

THE COMPANIES ACT (CAP.212) OF 2002

COMPANY LIMITED BY SHARES

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION**

OF

BWANA NI MWEMA COMPANY LIMITED

Incorporation this.....day of.....2021

Drawn by:

CHARLES SAMWEL MBWEGA

SUBSCRIBER

P.O BOX 204

KAHAMA.

**MEMORANDUM OF ASSOCIATION
OF
BWANA NI MWEMA COMPANY LIMITED**

1. The name of the Company " **BWANA NI MWEMA COMPANY LIMITED** "
2. The Registered office of the Company will be situated in Tanzania.
3. The objects for which the company is established are:-
 - (a) To acquire and take over the business now carried on under the name and style of partnership in the name of "**BWANA NI MWEMA COMPANY**" With all its assets and liabilities.
 - (b) To search, research or mine, minerals and mines and to process, market, or sell minerals and gemstones of any kind whatsoever obtained from various sites in the United Republic of Tanzania and to purchase or otherwise acquire, hold, sell, exchange, work, exercise, develop, turn to account and dispose of gold, diamonds, any interests in the same, respectively, and to carry on the business of refining, cutting, polishing or selling of minerals, precious stones, gold, diamonds and industrial minerals at any state of ore, rough, precious and semi-precious stones.
 - (c) To carry on the business of dealing in importing, exporting, marketing, manufacturing, stocking, buying, selling either by wholesale or retail of various categories of goods and merchandises and to act as commission agents, brokers, insurance agents and manufacturers, representatives in all fields, to establish business enterprises whether small scale, industries and generally deal in all kinds of general merchants and to import other merchandise and articles of all description.
 - (d) To carry on the business of clearing and forwarding agents, commission agents, transporters, freighters, haulers, customs bonded warehouse and go down keepers, cargo and travel agents, insurance agents, tourist agents, manufacturers representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians motor cars, trucks, cabs, omnibus, oil tank and coach proprietors and other transporters, civil transport contractors and transporters by and other means of conveyance of people and goods in and of otherwise carry on the business as transporters and transport agents, freight forwarders.

- (e) To engage in and in and carry out the business of proprietors and managers of hotels, restaurants, cafes, roads, houses, motels, safari and holiday camps, caravan sites, guest houses, apartment housekeepers, refreshment and tea rooms, milk and snack bars, tavern, beerhouse, and To establish, run and provide all kinds of services to pathological, microbiological and immuno – biological laboratories and conduct other medical tests, analysis and research, formulation of Medicare and provide all kinds of health maintenance plans
- (f) To construct, build, establish, acquire, assist, maintain, run, purchase, get, sell convert, develop, improve, hold with absolute or limited rights or on lease and sublease, on franchise or otherwise hospitals, nursing homes, medical colleges, nursing colleges, sanitariums, medical centres and institutions, clinics, dispensaries, child welfare centres, health centres, health farms, therapies centres, operation theatres, maternity home, rehabilitation centres, pathological, analytical, testing and diagnostic laboratories, research, invention and development centres family planning and welfare centres, X – ray, convalescence centres, MRI , C T scan centres, bio-imaging centres, magnetic resonance imaging centres and radiological or any other type of facilities for the practice of any field, branch, discipline or system of medicines and surgeries and to work as dispensing chemist and manufacturers, suppliers, traders, distributors of medicines, drugs, pharmaceuticals, chemicals, cosmetics and general merchandise of all types and to manufacture, buy, sell, rent, lease, import ,export trade, take on hire, repair, maintain, develop and to acquire all, types of medical and surgical appliances and equipments.
- (g) To set up and run the business of super-specialty health centres, medical clinics, nursing homes, hospitals, in and outpatient services and to run all allied functions related to surgical and medicare services;
- (h) To purchase, lease or otherwise acquire, establish, maintain, operate, run, manage or administer hospitals, daycare and healthcare centers, nursing homes, clinics for in-door and out-door patients and facilities for reception and treatment of persons suffering from injuries and illness, disabilities and deficiencies of any kind or nature whatsoever and treatment of persons during convalescence or of persons requiring medical attention or rehabilitation, geriatric care centre, assisted living, in the generality, specialty and/or super-specialty departments.
- (i) To carry on the business of establishing, developing, leasing, managing, operating and running of medical service centres such as nursing care homes, hospitals, polyclinics, health resorts, health clubs, in-patient and out-patient wards, laboratories, scanning, diagnostic and other medical amenity centres, therapy units, theatres and allied consultation cells.
- (j) To engage and or otherwise carry on the business general dealers of computer, hardware and software are to be importers and distributors and distributors of all kinds of computer hardware and software's, to provide ge

- (k) To engage in and or otherwise carry on the business of health clinics, daycare centers, body fitness training clubs, and health care.
- (l) To carry on the business as general suppliers, traders, merchants, importers, exporters, stockiest, wholesalers, trailers and dealers in all types of spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, electrical.
- (m) To carry on the business of marketing, services, consultancy, and selling of all types of telecommunication systems, security systems, information technologies, computer systems, conference systems, public address system, data communication, and train, research, install, and after-sale systems of components which the company may think fit, necessary or incidental of this business.
- (n) To deal with the business of farming, agriculture, animal keeping, poultry, and sell agricultural and dairy products, to carry on the business as general food processors packers and suppliers, to be general suppliers of hard foods stuffs and agriculture crops, to be grain millers and good mixers to be general exporters of fresh fruits vegetables and flowers. To conduct the business of processing juice natural and aerated water, carry out the business of processing beverages from sugarcane, rectified spirits, food grains, and all allied products.
- (o) To cultivate, grow, buy, and prepare any kind of fruit such as pineapples, oranges, lime, lemon, grapefruits, passion fruits, guavas, vegetables of all kinds, and such products either in its raw form or its processed form.
- (p) To carry on the business of import of electric equipment, communication equipment such as cell phones, transmission equipment of communication, To carry on the business of dealers in communication, to carry on the business of Internet.
- (q) To carry on the business of public transportation, cargo transportation, and tour operations.
- (r) To engage and or carry on the business of importers and sellers of motor auto spares, building hardware, and construction equipment.
- (s) To carry on the business as general merchants, general storekeepers, universal providers, Importers, exporters, wholesale and/or retail traders of or otherwise, to establish supermarkets, groceries, duty-free shop's refreshments houses stocked with both imported and locally manufactured goods, textiles, piece goods imitation jeweler, hosiery, sundries, shoe

