rights of any kind.
- (g) To carry on the business of buying and selling all types of media and be advertising contractors and agents in any media and any other business connected with advertising, publicity or public relations.
- (h) To carry on the business of event management and to adopt such means of publishing the activities, exhibitions, productions and to advertise in the press, by circulars, by posters, by purchasing and exhibiting works and other objects of art or interest, by organizing and conducting competitions, by granting prizes, rewards and donations, and by publishing leaflets, periodicals and books.
- (i) To carry on the business of entertainment promoters, sports promoters, artistes managers and representative in all or any spheres of entertainment and sport.
- (j) To acquire, carry on and undertake all or any part of the business, property and liabilities of any person or company carrying on business similar to that which the Company is authorised to carry on, or possessed of rights or property suitable for any of the purposes of the Company, and to purchase, acquire, sell and deal with the shares and securities of any such person or company.
- (k) To enter into partnership or into any arrangements for sharing profits, union of interest, co-operation, joint venture, reciprocal concessions or otherwise, with any person or company carrying on, or engaged in, or about to carry on or engaged in any business or transaction which the Company is authorised to carry on or engaged in, or any business or transaction capable of being conducted so as, directly or indirectly, to benefit the Company, and to lend money to, guarantee the contracts, of, or otherwise assist any such person or company and to take, purchase or otherwise acquire shares and securities of any such company and to sell, hold, re-issue with or without guarantee, or otherwise deal with the same.

- (l) To take or otherwise acquire and hold shares in any other company, having objects altogether or in part similar to those of the Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (m) To carry on business of hotel, restaurant, conference centre, motel, holiday camp, leisure centre, caravan sites and apartment house proprietors.
- (n) To carry on all or any of the businesses of the manufacturers, sellers and distributors of and dealers in all kinds of pharmaceuticals and medical preparations, drugs, herbals, perfumes, hair dressings, dyes, cosmetics, skin preparations, soaps, oil and accessories, of every description, and pharmaceuticals, medicinal, proprietary and industrial preparations, compounds and articles of all kinds, substances and things usable in or for making up or packing any of the products in which the company is authorized to deal, or which may be required by persons dealing with the company.
- (o) To carry on the business of telephonic, telegraphic and cable company, telephonic, telegraphic and cable contractors, electricians and mechanical engineers, electric light heating and power suppliers and in particular to establish, work, manage, control and regulate telephonic and telegraphic exchanges and works for the supply of electric light, heat, motive power or otherwise for public or private purposes and to transmit and facilitate the transmission of telephonic, telegraphic and cable communications and messages and to take over general contract work on laying of telecommunications cables and construction, electrical wiring and all manner of engineering works.
- (p) To carry on the business as suppliers, buyers, sellers and dealers in all types of hotel equipment, crockery, cutlery, furniture, fittings, utensils, glass and plates, linen, foods, vegetables, provisions, groceries, soap and goods for hotel and catering purposes.
- (q) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property, and any rights or privileges which the company may think appropriate for the purposes of its business, and in particular any land, buildings, easements, machinery, plant and stock in trade
- (r) To acquire land and carry on the business of farming in all its branches.
- (s) To carry on the business of estate agents, builders, commission agents, contractors, plumbers, sewerage repairers and cleaners, electricians, renovators, toilet repairs and painters and decorators and also carpenters.
- (t) To carry on all or any of the business of professional website designing and web development consulting, specializing in web design and web development

services, website hosting services, domain name registration, management, renewal, reselling and transfers.

- (u) To carry on all or any of the business of internet marketing service, (SEO) search engine optimization, search engine submission, search engine marketing, web application development; Web and Email Filtering; shopping carts; online payment, online shopping, chat room, message board, web site search, website forum, application, digital arts, multimedia services, business presentation, e-catalogue, 360 virtual tour, video editing, graphic design services, logo design service, business stationery, banner design, brochure design, mailer design and development.
- (v) To undertake the designing and development of systems and applications software either for its own use or for sale in Tanzania or for export outside Tanzania and to design and develop such systems and application software for or on behalf of manufacturers, owners and users of computer systems and digital / electronic equipment in Tanzania or elsewhere in the world.
- (w) To set up and run electronic data processing, management and recovery centres and to carry on the business of data processing, word processing, software consultancy, system studies, management consultancy, techno-economic feasibility studies of projects, design and development of management information systems, share / debenture issues management and / or registration and share / debenture transfer agency;
- (x) To undertake and execute feasibility studies for computerization, setting up of all kind of computer systems and digital/electronic equipment and the selection, acquisition and installation thereof whether for the company or its customers or other users;
- (y) To conduct, sponsor or otherwise participate in training programmes, courses, seminar conferences in respect of any of the objects of the company and for spreading or imparting the knowledge and use of computers and computer programming languages including the publication of books, journals, bulletins, study / course materials, circulars and news-letters; and to undertake the business as agents, stockists, distributors, franchise holders or otherwise for trading or dealing in computer systems, peripherals, accessories, parts and computer consumables, continuous and non-continuous stationery, ribbons and other allied products and things and standard software packages.
- (z) To manufacture, buy import, sell, export and generally deal in electrical, electronic, security equipments, new and used computers, computer parts and telecommunications equipments, accessories, machines, spare parts and devices of any description, size and magnitude. Planning and preparation of designs, drawings surveys models, plans and implement such plans for all types of telecommunication and electronic installations and projects and undertakings of every description and all general businesses.

