

THE COMPANIES ORDINANCE (Cap. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

*OF*

*RAINER TRADERS AND FOODSTUFF SUPPLIERS LTD*

Incorporated this .....day of.....19.....

*Drawn by:*

RAINER LUKARAH  
P.O. BOX 598  
SUMBAWANGA  
RUKWA  
TANZANIA  
EAST AFRICA.

THE UNITED REPUBLIC OF TANZANIA

**CERTIFICATE OF INCORPORATION**

**OF**

**I HEREBY CERTIFY**

**THAT**

***RAINER TRADERS AND FOODSTUFF SUPPLIERS LTD.***

is this day incorporated under the Companies Ordinance (Cap. 212) and that the Company is Limited. Given under my hand at D'Salaam this.....day of.....

Seal of Company .....  
Registrar of Companies.

SD/= 03393224  
22-5-96

THE COMPANIES ORDINANCE (cap. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

***RAINER TRADERS AND FOODSTUFF SUPPLIERS LTD.***

29=  
03393224  
22-5-96

1. The name of Company is **RAINER TRADERS AND FOODSTUFF SUPPLIERS LTD**
2. The Registered office of the Company will be situated in the United Republic of Tanzania
3. The objectives of which the Company is established are:
  - (a) To acquire and take over as a going concern the business now carried on under the name of style of RAINER TRADERS AND FOODSTUFF SUPPLIERS.
  - (b) To carry on the business of whole and Retail trading in foodstuff supplies, Millers. Exporters and importers, deal in Timber and timber products such as furniture and other carpentry works, engage in the business of carriers, Transporters by motor vehicles, lorries buses, boats, ship and perform the duties of Tour operators and car-hire operations.
  - © To carry on the business of Engineering in civil, mechanical, electrical construction, earthworks, Road and Bridge construction and electronics; to enter into contracts, agreements and arrangements, with any other company, whether local or foreign for carrying out by such other company on behalf of the Company of any or all of the objects for which the company is formed. Engage in building and road works Contractors and Sub-contractors, undertake the business of importation of electrical goods, industrial machines of spares, items, computers, motor vehicles, bicycles and spare parts.
  - (d) To go into Joint Venture with local or foreign investor as stipulated in the National Investment Protection policy of June, 1990 and its amendments of April, 1992, deal in Forex by operating Bureau de change shops; to carry on the business of clearing and forwarding agents, land and estate agents, commission agents, shipping line agents, financial agents, travel agents and manufacturer's Agents.

- (e) To enter into any arrangements with any government authority, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such authority, privileges and concessions which the Company may exercise and comply with any such arrangements, rights, privileges and concessions.
- (f) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, patents rights, licences, plant, stock-in-trade, and real or personal property of any kind necessary or convenient for the purpose of or in connection with the Company's business
- (g) To export whole frozen fish, fillets, fish skins, gills, bones and fishes maws.
- (h) To draw, make accept, endorse discount, execute and issue cheques promissory notes, bills of lading, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
- (i) To purchase, take on lease, option or licence, exchange, or otherwise acquire in any part of the world, prospecting rights and contracts, leases, options, mineral properties, grants, concessions, charters, privileges, licences or authorities of and over minor, land and mineral or other properties either absolutely or conditionally.
- (j) To borrow or raise or secure the payment of money in such manner as the company shall think fit, and in particular by the issue of debenture stock, certificate or other securities, perpetual or otherwise charge upon all or any other Company's rights and property (present and future) including any uncalled capital or without any such security and to purchase, redeem or pay off any such security or loan.
- (k) To amalgamate with, or enter into partnership or into and arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which this company is authorised to carry on or engage in any business or transaction capable of being conducted so directly or indirectly to benefit this Company. And to take or otherwise acquire shares and securities of any such Company, and sell, hold reissue with or without guarantee, or otherwise deal with the same.

- (l) To carry on professional consultancy services to both public and private developers in town planning, building, construction, urban designing, site planning, urban transportation planning and project master planning.
- (m) To carry on general professional practice comprehensive environmental assessments, planning and engineering; environmental reviews of projects environmental impact statements.
- (n) To invest and deal with moneys of the Company not immediately require, upon such securities and in such manner as the company may from time to time determine.
- (o) To institute, promote or undertake any educational work or training which may be though advantageous to the Company or conducive on the Welfare of its employees and to pay or contribute to the expense of such education or training aforesaid.
- (p) To adopt such means of making known the business and products of the Company, as may seem expedient and in particular by advertising in the press.
- (q) To distribute among the members of the Company in kind any property of the Company, and in particular and shares, debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (r) To promote another company for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (s) To sell or dispose of the undertaking and property of the Company or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to those of this Company.