handbags, household requirements generally in all manufactures goods of all types, to acquire, establish, carry on the business as manufacturers, dealers and workers in readymade garments and knitwear's of all description for commercial and home use.

- (t) To establish and operate schools such as nursery, secondary, colleges, and vocational training centers, to import and sell and or supply all types of office stationery, equipment, books, and office use equipment.
- (u) To carry on the business of clearing and forwarding, cargo tallying, import and export, and all activities incidental to these objectives.
- (v) To provide or procure the provision by others of every and any service need want or requirement of any business nature required by any persons, firm or company in connection with any business carried on by them. To import and sell brand new and used motor vehicles and sell all types of motors.
- (w) To be general building contractors and undertake all kinds of building construction, road networks, renovation and decoration of the buildings, to be general structural engineers and generally to undertake all kinds of civil engineering works. To be contractors of rural roads, urban, highways, bridges, waterways, and sluices, irrigation system for farms, roads drainage systems, water dams, barrage, grain silos, harbors, warehouses and godowns of all kinds and description.
- (x) To carry on the business of hairdressing, haircutting, trimming, styling, setting, hair dying, shampoo treatment, massaging of scalp, beauty.
- (y) Treatment, relaxing, facial, manicure, waxing, acne treatment and all sots of beauty soap crams, lotion, all types of cosmetics, hair lotion, essential oils, dentifrice's bleaching preparations and other substances for laundry use, cleaning, polishing, scouring and abrasive preparations.
- (z) To carry on business of petrol service station and deal in petrol, diesel, oil. Kerosene, mineral oil, crude oil, lubrication oil, grease and/or fuel oil of all kinds and all other kinds of mineral and petroleum products as importers, dealers or distributors and servicing and repairing of vehicles of ally types generally.
- (aa) To secure, look for the business of motor vehicles garage and repairing and servicing of all types of all types of vehicles and machines and the business as dealers, wholesalers, retailers, distributors, agents, importers and exporters of hardware, motor vehicles, bicycles and its spares, agricultural and industrial machineries and spares, electrical machinery, accessories and spares of all kinds.

- (bb) To secure, look for and find long term international partners for purposes of encouraging them to invest in Tanzania.
- (cc) To enter into any partnership or any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or otherwise with any individual, firm or company carrying on or engaged in or about to carry on or engage in any business or enterprise which the company is authorized to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly or indirectly to benefit this company and or to take or otherwise acquire and hold shares or stocks in or securities of and to subsidize or otherwise assist any such Company and to sell, hold, reissue, with or without guarantee or otherwise deal with the same.
- (dd) To invest and deal with any surplus monies of which the company does not require immediately, in any form of investment including shares, stocks bonds, debentures, obligation or other securities of any company or association or in Government securities or in deposit with Bank or Banks as may be considered desirable and from time to time to vary such investment.
- (ee) In connection with the main business and subject to the provisions of the Companies Act, 2002 to lend money to such persons and on such terms and conditions as may seem expedient.
- (ff) To receive money on deposit or loan with or without allowance of interest thereon, to borrow or raise money with or without security and/or secure the payment of money by mortgage or by the issue of debentures or debenture-stock(perpetual, terminable or otherwise bond).
- (gg) Hypothecation, lien or any other security founded or based or charged upon all or any of the property or rights of the company or/ in such other manner as the company shall think fit and for the purposes aforesaid to charge all or any of the company's property or assets movable or immovable, liquid or otherwise present and future, including its uncalled capital and collaterally or further to secure any securities of the company by a trust deed or other assurance and to redeem, purchase or pay off any such security.
- (hh) To carry on and undertake any transactions, operations or business as financiers, promoters, concessionaire, guarantors.

- (ii) And to undertake and carry out all such operations as an individual capitalist may lawfully undertake and carry out.
- (jj) To lend and advance money or give credit to such persons on such terms as may seem expedient and in particular to customers and others having dealings with the company and to give guarantees or become security for any such persons.
- (kk) To borrow or raise money in such manner as the company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual) or otherwise and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the company's property or assets (whether present or future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any obligation or liability it may undertake.
- (ll) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, warrants, debentures, and other negotiable instruments.
- (mm) To enter into partnership or any other arrangement for sharing profits, union of interest, cooperation, reciprocal concerns in or otherwise with any person or persons, firm or firms or company or cooperation carrying on or engaged in or about to carry on or engage in any business or transaction which the company is authorized to carry on or which may seem to the company capable of being conveniently carried on in connection with the above or calculated directly to enhance the value of or tender profitable any of the company's property and/or whereby the company would be benefited;
- (nn) To subscribe for, take, purchase or otherwise acquire and hold shares or other interest in or securities of any other company having objects altogether or in part similar to those of this company or carrying on any business capable of being conducted so as directly or indirectly or indirectly to benefit this company;
- (oo) To act as agents or brokers and as trustees for any person, firm or company, to undertake and perform subcontracts and also to act in any of the business of the company through or by means of agents, brokers, subcontractors or others;
- (pp) To remunerate any person, firm or company, rendering services to this company, whether by cash payment or by the allotment to him or in part of otherwise;