- (aa) To carry on the business as communication engineers, generally electronics and software engineers and to act as consultants, communications engineering and electronics engineering in all field including radio and TV communications, telecommunications, electro-mechanical control of ever description whether industrial or otherwise. Import, procure and install telecommunication equipments of any description, size and magnitude to facilitate the provision of all types of local and international telecommunication and facsimile services to local and all general merchandise.
- (bb) To carry on all or any of the business of a professional environmental consulting, specializing in water resources management, environmental risk management, natural resources management, natural resource economics, and facility permitting & compliance. Serving a wide range of private and public clients, including industry and government agencies, who are faced with challenges that demand environmental experience, strategic planning and practical solutions.
- (cc) Preserve and protect the physical and natural environment for the public benefit, particularly through the promotion of waste reduction, reuse, reclamation, recycling, use of freckled products, building recycling into the production pprocess and the use of surplus
- (dd) To provide people with skills and awareness of how to manage their local environment and to promote sustainable development and self sufficiency in areas such as transport, sanitation, power, irrigation, food housing and the economy;
- (ee) To write, print or otherwise reproduce and circulate, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents or films or recorded tapes or digitised information;
- (ff) To hold exhibitions, meetings, lectures, classes, seminars, workshops, courses or other events either alone or with others;
- (gg) To promote research, experimental work, scientific investigation and development into any aspect of the objects of the Company and its work and to disseminate the useful results of any such research for the public benefit;
- (hh) To cooperate and enter into arrangements with any authorities, national, local or otherwise.
- (ii) To undertake, promote and encourage research into, and improve understanding of all aspects of the science and techniques of building, built works and fire [safety] and the promotion of best practice in relation to all areas of construction.
- (jj) To take over or enter into contracts or to let the same to sub-contractors.

- (kk) To vary the investments of the company.
- (ll) To raise and borrow money by the issue of shares or otherwise.
- (mm) To mortgage or charge all or any part of the property and rights of the Company, including its uncalled capital.
- (nn) To carry on the business of travel and tour operators.
- (oo) To carry on the trade of warehousemen, removers, stores, packers and carriers of movable property of every description.
- (pp) To issue warrants to persons warehousing goods with the Company and to lend money upon the security of such goods.
- (qq) To carry on in the United Republic of Tanzania or elsewhere all or any one or more of the following business namely the buying, selling, letting, on hire, hire purchase or easy payment system, of manufactures and contractors of articles and goods of all kinds.
- (rr) 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 or 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.
- (ss) To open a branch or branches for all or any of the business aforesaid in any part of the United Republic of Tanzania, East Africa and the rest of the world and to carry on the business and forwarding agents and carriers of consumable goods and merchandise by air, sea and land.
- (tt) To prosecute and execute directly or by contributions or other assistance any works, undertakings, 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.
- (uu) 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.
- (vv) To carry on all or any of the business of importers, exporters, warehousemen, insurance agents, shipping agents, forwarding agents, manufactures' agents,

and representatives, traders, merchants, auctioneers, wholesale and retail dealers, in articles of all kinds.

- (ww) 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.
- (xx) 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.
- (yy) To build, construct, alter, maintain, enlarge, pull down, remove or replace, and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engines, roads, ways, tramways, 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, and to join with any other person or company in doing of these things.
- (zz) To apply for, purchase, or otherwise acquire and protect and renew in any part of the world, any patents, brevets invention, trade marks, designs, licences, concessions and the like, conferring any exclusives, concessions and the like, conferring any exclusive or non-exclusive or limited right to their use or any secret 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 licences in respect of, or otherwise turn to account the property, rights or information so acquired.
- (aaa) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint adventure or reciprocal concession or for limiting competition with any person or company carrying on or engaging in, any business or transaction which the Company is authorised to carry on or engage in, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- (bbb) 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.
- (ccc) To vest any immovable or movable property, rights or interest acquired by 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 favour of the Company.