AND it is hereby declared that the work "COMPANY" in this clause shall be deemed to include and partnership or other body of persons, whether incorporated or unincorporated, and whether domiciled in East Africa or elsewhere and the intention is that the objects specified in cash paragraph of this clause shall except where otherwise expressed in such paragraph be independent main objects and shall in no wise be limited or restricted by a reference to or inference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.
  
5. The authorised share capital of the Company is Shillings ten million (10,000,000/=) divided into one hundred (100) shares of shilling One Hundred Thousand (100,000/=) each with rights, privileges and conditions respectively attached thereto as may from time to time be conferred by the regulations of the Company with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company, and to vary, modify or abrogate, any such rights, privileges or conditions in such manner as may of the time being be provided by the regulations of the Company.

We, the several persons whose names and addresses are subscribed, the 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, Postal Addresses and Description of Subscribers	Number of Shares Taken by each Subscriber	Signature of each subscriber
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1. Rainer Lukarah  
P.O. Box 98  
SUMBAWANGA  
RUKWA

80



2. Magret Lukarah  
P.O. Box 598  
SUMBAWANGA  
RUKWA

20



Dated at SUMBAWANGA this 21<sup>st</sup> day of May 19 96

WITNESS TO THE ABOVE SIGNATURE

SIGNATURE: 

NAME: D. S. NGALO

QUALIFICATION: D. S. Ngalo Advocate  
P.O. Box 72340  
Dar - 95 - Salaam

DATE: .....



Prepared by: RAINER LUKARAH  
P.O. BOX 598  
SUMBAWANGA  
RUKWA  
TANZANIA  
EAST AFRICA.

80/-  
03393224  
22-5-96 J

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

RAINER TRADERS AND FOODSTUFF SUPPLIERS LTD.

40/-  
03393224  
22-5-96

**PRELIMINARY:**

1. In these regulations:

"The Ordinance" means the Companies Ordinance Chapter 212 of the Laws of Tanzania

When any provision of the Ordinance is referred to the reference is that provision as modified by any law for the time being in force. Unless the context otherwise required, the expressions defined in the Ordinance or any statutory modification thereof in force at the date at which these regulations become binding on the Company, shall have the meaning so defined. Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females and the word importing persons shall include bodies corporate, partnership, firms co-operative societies, etc.

The regulation of Table "A" in the first Schedule to the Companies Ordinance (hereinafter called Table "A") shall apply to the company, save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under Table "A" the former shall prevail, and in addition to substitution shall be the regulation of the Company.

**PRIVATE COMPANY:**

2. The Company is a private Company and accordingly:

- (a) To right to transfer shares is restricted in manner hereinafter prescribed.
- (b) The number of members of the company (exclusive of persons who are in the

employment of the Company were while in such 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 they shall for the purpose of this regulation be treated as a single members.

© Any invitation to the public to subscribe for any shares of debentures of the company is prohibited.

(d) To Company shall not have power to issue share warrants to bearer.

3. The original share Capital of Shillings 10,000,000/= (Ten million) is divided into 100 shares of One Hundred Thousand shillings (100,000) each.
4. Subject to the provisions of section 47 of the Companies Ordinance any preference share may, with the sanction of a special resolution be issued on the terms that they are, or at the option of the Company are liable, to be redeemed, on such or the shares may be special resolution determine.
5. Except as required by law, no person shall be recognised 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 recognise (even having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share of (except only as by these articles or by law otherwise provided) are right in respect of any shares except by the holder.
6. Every person whose name is entered as a Member in the Register of Members shall be entitled, without payment, to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares or several certificates each for one or more of his shares upon payment of Shs. 100/= for every certificate after the first or such less sum as the Board shall from time to time determine. Every certificate shall be under seal and shall specify the shares to which it relates and the amount paid up thereon. Provided that in respect of a share or shares be 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 of several joint holders shall be sufficient delivery to all such holders.

## **TRANSMISSION OF SHARES**

14. In case of the death of a member the person legally entitled to the estate of the deceased, shall be the only persons recognised by the Company as having any title to his interest in the shares.
15. Any person becoming entitled to a share consequence upon the death or bankruptcy of a member may, upon such evidence being produced may from time to time properly be required by the Board, and subject as hereinafter provided, elect either case have the same right to decline or suspend registration as it would have had in the case of a transfer of the shares by the member before his death or Bankruptcy as the case may be.