- (qq) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the company, or to contract with any person, firm or company to pay the same, and to pay commission to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debenture stock or securities of this company;
- (rr) To support and subscribe to any charitable or public object, and any institution, society or club which may be for the benefit of the company or its employees or may be connected with any town or place where the company carries on business, to give pensions, gratuities, or charitable aid to any person or persons, children or other relatives of such persons to make payments towards insurance and to form and contribute to provident and to benefit funds for the benefit of any persons employed by the company;
- (ss) To promote any other company for the purpose of acquiring all or any of the property and undertaking any of the liabilities of this company, or of undertaking any business or operations which may appear likely to assist or benefit this company or to enhance the value of any property or business of this company or to enhance the value of any property or business of this company and to place or guarantee the placing of, subscribe to or otherwise acquire all or any part of the shares or securities of such company as aforesaid:
- (tt) To sell or otherwise dispose of the whole or any part of the undertaking of the company, either together or in portions for such consideration as the company may think fit and in particular for shares, debentures or securities of any company purchasing the same:
- (uu) To distribute among the members of the company in kind any property of the company, and in particular any shares, debentures or securities of other companies belonging to this company or of which this company may have the power of disposing:
- (vv) To carry on the business of export and import of bid, carvings, artworks, woodworks, guiding aids, artistic and demonstration tools, business promotion apparatus of timber products, forest produce, designers of arts and representations thereof, dealers in carvings of all kinds, types and description whatsoever.
- (ww) To promote Tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tour operators, to promote and facilitate travelling to organize hunting, tented-camps, fishing and diving

expeditions, safari promoters and undertakers generally, in particular to arrange and manage hunting safaris, adventure tours, fishing trips, handling of game trophies and animal skins, catching, harboring, transporting wildlife and marine products of all kind.

- (xx) To carry on the business of big game hunter, trapping and collection of wild, live birds for sale and export within and outside Tanzania, to sell, improved export and imports, prepare, deal and trade in carvings, painting, curios export, and provide game sanctuary facilities and organize safaris and expeditions. Discover, hunt, shoot, photograph, capture animals, birds, game and fish of all kinds including reptiles, marine products, pottery crafts, crustacean, salt, mangrove sea shells, groceries, vegetables, cereals good, fruits and all allied products of every description.
- (yy) To carry on the business as general food processors packers and suppliers, to be general suppliers of hard food stuffs and agricultural crops. To be grain millers and food mixers, to be general exporters of fresh fruits vegetables and flowers, to act as agents of buying and selling building hardware of every description, electrical appliances, lease.
- (zz) To engage in and carry out the business of proprietors and managers of hotels, restaurants, cafes, roads, houses, motel, safari and holiday camps, caravan sites, guest houses, apartment housekeepers, refreshment and tea rooms, milk and snack bars, tavern, beer house and lodging housekeepers and to provide food and catering services to individuals, private and public institutions and business concerns.
- (aaa) To carry on all or any of the business of transport, carriage and haulage contractors, owners and charter of road vehicles, aircraft and ships and boats of every description and carries of goods and passengers by road, rail, water or air and to establish, acquire, maintain and operate transport service of every description both public and private and all services ancillary thereto and such purposes or as independent undertakings to purchase, take in exchange, charter, hire, build, contract or otherwise acquire and to own, operate, work, manage, maintain, repair, service and deal in road vehicles, aircraft and vessels in the country or any other foreign country.
- (bbb) To carry on the business of garage proprietors and service station for motor vehicles of all kinds, to carry on the safe keeping, cleaning, repairing, refueling, panel beating, spraying and the general care of motor vehicles, aircraft, machinery, equipment and plant whether moved by mechanical power or not, implements, utensils, appliances, apparatus, fuel for internal combustion engines, lubricants, cements, solutions, batteries and accessories and all things capable of being used in connection with the said business or in the manufacture or maintenance of such vehicles, machinery, equipment and plant.

- (ccc) To carry on business of providing technical and allied services in the field of welding, metal fabrication, destructive testing, quality assurances, and to provide consultancy in technical services, oil storage tank erections and all other businesses which can be carried out in connection to the above. To carry on all or any of the wholesale and/or retail as gemstones merchants, jewelers and/or dealers in and/ or buy, sell market import export and/ or general any kinds of gemstones, precious and semi-precious stones, gold, silver and precious metal of whatsoever kind or discrimination.
- (ddd) To purchase, take on lease and otherwise acquire for investment or resale any estate, land, buildings easements and other rights and interests in immovable property or any tenure in Tanzania and elsewhere and to sell let or lease exchange or otherwise dispose of or grant rights over any immovable property of any kind.
- (eee) To purchase, take or lease or in exchange, hire or otherwise acquire and hold any state or interest in any land buildings, casements, rights, licenses, secret processes, machinery, plants, and stock, in trade and real or personal property of any kind.
- (fff) To accept payment for any property or rights sold or otherwise disposed or dealt with by the company either in cash, by installment or otherwise or in fully or paid up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.
- (ggg) To carry any other trade or business whatever which can be in the opinion of the Board of Directors be advantageously carried on the Company in connection with the above business or the general business of the company.
- (hhh) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.
- (iii) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- (jjj) To do all or any of the above things in any part of the world and either as principals, agents, trustee, contractors or otherwise, and either alone or in conjunction with others and either or though agents, sub-contractors, trustees and otherwise.
- (kkk) To remunerate any person, firm or company rendering services to this company, whether by cash payments or by allotment to him or them of

shares or securities of the company credited and paid in full or in part, or otherwise.