- (ddd) To subscribe for, take or otherwise acquire, and hold shares, stocks, debentures, or other securities of any other company.
- (eee) To protect water resources against pollution and provision of good domestic and industrial water and to have effective co-operation between civil engineers, chemicals, biologists, sociologists and others and to implement rural development programmes calling for small -scale, low-technologies for the provision of drinking water and sanitation, and to carry on the work of water and electrical engineers, mechanical, civil, consulting and electrical engineers, designers, constructions, general contractors to improve, develop and control engineering projects and to act as consultants in all engineering works.
- (fff) To promote, float, take part in the formation, establish, organise, and take part in the management, supervision or control and to operate all types of small industries, small scale farming, business and industries, business of any enterprise or undertaking, manufacturing business, holding industries, commercial, agricultural, transport, housing, and to act as consultants, professional and technical advisers and to provide training and recruitment services for industries.
- (ggg) 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.
- (hhh) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise or any person or company that may seem conducive to the objects of the Company or any of them and to obtain from any such government authority, person or company any rights, privileges, charters, contracts, licences and concessions which the Company may think fit or desirable to obtain and to carry out, exercise and comply, therewith.
- (iii) To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or issue of its capital including expenses and commissions for obtaining applications for or taking placing of shares, debentures or other securities of the Company.
- (ijj) To establish and maintain or procure the establishment and maintenance of any contributory or non contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowance, or emoluments to any persons who are were at any time in the employment or service of the Company, or of any company which is a 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 establish and subsidies and subscribe to any institutions, associations, companies 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 and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- (kkk) To procure the Company to be registered or recognized in any part of the world outside the United Republic of Tanzania. To establish or promote or concur in the establishing or promoting any company or companies for the purpose or 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.
- (lll) To sell, lease, mortgage, or otherwise dispose of the property, assets, or undertaking of the Company or any part thereof, for such consideration as the Company may think fit, and in particular for shares, stock, debentures, or other securities of altogether or in part similar to those of the Company.
- (mmm) To distribute among the members in specie any 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.
- (nnn) To act as agents, or dealers and as trustees for any person 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, 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.
- (ooo) To do all such other lawful businesses as may be deemed fit by the company.

AND it is hereby declared that:

- (i) 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 paragraph or the name of the Company but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.



- 4. The liability of the members is limited

5. The share Capital of the Company is Tanzania **Ten Million (Tshs. 10,000,000/=)** divided into **10000 share** of Tanzania Shillings **One Hundred (Tshs. 1000/=)** each

The Company has power to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without any preference, priority, or special privilege or subject to any postponement of rights or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.


The shares in the original or any increased capital may be divided into several classes and there may be attached thereto, respectively any preferential, deferred or other special rights, privileged, conditions or restrictions as to dividend capital, voting or otherwise

WE, the several persons whose names and addresses are subscribed, are 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.

Names, Addresses and Occupation of Subscribers	Number of Shares taken	Signature of Subscribers
Mr. Swedy Khamis Mkwabi Businessman Hse no: 068, Raskazoni, Tanga, P. O. Box 1720 Tanga	7,000	
Mr. Shabani Fikirini Mkwabi Businessman Hse No. HNF/KST 344, Hananasifu, Kinondoni, P. O. Box 2306 Dar es Salaam	2,000	
<b>Total Shares Taken</b>	<b>9,000</b>	

Dated at Dar-es-Salaam this 16<sup>th</sup> day of 11 2015.

WITNESS to the above Signatures:

NAME: EVODIUS MTAWALA  
SIGNATURE:   
POSTAL ADDRESS: 5949  
Dsm  
QUALIFICATION: ADVOCATE



TANZANIA  
Stamp Duty Shs. 5000/-  
PAID BY REGISTRAR  
Receipt No. 60040 of 2011/15  
Stamp Duty Officer

## THE COMPANIES ACT, 2002

(Act No. 12 of 2002)

### PRIVATE COMPANY LIMITED BY SHARES

## ARTICLES OF ASSOCIATION

TANZANIA  
Stamp Duty Shs. 5000/-  
Receipt No. 60040 of 2011/15  
A.C. Registrar of Companies

OF

## MKWABI INVESTMENT COMPANY LIMITED

### PRELIMINARY

1. In these Articles of Association:

"The Act" means the Companies Act, 2002, Act No 12 of 2002;

"The articles" means these articles of association;

"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.