## **FORFEITURE OF SHARES**

16. If a member fails to pay any or instalment of a call on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid serve a notice on his requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
17. The notice shall name a further day not earlier than the expiration of fourteen days from the date of service of notice, or on before which the payment required by the notice is to be made. And shall state that, in the even of non payment at or before the appointed day, the shares in respect of which the call was made will be liable to be forfeited.
18. The Company may from time to time by special resolution increase its share capital by such sum to be divided in shares of such amount as the resolution shall prescribe.
19. The Company may from time to time by special resolution
  - (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
  - (b) Sub-divide its existing shares or any of them into shares of smaller amount than if fixed by the Memorandum of Association subject, nevertheless, to the provision of Section 51 (I)to(d) of the Ordinance.
  - © Cancel any shares which, at the date of the passing of the resolution, have been taken or agreed to be taken by any person.
20. The Company may be special resolution reduce its share capital, any capital redemption serve fund or any shares premium account in any manner and which subject to, any incident authorised and consent required by law.

### **GENERAL MEETING:**

21. An ordinary general meeting of the company shall be held once in every calendar year at such time (not more than fifteen months after the holding of the last preceding ordinary general meeting) and place as the Board shall appoint. Each such meeting shall be specified as an ordinary general meeting in the notices calling it and shall be held in addition to any other general meeting in that year.
22. All general meetings other than ordinary general meetings shall be called extraordinary general meetings.
23. The Board of Directors may, whenever it thinks fit, convene an extraordinary general meeting, and an extraordinary general meeting shall also be convened on such requisition, or in default, may be convened by such requisition, or in default, may be convened by such requisitions, as provided by section 114 of the ordinance.

### **NOTICE GENERAL MEETING**

24. Every general meeting shall be called by twenty one days notice in writing at the least PROVIDED that a meeting of the Company shall notwithstanding that is called by shorter notice than specified in these articles, be deemed to have been duly called if it is so agreed by all the members entitled to attend and vote thereat.

### **PROCEEDINGS AT GENERAL MEETINGS**

25. All business shall be deemed special that is transacted at an extraordinary general meeting with the exception of declaring a dividend, the consideration of the Auditors and the appointment of, and the Board and of the Auditors and the fixing of the remuneration of the Auditors.
26. 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; save as herein otherwise provided, two members present in person or by proxy shall be a quorum.
27. 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 demanded or on the declaration of the result of the (show of hands) demanded by the Chairman or any member present in person or by proxy.

28. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place, or at which the Poll is demanded shall not have a second or casting vote.
29. Subject to the provision of the Ordinance, a resolution in writing signed by all the members for the time being entitled to receive notice of an to attend and vote at general meeting shall be as valid and effective as if the same had been passed at general meeting of Company duly convened and held, such resolution may be contained in one document or in several documents in like form each signed by one or more of the members of duly authorised presentative concerned.

### VOTE OF MEMBERS

30. Subject to any rights or restriction for the time being attached to any class or classes or shares, every member present in person or by shall on a show of hands have one vote and an poll have for each of which he is the holder.
31. No member shall be entitled to vote at any general meeting unless all calls on other sums presently by him respect of shares in share in the Company have been paid.
32. The instrument appointing a proxy shall be in writing under the field of the appointer  
A proxy need not be a member of the Company.
33. Until otherwise determined by the Company in general meeting the Directors shall not be less than two and not more than six.
34. The first Directors of the Company shall be:-
1. **RAINER LUKARAH**
  2. **MAGRET LUKARAH**
35. The remuneration of Directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The Directors may also be paid all travelling, hotel and returning from meetings of the Board of General meeting of the Company.

36. All cheques, promissory note, drafts, bills exchange other negotiable and transferable instruments and all receipts for money paid to the Company shall be signed, drawn accepted, endorsed or otherwise executed. As the case may be, in such manner as the Directors shall from time to time by resolution determine.
37. The Director shall cause minutes to be made in books provided for the purpose
- (a) of all appointments of officers made by the Directors.
  - (b) of the name of the Directors present at each meeting of the Directors.
  - © of all resolutions and proceedings at all meeting of the Company, and of the Directors, and committee of Directors.
38. The Directors on behalf of the Company may pay a gratuity of pension of allowance on retirement of Director who has held any other salaries office of place of profit with the Company or to his widow or dependants and may make contributions to any fund and pay premium for the purchase or provisions of any gratuity, pension or allowance.