- (lll) To accept for safe custody and keep for customers of the company all kinds of securities and valuables.
- (mmm) To lend money or any terms that may thought fit and particularly to customers or other person or corporations having dealing with societies and give any guarantees that may be expedient.
- (nnn) To advance money to shareholders in the company, for the purpose of enabling the person borrowing the same erect or purchase, or enlarge or repair any house or building, or purchase leased estate, or to take a demise for any term or terms of years of any freehold or leasehold property upon such terms and conditions as the company may think fit.
- (ooo) To invest and deal with the moneys of the company not immediately required, upon such securities and in such a manner as may from time to time be determined.
- (ppp) To distribute among the members in pieces any property of the company, or any proceeds of sale or disposal of any property of the company.
- (qqq) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferred instruments.
- (rrr) To act as agents or brokers, and as trustees for any person, firm or company, and to undertake and perform s sub-contractors and also to act in any other business of the company through or by means of agents, brokers, sub-contractors or otherwise.
- (sss) To obtain any provisional order, act of parliament for enabling the company to carry any of its objects in to effect, or for affecting any modification of the company's constitutions, or any other purpose which may seem expedient, and to oppose any proceedings or applicants which may seem calculated directly or indirectly to benefit the company.
- (ttt) To take or otherwise hold shares in any other company having objects altogether or in part similar to this company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.

- (uuu) To transact or carry on all kinds of Agency business and in particular in relation to the investment of money, the sale of property, and the collection and receipt of money.
- (vvv) To do all other things as may be deemed incidental or conducive to benefit objectives of the company or any of them.
- (www) To carry on all or any of the business of transport, carriage and haulage contractors, owners and charter of road vehicles, aircraft and ships and boats of every description and carriers of goods and passenger by road, rail, water or air and to establish, acquire, maintain and operate transport service of every description both public and private and all services ancillary thereto and for such purposes or as independent undertakings to purchase, take in exchange, charter, hire, build, contract or otherwise acquire and to own, operate, work, manage, maintain, repair, service and deal with and in road vehicles, aircraft and vessels of every suppliers therefore and to conduct any such business within the country or any other state in Africa or Europe or Asia and or any other foreign country.
- (xxx) To carry on and deal in the business of pharmaceuticals, medical preparations, chemicals, animal feeds, manufacturing, making and assembling of machines and equipments, plants, vessels, devises of all descriptions using modern technology appropriate and applicable to veterinary and agricultural industries.
- (yyy) To carry on the business of farming, planters, growers, cultivators, horticulturists, market gardeners, agriculturists and buyer of every kinds of vegetables and fruits to prepare farms of coffee, rice, maize, sugarcane, banana plants, beans, tomatoes, onion and other products, to preserve process cure, blend, refine trait, manufacture and tender marketable any such produce and to sell, dispose and deal in a produce either in its prepared, manufactured raw or other state and either in its form.
- (zzz) To engage and or otherwise carry on the business general dealers of of computer, hardware and software's to be importers and distributors and distributors of all kinds of computer hardware and software's, to provide general computer services, to be commercial computer programmers and generally to be computer acquisition consultants, to design and offer computer training services, and to operate schools and training centers, to be suppliers and manufacturers representatives of all kinds of computer and telecommunication systems, to be general importers, distributors, installers and services of all kinds of photocopiers, fax, and telex machines, general telephone apparels and generally to be telecommunication experts and consultants, to carry on the business of repairs of computers, all kinds of computer systems, electronic items and all kinds of electrical instruments.

(aaaa) To carry the business of importers, exporters, buying selling, dealers in building materials, hardware, sanitary-ware, wall papers, roofing tiles, flooring tiles, supplying industrial equipment's agricultural implements and equipment's spares of every description, plumbers, decorators, steel fabrication, machine shop, nickel plating, electric plating, making steel windows, doors frames and roof tresses.

(bbbb) To cultivate, grow, buy, and prepare any kind of fruit such as pineapples, oranges, lime, lemon, grapefruits, passion fruits, guavas, vegetables of all kinds and such products either in its raw form or its processed form.

(cccc) To carry on the business of import of electric equipment, communication equipment such as cell phones, transmission equipment of communication, To carry on business of dealers in communication, to carry on business of Internet.

(dddd) To carry on the business of public transportation, cargo transportation and tours operations.

(eeee) To engage and or carry on the business of importers and sellers of motor auto spares, building hardware and construction equipment.

AND it is hereby declare that the word "Company" in this clause, where used in reference of this company, shall be deemed to include any partnership or other body of persons, whether incorporated, and whether domiciled in Tanzania or elsewhere, and that the intention is that each of the objects set forth in any sub-clause or by the name of the company. None of such sub-clause or the objects herein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause.

Without prejudice to any special rights to previously conferred on the holders of any shares of class of shares, any share in the company may be issued with or have attached thereto such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the company may from time to time by ordinary Resolution determine.

Subject to the provisions of these section 61 of the Act, any preference share may, with the sanction of a special Resolution, be issued upon 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 may by special Resolution determine.

If at any time, the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by terms of issue of the shares of that class) may from time to time, whether or not the Company is being wound up, be altered or abrogated with the consent in writing of holders of not less than three fourths of the issued shares of that class of with

the section of a special Resolution passed at a separate general meeting, all the provisions of these Article relating to General meeting of the Company shall, mutatis mutandis, apply but so that the necessary quorum shall be two persons at least holding or representing by proxy not less than one third of the issued shares of the class and that holder of shares of the class present in person or by proxy may demand a poll.

Subject to provisions of these Articles, the shares in the capital of the Company shall be at the disposal of the Board which may allot, grant options over or otherwise dispose of them to such persons, for such consideration, on such terms and conditions and at such times as it may section 56 of the Act.