Expressions referred to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form. Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the

2. The Company shall be a private company and the Regulations contained in table "A" in the schedule to the Companies Act, No. 12 of 2002 shall apply to the company save as in so far as they are hereby varied and excluded.

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

- The right to transfer shares is restricted in manner hereinafter prescribed;
- the number of members of the company is limited to fifty as further provided for in the Act;
- Any invitation to the public to subscribe for any shares or debenture of the public is prohibited;
- The company shall not have power to issue share warrants to bearer.

- (e) The directors may, in their absolute discretion and without assigning any reason thereof, decline to register any transfer of any share, whether or not it is a fully paid share.

#### SHARE CAPITAL AND VARIATION OF RIGHTS

4. The original share capital of the Company is Tanzania Shillings **Ten million (TShs. 10,000,000/=)** divided into **10,000 Shares** of Tanzania Shillings Ten thousand (TShs. 10,000/=) only each.
5. 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.
6. Subject to the provisions of section 61 of the Act, any shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the company are liable, to be redeemed on such terms and in such manner as the company before the issue of the shares may by special resolution determine.
7. 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 articles 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 any holder of shares of the class present in person or by proxy may demand a poll.
8. 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.
9. The company may exercise the powers of paying commissions conferred by section 56 of the Act. Subject to the provisions of the Act, such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other.
10. Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except as otherwise provided by the articles or by

law) any other rights or interests in respect of any share except an absolute right to the entirety thereof in the registered holder.

#### SHARE CERTIFICATES

11. 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. In respect of a share of shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one joint holder shall be sufficient delivery to all joint holders.
12. 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 up of the old certificate.

#### LIEN

13. 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 articles. The company's lien, if any, on a share shall extend to any amounts payable in respect of it.
14. 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.
15. To give effect to any such sale the directors may authorise 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.
16. 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**

17. Subject to the terms of allotment, the directors may 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 required to be paid by instalments. A call may, before receipt by the company of any sum due thereunder, be revoked in whole or part and payment of a call may be postponed in whole or part. A person upon whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect of which the call was made.
18. A call shall be deemed to have been made at the time when the resolution of the directors authorising the call was passed.
19. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
20. 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 wholly or in part.
21. 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 instalment 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.
22. Subject to the terms of allotment, the directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.
23. 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 general meeting shall otherwise direct) six per

cent per annum, as may be agreed upon between the directors and the members paying such sum in advance.

### **TRANSFER OF SHARES**

24. 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, unless the share is fully paid up, by or on behalf of the transferee, and the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
25. A share may be transferred by a member or other person entitled to transfer to any member selected by the Transferor; but save as aforesaid, and save as provided by Article 31 or 32 hereof, no share shall be transferred to a person who is not a member so long as any member (or any person selected by the Directors as one whom it is desirable in the interests of the Company to admit to membership) is willing to purchase the same at the fair value.
26. Except where the transfer is made pursuant to article 31 or 32 hereof, the person proposing to transfer any share (hereinafter called "the proposing transferor") shall give notice in writing (hereinafter called a "transfer notice") to the Company that he desires to transfer the same. Such notice shall specify the sum he fixes as the fair value, and shall constitute the Company his agent for the sale of the share to any member of the Company (or person selected as aforesaid) willing to purchase the share (hereinafter called "the purchasing member") at the price so fixed, or at the option of the purchasing member, at the fair value to be fixed by the Auditor in accordance with article 28 hereof. A transfer notice may include several shares, and in such case shall operate as if it were a separate notice in respect of each. A transfer notice shall not be revocable except with the sanction of the Directors.
27. If the Company shall, within the space of twenty eight days after being served with a transfer notice, find a purchasing member and shall give notice thereof to the proposing transferor, he shall be bound upon payment of the fair value as fixed in accordance with article 26 or 28 hereof, to transfer the share to the purchasing member.
28. In the event that any difference arises between the proposing transferor and the purchasing member as to the fair value of a share, the Auditor (for the time being of the Company) shall, on the application of either party, certify in writing the sum which, in his opinion, is the fair value, and such sum shall be deemed to be the fair value, and in so certifying the Auditor shall be considered to be acting as an expert and not as an arbitrator, and accordingly the Arbitration Ordinance, Cap. 15 of the Laws of Tanganyika shall not apply.
29. In any case the proposing transferor, after having become bound as aforesaid, makes default in transferring the share, the Company may receive the purchase money, and the proposing transferor shall be deemed to have appointed any one

Director or the Secretary of the Company as his agent to execute a transfer of the share to the purchasing member, and upon the execution of such transfer the Company shall hold the purchase money in trust for the proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchasing member and after his name has been entered in the Register in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.