#### **DISQUALIFICATION OF DIRECTORS**

- 39 The office of a Director shall be vacated if the Directors:
- (a) caused to a Director by virtue of section 142 of the Ordinance; or
  - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - © become prohibited from being a Director by reasons or any order made under section 213 or 269 (4) of the Ordinance; or
  - (d) become of unsound mind; or
  - (e) resigns his office by notice in writing to the Company.

#### **PROCEEDINGS OF THE BOARD OF DIRECTORS**

- 40 The Directors may meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit questions arising at any meeting shall be decided by a majority of votes. Every Director shall have one vote. In case of an equality of votes the Chairman shall have a second.

41. The continuing Directors may act notwithstanding any vacancy in their body, but if any so long as their number is reduced below the number fixed by or pursuant to the regulations of the Company as the necessary quorum of Directors the continuing Directors or Director to that number, or of summoning a general meeting of the Company, but for no other purpose.
42. The quorum for the transacting meetings of the Board of Directors
43. The Managing Director shall be Chairman of all meetings of the Board of Directors.
44. A resolution writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Board, such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors.

### **MANAGING DIRECTOR**

45. The Board of Directors shall appoint one of them to the office of Managing Director for such period and on such terms as they think fit and may revoke such appointment.
46. The Board of Directors may entrust to and confer upon a Managing Director any of the power exercisable by it upon such terms at such remuneration and upon conditions as it may think fit; and any Secretary so appointed may be removed by the Directors.
48. A provision of the Ordinance 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 a Director and as or in place of the Secretary.

### **THE SEAL**

45. The Director shall provide for the safe custody of the Seal. The Seal shall be used only by the authority of the Director and every instrument to which the Seal shall be affixed shall be signed by a Director and also by the Secretary.

### **DIVIDENDS AND RESERVES**

50. The Company general meeting may from time to time declare dividend, but no such dividend shall exceed the amount recommended by the directors.
51. The Directors may from time to time pay the member such interim dividends as appear to the Directors to be justified by the profits of the Company.

52. No dividend shall be paid otherwise than out of profits
53. The Directors may before recommending any dividend, set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall at the discretion of the Directors be applicable for any purpose, to which the profit of the Company may be properly applied, and pending such application may, at 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 any profit which they may think prudent not to divide.
54. The Director may deduct from dividend payable by any member all sums of money (if any) presently payable by them to the Company on account of calls or otherwise in relation to the shares of the company.
55. No dividend shall bear interest against the Company.

## **ACCOUNTS**

56. The Director shall cause proper books of accounts 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 a expenditure taken place
  - (b) all shares and purchase s of goods by the company and;
  - (c) the assets and liabilities of the Company. Proper books shall 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.
57. The books of account shall be kept at the Registered office or at such other place as the Directors think fit and shall always be upon it inspection by the other members
58. The Directors shall from time to time, in accordance with section 123 to 129 (both inclusive) of the Ordinance, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets group account (if any) and reports as are referred to it those sections.
59. Auditors shall be appointed and their duties regulated in accordance with section 123.133 and 134 of the Ordinance.

**Names, Postal Addresses and  
Description of Subscribers**

**Number of Shares Taken  
by each Subscriber**

**Signature of  
each subscriber**

1. Rainer Lukarah  
P.O. Box 98  
SUMBAWANGA  
RUKWA

80



2. Magret Lukarah  
P.O. Box 598  
SUMBAWANGA  
RUKWA

20



Dated at SUMBAWANGA this 21<sup>st</sup> day of May 1996

WITNESS TO THE ABOVE SIGNATURE

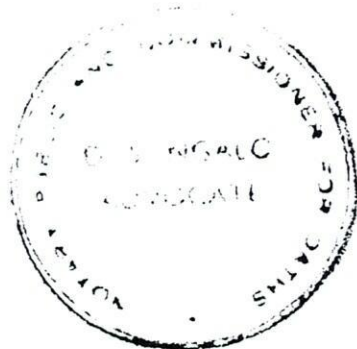
SIGNATURE: [Signature]

NAME: D. S. MALO

QUALIFICATION: [Blank]

DATE: [Blank]

D.S. Ngali  
P.O. Box 7254  
Dar es Salaam



Prepared by: RAINER LUKARAH  
P.O. BOX 598  
SUMBAWANGA  
RUKWA  
TANZANIA  
EAST AFRICA