Unless otherwise determined by special Resolution and except in the case of the issue of share pursuant to any right previously conferred in accordance with these Articles, whenever the Board propose to issue any shares it shall offer them in the first instance to Members (other than preference shares) in proportion as nearly as may be to the number of existing shares to which the Member is entitled and limiting a time (not less than twenty one days) within which the offer, if not accepted, will be deemed to be declined and after the expiration of that time (if the offer is not accepted) or on the earlier receipt of an intimation from the Member to whom the offer is made that he declines to accept the shares offered, the Board may allot or otherwise dispose of those any share to such terms as may be decided by it. The Board may likewise so dispose of any shares which, by reason of the ration which the number of shares offered bears to the total number of existing issued shares, cannot in the opinion the Board be conveniently offered under this Article.

The Company may exercise the powers of paying commissions conferred by section 56 of the Act, provided that the rate cent or the amount of the commission paid or agreed to be paid and the number of shares for which persons have agreed for a commission to subscribe absolutely shall dis.

4. The liability of the Member is limited.
5. **The capital of the company is shillings 1,000,000,000/= divided into 100,000 shares of 10,000 shillings each.**

The company shall have powers to increase its capital and divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such prudential, deferred or special rights privileges, or conditions as may be determined by or in accordance with Articles of Association of the Company.


We, the several persons whose names and addressed 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.

S/N	Names, Addresses, and Description of Subscribers.	Number of shares Taken by each Subscriber.	Signature
1	CHARLES SAMWEL MBWEGA P.O BOX 204 KAHAMA, SHINYANGA-TANZANIA	55,000	
2	MWITA CHARLES SAMWELY P.O.BOX 204 KAHAMA, SHINYANGA-TANZANIA	22,500	
3	NASHON CHARLES MBWEGA P.O.BOX 204 KAHAMA, SHINYANGA-TANZANIA	22,500	

Dated at KAHAMA this 15th day of October 2021.....

Witness: to the above signatures.

Name: LUCIANA F. MOSHA

Signature: 

Postal Address: BOX 570, KAHAMA

Qualification: ADVOCATE



ARTICLES OF ASSOCIATION
OF
BWANA NI MWEMA COMPANY LIMITED

PRELIMINARY

1. The company is a private Company and accordingly:-
 - a] The company shall not have the power to issue any of its shares or debentures to the public for subscription.
 - b] The number of members of the company [not including persons who are in the employment of the company while in that employment to be members of the company] is limited to fifty PROVIDED THAT where two or more persons hold one or more shares in the company jointly they shall for this article be treated as a single member.
 - c] The right to transfer shares is restricted in the manner hereinafter appearing.
 - d] The company shall not have the power to issue share warrants to the bearer.

INTERPRETATION

2. In these Articles, unless the context otherwise requires, the following words shall have the accorded meaning as:-

The Act: The Companies Act (Cap. 212) and every statutory modification or re-enactment thereof for the time being in force in Tanzania affecting the Company

Statutes: The Act and any other Act for the time being in force in Tanzania affecting the Company.

The Articles: These Articles of Association as originally framed or the Directors present at a meeting of the Directors.

Month: Calendar month.

The Office: The Registered Office for the time being of the Company

The secretary: The secretary of the company, and any assistant or deputy secretary or other person appointed to exercise the functions of the Secretary.

Register: The register of Members kept by the Company.

The Seal: The Common Seal of the Company

In Writing: Written, printed or lithographed or in any other mode of representation or reproducing words in visible form.

PROVIDED that;

Words signifying the singular include the plural and vice versa.

Words signifying the masculine gender include the feminine gender.

"Person" includes the feminine gender.

"Person" includes a corporation.

"Dividend" includes bonus.

SHARE CAPITAL AND VARIATION OF RIGHTS

3. The Authorized Share Capital of the company is **Tanzania Shillings One Billion only. (Tsh. 1,000,000,000/=) divided into One hundred thousand (100,000) ordinary shares of Tanzania shillings Ten Thousand only (Tsh. 10,000/=) each**, with power to divided or subdivide the shares in the capital whether original or increase into several classes and to attach thereto respectively any preferential, deferred, qualified on special rights, privileges or conditions as regards dividends, capital, voting or otherwise as the company may from time to time by special resolution determine.
4. Subject to the provision of section 46 of the Act, the preference 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 such manner as the company before issue of the shares may by special resolution determine.

5. If at any time the share capital is divided into different classes of shares, the rights attached to any class may be varied with the consent in writing of the holder of three – fourth of the issued shares of that class, or with the sanction of the Extraordinary Resolution passed at a Separate General Meeting of the holders of the shares of the class. The provision of these regulations.

Relating to the general meeting shall apply mutatis mutandis, but so that the necessary quorum shall be two members at least holding one-third of the issued shares of the class.

6. Every person whose name is entered as a member of the Register of members shall without payments, be entitled to a certificate under the common seal of the company specifying the shares held by him and the amount paid-up thereon, provided that in respect of the shares held jointly by several members of the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of the several joint holders shall be sufficient delivery to all.
7. Except as where required by law no person shall be recognized by the company as held by the share upon any trust, and the company shall not be bound by or be compelled in any way to recognize any equitable, contingent, future, or partial interest in any share or any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
8. The company shall not give, whether directly, and whether by means of a loan, guarantee, the provision of security or otherwise any financial assistance for or in connection with the purchase of subscription made or to be made by any person for any shares in the company nor shall the company make a loan for any purpose whatsoever on the security of its shares.
9. The Directors shall keep a Register showing, as respects each Director, the number, description and amount of any shares or debentures in the company which is held by or in trust for him or of which he has any rights to become the holder.