30. If the Company shall not within the space of twenty eight days after being served with a transfer notice, find a purchasing member and give notice in manner aforesaid, the proposing transferor shall at any time within three months afterwards be at liberty, subject to article 33 hereof, to sell and transfer the share (or where there are more shares than one these not placed) to any person and at any price.
31. The Company in General Meeting may make and from time to time vary rules as to the mode in which any shares specified in any transfer notice shall be offered to the members, and as to their rights in regard to the purchase thereof, and in particular may give any member or class of members a preferential right to purchase the same. Until otherwise determined every such share shall be offered to the members in such proportion and in such manner as provided in these articles.
32. Any share may be transferred by a member to any child, or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, wife or husband of such member, and any share of a deceased member may be transferred by his executors or administrators to any child or other issue, son-in-law, daughter -in-law, father, mother, brother, sister, nephew, niece, widow or widower of such deceased member and shares standing in the name of a deceased member or his executor or administrators may be transferred to the trustees of his will, and shares standing in the name of the trustees of the will of any change of trustees to the trustees for the time being of such will, and the restriction in article 25 hereof shall not apply to any transfer authorised by this article.
33. The Director may refuse to register any transfer of a share, (a) where the Company has a lien on the share or (b) where the Directors are not of opinion that it is desirable to admit the proposed transferee to membership, but paragraph (b) of this Article shall not apply where the proposed transferee is already a member, nor to a transfer made pursuant to Article 33 hereof.
34. Notwithstanding the foregoing articles, transfer of shares in the Company may be made to any person at any price or for any or no consideration provided that all the members of the Company agree thereto in writing.

#### **TRANSMISSION OF SHARES**

35. In case of the death of a member, the survivor of survivors where the deceased was a joint holder, and the personal representatives of the deceased where he was a sole holder or the only survivor of joint holders, shall be the only persons

recognised by the company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased member from any liability in respect of any share which had been jointly held by him.

36. A person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may properly be required by the directors and subject as hereinafter provided, either elect by notice to the company to be registered as holder of the share, or elect to have some person nominated by him registered as the transferee in which case he shall execute the appropriate instrument of transfer. All the articles relating to the right to transfer of shares shall apply to any such notice or transfer as if it were an instrument of transfer executed by the member and the death or bankruptcy of the member had not occurred.
37. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall have the rights to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as the holder of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company.
38. If a call remains unpaid after it has become due and payable, the directors may give to the person from whom it is due not less than fourteen clear days notice requiring payment of the amount unpaid, together with any interest which may have accrued. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with, the shares in respect of which the call was made will be liable to be forfeited.
39. If the notice is not complied with, any share in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the directors to that effect and the forfeiture shall include all dividends or other moneys payable in respect of the forfeited shares and not paid before the forfeiture.
40. Subject to the provisions of the Act, a forfeited share maybe sold, re-allotted or otherwise disposed of on such terms and in such manner as the directors determine either to the person who was before the forfeiture the holder or to any other person, and at any time before a sale, re-allotment or other disposition the forfeiture may be cancelled on such terms as the directors think fit. Where for the purposes of its disposal a forfeited share is to be transferred to any person, the directors may authorise some person to execute an instrument of transfer of the share in question.
41. A person any of whose shares have been forfeited shall cease to be a member in respect of the forfeited shares and shall surrender to the company for cancellation the certificate for the shares forfeited, but shall remain liable to the company for all moneys which, at the date of forfeiture, were payable by him to the company in respect of the shares, but his liability shall cease if and when the company shall have received payment in full of all such moneys in respect of the shares, but the

directors may waive payment wholly or in part or enforce payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal.

42. A statutory declaration by a director or the secretary that a share has been forfeited on a date stated in the declaration shall be conclusive evidence of the facts stated therein as against all persons claiming to be entitled to the share, and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the share, and the person to whom the share is disposed of shall not be bound to see to the application of the consideration, if any, nor shall his title to the share be affected by any irregularity or invalidity of the proceedings in reference to the forfeiture or disposal of the share.