10. The company may on any issue of shares pay such brokerage or commission as may be lawful.

ALTERATION OF SHARE CAPITAL

11. The Directors may, with the sanction of an extraordinary resolution of the company increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.
12. All new shares shall, before, be offered to such persons as at the offer are entitled to receive notices from the company of General Meetings in proportion, as nearly as circumstances admit, to the amount of the existing shares to which they are entitled.
13. The new shares shall be subject to the same provisions regarding payment of calls, lien transfer, transmission, forfeiture, and otherwise as to the shares in the original share capital.
14. Subject to the provisions of these articles, the company may from time to time by special resolutions,
- a. Consolidate and divide all or any of its shares capital into shares of a larger amount than its existing shares.
 - b. By sub-division of its existing shares or any of them, divide the whole, or any part, of its shares of smaller amount than is fixed by the Memorandum of Association, subject to the provisions of 51 (1)(d) of the Act.
 - c. Cancel any shares, which, at the date of the passing of the resolutions, have not been taken or agreed to be taken by any person.
 - d. Reduce its share capital in any manner and with, and subject to any incident authorized, and consent required by law.

LIEN

15. The company shall have a lien of every share for all the money called or payable at a fixed time in respect of that share and it shall also have a lien on all shares standing registered in the name of a single member for all sums of moneys presently payable by him or his estate to the company, but the company may declare any share to be exempt from the Article. The company may sell in any manner any shares on which it has a lien but no sale shall be

made unless some sum in respect of which the lien exists is presently payable.

TRANSFER AND TRANSMISSION OF SHARES

16. All transfer of shares is effected by transfer in writing in any usual or common form or any form acceptable to the Directors and may be underhand only. The instrument of transfer may be signed by or on behalf of the transferor and by or on behalf of the transferee. The transferor shall remain the holder of the shares concerned until the name of the transferee is entered in the Register of members in respect thereof.
17. The registration of members may be suspended at such times and for such period as the Directors may from time to time prescribed or determined and either generally or in respect of any class of shares. The register of members shall not be closed for more than thirty days in any year.
18. The directors may in their absolute discretion and without assigning any reason therefore decline to register any transfer of shares whether fully paid or not.
19. If the Directors refuse to register a transfer of shares they shall within one month after the date on which the transfer was lodged with the company send to the transferor notice of the refusal.
20. The Directors may decline to recognize an instrument of the transfer unless such instrument is in respect of only one-class shares and is deposited at the office of the relevant Transfer Office accompanied by the appropriate share certificate and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer.
21. The company may retain all instruments of transfer, which are registered
22. In the case of the death of a member, the survivor(s) where the deceased was a joint holder, shall be the only persons recognized by the company as having any title to his interest in the shares but nothing contained herein shall release the estate of a deceased holder from any liability in respect of any share which had been helped by him.
23. The instrument of transfer of any share in the company shall be exempted both by the transferor and transferee, and the transferee 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.

24. The Directors may decline to register any transfer of shares, not being fully paid shares, to a person of whom they do not approve, and may also decline to register any transfer of shares on which the company has a lien.
25. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member shall, upon satisfaction, have the right, either to register himself to make such transfer of the share as the deceased or bankrupt person could have made, but the Directors shall, in either case, have the same right to decline or suspend registration as they would have in the case of a transfer by the deceased or bankrupt before the death or bankruptcy.
26. Any person becoming entitled to a share because of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he is entitled as if he were the registered holder.

SHARE CERTIFICATE

27. Every share certificate shall be issued under the seal and shall specify the number and class of shares to which it relates and the amount paid upon it. No certificates shall be issued representing shares of more than one class.
28. Any person whose name is entered in the register of members in respect of any shares of any one class upon the issue or transfer thereof shall be entitled without payment to a certificate thereof, without one month after allotment or within fourteen days after lodgment of transfer

GENERAL MEETING

29. The statutory meeting of the company shall be held within six months after the date at which the company shall be entitled to commence business and at such place as the Directors may determine.
30. The company shall in each year hold a General Meeting at its
31. 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. The Annual Meeting shall be held at such time and place, as the Directors shall be called Extraordinary General Meeting

32. The Directors may; whenever they think fit, convene an Extraordinary General Meeting, and they shall on the requisition of members of the company representing not less than one-fifth of the issued share capital of the company upon which all calls or other sum then due have been paid, forthwith proceed to convene an Extraordinary General Meeting. If at any time there are not within Tanzania sufficient Directors capable of acting to form a quorum, any Director or any two members of the company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors. The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the office of the company and may consist of several documents unlike from each signed by one or more of the requirements.
33. If the Directors do not proceed to convene or cause a meeting to be held within thirty days from the date of the requisition being so deposited, the requisitionists, or a majority of them in value, may themselves convene the meeting, to be Chairman of the meeting. If at any meeting no Directors is willing to act as Chairman or if no Director is present within thirty minutes after the time appointed for holding the meeting, the member present shall choose one of their numbers to be Chairman of the meeting.
34. The Chairman of the meeting may, with the consent of any meeting 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 left unfinished at the meeting from which adjournment took place. When a meeting is adjourned for thirty days or more, seven clear days' notice at the least of the adjourned meeting shall be given specifying the place and the time of the adjourned meeting as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid it shall not be necessary to give notice of an adjournment or the business to be transacted at an adjourned meeting.
35. 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 by the Chairman of the meeting or by any member present in person and unless a poll is 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 if lost an entry to that effect in the book of the proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor, or against that resolution.
36. If a poll is duly demanded, it shall be taken in such a manner as the Chairman may direct, and the result of the poll shall be deemed the resolution of the meeting at which the poll was demanded.
37. In the case of an equality of votes whether on a show of hands or a poll, the chairman of the meeting at which the show of hand takes place or at which the poll is demanded shall be entitled to a second or casting vote.
38. A poll on the election of a Chairman of a meeting or a quorum of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken immediately or at such subsequent time (not being more than fourteen days from the date of the demand) as the chairman of the meeting may direct and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll.

VOTES OF MEMBERS

39. On the show of hands, every member present in person shall have one vote and a poll every member present in person shall have one vote for each share of which he is the holder. On a poll, a member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way. In the case of joint holders, the vote of the senior who tenders to vote at any General Meeting unless a call (or other sums payable) in respect of the shares in the company have been paid.

DIRECTORS

40. Subject as herein provided and until otherwise determined by the company in General Meeting the number of Directors shall not be less than two and not more than seven. The first Directors shall be the subscribers to this Memorandum of Association.
41. The following persons will be the first Directors of the Company;
- 1. CHARLES SAMWEL MBWEGA**
 - 2. MWITA CHARLES SAMWELY**
 - 3. NASHON CHARLES MBWEGA**
42. The company may from time to time General Meeting increase or reduces the number of Directors.

43. The company may by ordinary resolution remove any Director and may by ordinary resolution appoint another person in his stead.
44. It shall be necessary for a Director to have at least one share to qualify as a Director and shall comply with the provisions of the Act.
45. The remuneration of the Directors shall from time to time be determined by the company at or in General Meeting.

ALTERNATE DIRECTORS

46. A Director may by instrument in writing signed by him appoint any person of or above the age of twenty-one to his alternate, and May likewise revoke such appointment. Before acting as a Director such an alternate must receive the unanimous approval of all Directors. All powers, rights, privileges, authority, and duties developing upon a Director according to these Articles shall be held by and develop upon his alternate shall require qualifications. He shall, however, not be entitled to vote at any meeting of the Directors if and during such time as his constituent shall be present at such meeting.

BORROWING POWERS

47. The Directors may exercise all the powers of the company to borrow money for the company and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debenture, debenture stock, and other securities, whether outright or as a security for any debt, liability or obligation of the company or any third party.

POWERS AND DUTIES OF DIRECTORS

48. The business of the company shall be managed by the directors who may pay all expenses incurred in promoting and registering the company and may exercise all powers of the company as are not by the Act or by these Articles required to be exercised or done by the company in General Meeting, subject to any regulations under these Articles.
49. The Directors may do all such acts and things as are necessary to carry into effect all the objects' purposes, powers, and discretion provided in the Memorandum of Association.
50. The Directors may delegate any of their powers to committees consisting of such members of their body as they think fit.

51. 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.
52. A Director may hold any other office or place of profit under the company in conjunction with his office of Director for such period and on such terms as the Director for such period and such terms as the Directors may determine and no Director shall be disqualified.
53. Any Director may act by himself or his firm in a professional capacity for the company and he and its firm shall be entitled to enumeration for professional services as if he were not a Director, but nothing herein provided shall authorize a Director on his firm to act as Auditor of the company.
54. The Director shall cause minutes to be made in the books provide for the purpose:
- a. Of all appointment of Officers made by the Directors
 - b. of the names of Directors present at each meeting of the Directors and any committee of the Directors;
 - c. Of all resolutions ad proceedings and all meetings of the company and the Directors and the committees of Directors.

APPOINTMENT AND APPROVAL OF THE DIRECTORS

55. The company by ordinary resolution may appoint any person to be a Director and may remove any Director before the expiration of his period of office.
56. The company shall have power at any time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors provided the number does not exceed the number fixed under this Articles.

DISQUALIFICATIONS OF DIRECTORS

57. The office of Director shall be vacated if the Director: -
- a. becomes prohibited by law from acting as a Director;
 - b. is convicted of any offense under the Act;
 - c. is convicted of any offense involving fraud or dishonesty or is convicted and sentenced to imprisonment;
 - d. becomes bankrupt or makes any arrangements or composition with creditors or generally;

- e. becomes of unsound mind; and
- f. Resigns from his office by notice in writing to the company.

PROCEEDINGS OF DIRECTORS

58. The Directors shall meet together as a single Board of Directors for the dispatch of business and may adjourn and otherwise regulate their meetings as they think fit, questions arising at any meeting shall be determined by a majority of votes. Each Director of the meeting shall have a second or casting vote. A director shall, at any time summon a meeting. Notices of meetings shall be given to the Directors and their alternates, if any, at their respective addresses as from time to time notified to the company for this purpose.
59. The quorum necessary for the transaction of business of the Directors may be fixed by the directors, and unless so fixed by these Articles as the necessary quorum of Directors to that number or of summoning a General Meeting of the company but for no other purpose.
60. The Directors may elect a chairman of the meetings and determine the period for which he holds office, but if no such Chairman is elected, or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of their meeting.
61. Any acts done by any meeting of Directors or of a committee, of Directors or by any such Directors or by any person acting as a Director shall, notwithstanding that it be afterward discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

DIVIDENDS AND RESERVES

62. The company in General Meeting may declare dividends but no dividends shall exceed the amount recommended by the Directors.
63. The Directors may from time to time pay the members such interim dividends as appear to the Director to be justified by the profits of the company. 63. No dividends shall be paid otherwise than out of profit.
64. The subject of the rights of members, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to

- the amounts of the shares. No amount paid on a share in advance of calls shall while carrying interest, be treated for this Articles as paid on the share.
65. The Directors may, before recommending any dividend, set aside out of profits of the company such sums as they think proper as a reserve or reserve which shall, at the discretion of the Directors, be applicable for meeting contingencies, or of equalizing dividends, or for any other purpose to which the profit 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 as the Directors may from time to time think fit.
66. Notice of any dividend that may have been declared shall be given in manner hereinafter mentioned to the persons entitled to share therein.
67. No dividends shall bear interest against the company.