#### **ALTERATION OF CAPITAL**

43. 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 amount than its existing shares;
  - (c) subject to the provisions of section 65(l)(d) of the Act, sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association;
  - (d) cancel shares 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 share capital by the amount of the shares so cancelled.
44. Whenever as a result of a consolidation of shares any members would become entitled to fractions of a share, the directors may, on behalf of those members, sell the shares representing the fractions for the best price reasonably obtainable to any person (including subject to the provisions of this Act, the company) and distribute the net proceeds of sale in due proportion among those members, and the directors may authorise some person to execute an instrument of transfer of the shares to or in accordance with the directions of the purchaser. The transferee shall not be bound to see to the application of the purchase money nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings in reference to the sale. Subject to the provisions of the Act, the company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any way.

#### **NOTICE OF GENERAL MEETINGS**

45. 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.
46. All general meetings other than annual general meetings shall be called extraordinary general meetings.

47. The directors may, whenever they think fit, call an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisitionists, or, in default, maybe convened by such requisitionists, as provided by section 134 of the Act. If at any time there are not within the Territory sufficient directors to call the meeting, any director or any two members of the company may call the meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.
48. 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 it is so agreed:-
- (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
  - (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 per cent in nominal value of the shares giving that right.
49. Subject tot the provisions of the articles and to any restrictions imposed on any shares, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omissions to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

50. All business shall be deemed special that is transacted at an extra ordinary 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 the remuneration of, the auditors.
51. 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; two persons entitled to vote on the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
52. If within half an hour from the time appointed for the meeting a quorum is not present, or if during the course of a 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 directors may determine.

53. The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the general meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the directors present shall elect one of their number to be chairman of the meeting and, if there is only one director present and willing to act, he shall be chairman.
54. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
55. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at a general meeting and at any separate meeting of the holders of any class of shares in the company.
56. The chairman may, with the consent of any 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 and the general nature of the business to be transacted at an adjourned meeting.
57. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
  - (a) by the chairman or;
  - (b) by at least two members having the right to vote at the meeting; or
  - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
  - (d) by a member or members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right; and a demand by a person as proxy for a member shall be the same as a demand by the member.
58. Unless a poll be so demanded, 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, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be evidence of that fact.
59. The demand for a poll may, before the poll is taken, be withdrawn.
60. Except as provided in article 6 hereunder, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

61. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.
62. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time not being more than thirty days after the poll is demanded as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
63. 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 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**

64. Subject to any rights or restrictions attached to any share or class or classes of shares, on a show of hands every member (being an individual) present in person or (being a corporation) present by a duly authorised 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.
65. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
66. A member in respect of whose estate a manager has been appointed under section 26 of the Mental Diseases Ordinance, may vote, whether on a show of hands or on a poll, by his manager, and any such manager may, on a poll, vote by proxy.
67. No member shall be entitled to vote at a general meeting or at a separate meeting of the holders of any class of shares in the company unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
68. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.
69. On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion.

70. The instrument appointing proxy shall be in writing executed by or on behalf of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal, or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the company.
71. The instrument appointing a proxy and any authority under which it is executed a copy of that authority certified notarially or in such other manner as approved by the directors shall be deposited at the registered office of the company or at such other place within the Tanzania as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
72. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

\_\_\_\_\_ Limited \_\_\_\_\_  
 I/we of \_\_\_\_\_ being \_\_\_\_\_ a  
 member/members of the above named company, hereby appoint \_\_\_\_\_  
 of \_\_\_\_\_ or failing him \_\_\_\_\_ of  
 \_\_\_\_\_ as my/our proxy to vote for me/us on  
 my/our behalf at the (annual or extraordinary, as the case may be) on general meeting  
 of the company to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 200\_\_\_\_,  
 and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 200\_\_\_\_

73. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

\_\_\_\_\_ Limited \_\_\_\_\_  
 I/we of \_\_\_\_\_ being \_\_\_\_\_ a  
 Member/members of the above named company, hereby appoint \_\_\_\_\_  
 of \_\_\_\_\_ or failing him,  
 \_\_\_\_\_ of as my/our proxy to vote for me/us on  
 my/our behalf at the (annual or extraordinary, as the case may be) general meeting of  
 the company to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 200\_\_\_\_  
 and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 200\_\_\_\_

74. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy, or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination was received by the company at its registered office (or at such other place at which the instrument or

proxy was duly deposited) before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### **CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS**

75. Any corporation which is a member of the company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the company or of any class of members of the company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the company

#### **DIRECTORS**

76. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them and until such determination the signatories to the Memorandum of Association shall be the first directors. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall be not less than two.
77. 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.