ACCOUNTS

68. The Directors shall cause true accounts to be kept: -
- a. of the sums of money received and expended by the company and the manner in respect of which such receipt and expenditure take place and;
 - b. of the assets and liabilities of the company.
69. The books of account shall be kept at the registered office of the company or at such other place or places as the Directors may think fit, and shall always be open to the inspection of the Directors
70. The Directors shall from to time determine whether and to what extent and at 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 inspections of members not being Directors, and no members (not being Director) shall have any right of inspecting any account or book or document of the company except conferred by law or authorized by the Directors or by the company in General Meeting.
71. Once at least in every year the Directors shall lay before the company in General Meeting a profit and loss account or (in the case of the first account) since the incorporation of the company made up to a date not more than six months before such meeting.

72. A balance sheet shall be made out in every year and laid before the company in General Meeting made up of a date not more than six months before such meeting.
73. A balance sheet shall be accompanied by a report of the Directors as to the state of the company's affairs and the amount which they recommend to be paid by way of dividend and the amount, if any, which they propose to carry to a reserve fund.
74. A copy of the balance sheet and report shall, fifteen days before the meeting, be sent to the members entitled to receive notices of General Meeting in the manner in which notices are to be given hereunder.

AUDIT

75. Once at least in every year, the accounts of the company shall be examined, and the circumstances of the statement and balance sheet as ascertained by one or more auditor or auditors.
76. The first auditors shall be appointed by the Directors, subsequent auditors shall be appointed by the company in General Meeting
77. If one auditor only is appointed, all the provisions herein contained relating to auditors shall apply to him.
78. The election of auditors shall be made by the company at their Annual General Meeting each year.
79. The remuneration of the auditors shall be fixed by the Directors that of subsequent auditors shall be fixed by the company in General Meeting
80. An auditor shall be re-eligible on his vacating or quitting office.
81. If any casual vacancy occurs in the office of an auditor appointed by the company, the Directors shall forthwith call an Extraordinary General Meeting of filling the same.
82. Every auditor shall be supplied with a copy of the balance sheet, and it shall be his duty to examine the same, with the accounts and vouchers relating thereto.
83. Every auditor shall have a list delivered to him of all books kept by the company and shall at all reasonable times have access to the books and accounts of the company, and he may in relating to such accounts examine the Directors or any other offices or servants of the company.

84. The auditors shall make a report to the members upon the balance sheet and accounts and in every such report, they shall state whether, in their opinion, the balance sheet is full and fair and properly drawn up to exhibit or reflect true and correct views of the state of the company's affairs, and in case they have called for explanations or information from the Directors, whether such explanations or information have been given by the Directors and whether they have been satisfactory and such report shall be read, together with the report of the Directors, at an ordinary meeting.

NOTICE

85. A notice may be given by the company to any member either personally or by sending it by post to him to his registered address (or if he has no registered address in Tanzania) to the address, if any, within Tanzania supplied by him to the company for giving of notices to him.
86. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the noticed and, unless the contrary is proved, to have been effected at the time at which the letter would be delivered in the ordinary course of post.
87. 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 name or by the title of the representative of the deceased or trustee of the bankrupt or by any like description at the address, if any, in Tanzania supplied for the purpose by the person claiming to be so entitled by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.
88. Notice of every General Meeting shall be given in the manner authorized hereinbefore to:
- a. Every member of the company and
 - b. Every person entitled to a share in consequence of death or bankruptcy of a member, who but for his death or bankruptcy would be entitled to receive notice of the meeting.

INDEMNITY

89. Subject to the provisions of the Act and of the other relevant legislation in force from time to time, every Director, Manager, Secretary, Auditor and other Officers or Servants of the company shall be indemnified by the company

against losses, costs, expenses, and other liability of any nature which any such officer or Servant may incur or become liable to because of any contract entered into or act or deed done by him as such officer or servant or in any way in the discharge of his duties.

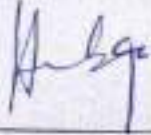

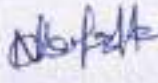
PROVIDED THAT such indemnity shall not apply to any loss, costs, expenses, or other liability which by any law would otherwise attach to any officer or servant in respect of any negligence, default, breach of duty of trust of which he may be qualified to the company.

ARBITRATION

90. Whenever any difference shall arise between the company and the Directors on the one hand and any of the member or their representatives on the other hand or between Directors concerning the true construction of these presents or concerning anything done, executed, omitted or suffered in pursuance of these presents or the companies Act or concerning any breach or alleged breach of these presents or any claim on account of any such breach or alleged breach or otherwise relating to the premises or these presents or any affairs of the company, every such difference shall be referred, for the decision, to two Arbitrators to be appointed by each of the parties in difference any such reference shall be subject to all the provision of the Arbitration Act, Cap. 15.

WINDING UP

91. If the company shall be wound up, the Liquidator may, with the sanction of the Special Resolution of the company and any other sanction required by the Act, divide among the members, in species or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not and may, for such purpose, set such value as he may deem fit 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 contributories as the Liquidator, with the like sanction, shall think fit but so that no member shall be compelled to accept any shares or securities whereon there is any liability.

S/N	Names, Addresses, and Description of Subscribers.	Number of shares Taken by each Subscriber.	Signature
1	CHARLES SAMWEL MBWEGA P.O BOX 204 KAHAMA, SHINYANGA-TANZANIA	55,000	
2	MWITA CHARLES SAMWELY P.O.BOX 204 KAHAMA, SHINYANGA-TANZANIA	22,500	
3	NASHON CHARLES MBWEGA P.O.BOX 204 KAHAMA, SHINYANGA-TANZANIA	22,500	

Dated at KAHAMA this 15th day of October 2021

Witness: to the above signatures.

Name: LUCIANA F. MOSHA

Signature: 

Postal Address: Box 970, KAHAMA

Qualification: ADVOCATE