#### **POWERS AND DUTIES OF DIRECTORS**

78. Subject to the provisions of the Act, the memorandum and the articles 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 or articles and no such directions shall invalidate any prior act of the directors which would otherwise have been valid. The powers given by this article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
79. The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purposes and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.
80. 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.
81. The company may exercise the powers conferred upon the company by sections 124 to 127 of the Act with regard to the keeping of a branch register, and the directors may (subject to the provisions of those sections) make and vary such regulations as they may think fit respecting the keeping of any such register.

### **DIRECTORS' APPOINTMENTS AND INTERESTS**

82. 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 the 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.
83. 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.
84. Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office –
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested;
  - (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in any body corporate promoted by the company or in which the company may be interested;
  - (c) shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such office or employment remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company unless the company otherwise directs.

Provided that nothing herein contained shall authorise a director or his firm to act as auditor to the company.

85. For the purposes of articles 83 and 84 –
- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in such transaction of the nature and extent specified; and
  - (b) An interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.
86. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for 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.

## **MINUTES**

87. 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 committee 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.

## **REMUNERATION AND EXPENSES; GRATUITIES AND PENSIONS**

88. The remuneration of the directors shall be determined by ordinary resolution of the company and, unless the resolution otherwise provides, such remuneration shall be deemed to accrue from day to day. The directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings or separate meetings of the holders of any class of shares or of debentures of the company or otherwise in connection with the business of the company.
89. The directors on behalf of the company may pay a gratuity or pension or allowance on retirement to any director who had held any other salaries office or place of profit with the company or to his widow or dependants and may make contributions to any fund and pay premiums for the purchase or provisions of any such gratuity, pension or allowance.

## **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

90. 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

## **APPOINTMENT AND RETIREMENT OF DIRECTORS**

91. The company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or to be an additional director.
92. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the total number of directors does not exceed the number fixed by or in accordance with these articles. A director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.

93. 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.
94. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding regulation, and without prejudice to the powers of the directors under article 85 the company may by ordinary resolution appoint any person to be a director either to fill a vacancy or as an additional director.

#### PROCEEDINGS OF DIRECTORS

95. 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 a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting directors to any director who is absent from the Tanzania.
96. The quorum necessary for the transaction of the business of the directors may be fixed by the directors and unless so fixed shall be two.
97. The continuing directors may act notwithstanding any vacancy in their number, but, if their number is reduced below the number fixed as the necessary quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
98. The directors may appoint one of their number to be the chairman of the board of directors and determine the period of which he is to hold office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors as 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 the same, directors present may choose one of their number to be chairman of the meeting.
99. Acts done by a meeting of the directors or by a person acting as a director shall, notwithstanding that it be after-wards discovered that there was some defect in the appointment of any such director, or that any of them were disqualified from holding office, or had 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 was entitled to vote.
100. A resolution in writing, signed by all the directors entitled to receive notice of a meeting of the directors, or of a committee of directors, shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may

be) a committee of directors duly convened and held, and may consist of several documents in the like form each signed by one or more directors.

101. Save as otherwise provided in the articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company. Subject to and in accordance with the provisions of the Act, an interest of a person who is connected with a director shall be treated as an interest of the director.
102. 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.
103. The company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from voting at a meeting of directors or of a committee of directors.
104. Where proposals are under consideration concerning the appointment of two or more directors to offices or employment with the company or any body corporate in which the company is interested, the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except than concerning his own appointment.
105. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

#### **SECRETARY**

106. 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.
107. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a director and 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.

#### **THE SEAL**

108. The seal shall only be used by the authority of the directors or of a committee of the directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

## **DIVIDENDS AND RESERVE**

109. 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.
110. 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.
111. 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 be invested in such investments (other than 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 and any profits which they may think prudent not to divide.
112. 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 providing that it shall rank for dividend as from a particular date, that share shall rank for dividend accordingly.
113. Any general meeting declaring a dividend may, upon the recommendation of the directors, direct payment of such dividend wholly or partly by the distribution of assets and, where any difficulty arises in regard to the distribution, the directors may settle the same, and in particular may issue fractional certificates and fix the value for distribution of any assets and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of members, and may vest any assets in trustees.
114. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque sent through the post to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named in the register of members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent, and payment of the cheque shall be a good discharge to the company. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable in respect of the shares held by them as joint holders.
115. No dividend or other moneys payable in respect of a share shall bear interest against the company unless otherwise provided by the rights attached to the share.

116. Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the directors so resolve, be forfeited and cease to remain owing by the company.

#### **ACCOUNTS**

117. 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. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.
118. The books of account shall be kept at the registered office of the company, or, subject to section 151 (4) of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.
119. No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the directors or by ordinary resolution of the company.
120. The directors shall, in accordance with sections 153, 155 and 159 of the Act, cause to be prepared and to be laid before the company in general meeting such profit and loss accounts, balance sheets, cash flow statements, group accounts (if any) and reports as are referred to in those sections.
121. In accordance with section 163 of the Act, the copy of the company's annual accounts to be laid before the company in 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. Provided that this articles shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any shares or debentures.

#### **CAPITALISATION OF PROFITS**

122. The directors may, with the authority of an ordinary resolution of the company:
- (a) Resolve to capitalise 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 capitalised to the members who would have been entitled to it were 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 in issued shares or debentures of the company to be allotted and distributed;
  - (b) Make such provision the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and authorise any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the

allotment to them respectively, credited as fully paid up, of any shares or debentures to which they are entitled upon such capitalisation, and any agreement made under such authority shall be effective and binding on all such members.

#### **AUDIT**

123. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.

#### **NOTICES**


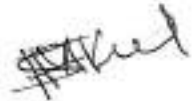
124. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of directors need not be in writing. The company may give any notice to a member whether personally or by sending it by post in a prepaid envelop addressed to the member at his registered address, or by leaving it at that address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, preparing, and posting a letter containing the notice, and to have been effected at the expiration of (seventy-two) hours after the letter containing the same was posted. A member whose registered address is not within Tanzania and who gives to the company an address within Tanzania at which notices may be given him shall be entitled to receive any notice from the company.
125. A notice may be given by the company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share.
126. A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending or delivering it, in any manner authorised by the articles, addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within the Tanzania supplied for the purpose by the persons claiming to be so entitled. Until such an address has been supplied, a notice may be given in any manner in which it might have been given if the death or bankruptcy had not occurred.
127. A member present, either in person or by proxy, at any meeting of the company or of the holders of any class of shares in the company shall be deemed to have received

#### **WINDING UP**

128. If the company is wound up the liquidator may, with sanction of a special resolution of the company and any other sanction required by the Act divide amongst the members in specie the whole or any part of the assets of the company and may, for that purpose, set such value as he deems fair upon any property to be divided 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 the assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like sanction, shall determine, but no member shall be compelled to accept any shares or other securities upon which there is a liability.

### INDEMNITY

129. Subject to the provisions of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor 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 judgment is given in his favour or in which he is acquitted or in connection with any application under section 481 of the Act in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

Names, Addresses and Occupation of Subscribers	Number of Shares taken	Signature of Subscribers
<b>Mr. Swedy Khamis Mkwabi</b> Businessman Hse no: 068, Raskazoni, Tanga, P. O. Box 1720 Tanga	7,000	
<b>Mr. Shabani Fikirini Mkwabi</b> Businessman Hse No: HNF/KST 344, Hananasif, Kinondoni, P. O. Box 2306 Dar es Salaam	2,000	
<b>Total Shares Taken</b>	<b>9,000</b>	

Dated at Dar-es-Salaam this 16<sup>th</sup> day of 11 2015.


WITNESS to the above Signatures:

NAME: Evodia Mwanza  
 SIGNATURE:   
 POSTAL ADDRESS: 5949  
D.S.M  
 QUALIFICATION: ADVOCATE




### INDEMNITY

129. Subject to the provisions of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor 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 judgment is given in his favour or in which he is acquitted or in connection with any application under section 481 of the Act in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

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<b>Total Shares Taken</b>	<b>9,000</b>	

Dated at Dar-es-Salaam this 16<sup>th</sup> day of 11 2015.

WITNESS to the above Signatures:

NAME: Evody M. Mwanza  
 SIGNATURE:   
 POSTAL ADDRESS: 5949  
DSM  
 QUALIFICATION: ADVOCATE

Certified True Copy of The Original  
 Sign: [Signature] Date: 18/11/2015  
**MARY EDWIN KAPORI**  
 Advocate, Notary  
 Public & Commissioner for Oaths

