

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

UZARAZE BRICKS CO. LIMITED

TANZANIA  
Stamp Duty Shs. 5000/-  
PAID ON ORIGINAL  
Registrar No. 2254/1531/02

TANZANIA  
Stamp Duty Shs. 5000/-  
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1. The name of the Company is "UZARAZE BRICKS CO. LIMITED"
2. The registered office of the Company will be situated in United Republic of Tanzania.
3. The objects for which the company is formed are:
  - (a) To carry on business as manufacturers, importers, exporters, wholesale and retail dealers of all types of building materials, galvanizing of all types of steel and iron, locks and keys, furniture makers, industrial and agricultural tools and equipment makers, electrical repairers, agents, dealers, retailers and wholesalers of textile and hardware merchants, all types of electrical and electronic equipment, machineries, all types of petroleum products, rubber products, farming and agricultural products.
  - (b) To carry on business as manufacturers, importers, wholesale and retail dealers of all types of plastic pipes and fittings, plastic products of all kinds and descriptions, electrical products and electrical accessories used in electrical installations including but not limited to cables, switches, lights, pvc boxes, covers, conduit pipes and trunkings.
  - (c) To carry on the business of manufacturers, principals or manufacturers' representatives, importers, exporters, buyers and sellers of industrial and agricultural machineries and spares, automobile spares, engines, iron bars steel ware, hardboards, road construction materials and other related products and building materials; and engage in the manufacturing, assembling, repairing and distribution of electrical appliances of all kinds and descriptions.
  - (d) To carry on business as manufacturers, importers, exporters, wholesale and retail dealers of all types of steel, iron, aluminium, copper, including all types of household utensils and general containers, iron bars, screws, guttering, wire nails, expanded metals, wire drawing, barbed wire, weld mesh, pipes and fittings, tubular pipes, welding rods, and all kinds of metallurgical products.

- e) To carry on business of glassware, crockery, cutlery, ready made garments, ironmongery, machinery turners, spare parts of every description and all other household fittings and requirements and articles and commodities of personal and household use and consumption, provision of optical, photographic and other instruments, apparatus, and generally in all manufactured goods of all types and merchandise of all types.
- f) To carry on business as motor garage proprietors, motor car and motor cycle manufacturers and dealers, motor car agents and motor engines, metal and alloys makers, painters and decorators of all kinds.
- g) To carry on the business of processing and bottling of pure drinking water; manufacturing aerated and mineral waters, cordials, syrups, beverages, ice and ice creams, juices and to establish in Tanzania and in any part of East Africa shops, refreshment rooms, depots and distribution network for the sale of the said products either in wholesale or retail.
- h) To carry on the business of planters, growers, cultivators, horticulturists, market gardeners, agriculturist, buyers, sellers, importers and exporters of every kind of agricultural products and other produce of the soil, to prepare, preserve, process, cure, blend, refine, treat and render marketable any such produce either in its prepared, manufactured, raw or other state and either to import or export by wholesale or retail.
- To carry on the business of fishing and marketing of all sea and lake products in international and local markets, fish merchants, fishing operations in the sea and fresh water and to process, buy and export all types of fish, shrimps, lobster, dried, smoked and salted fish, canned fish, fresh fish, sea shells and sea products and generally all types of marine products.
- To carry on business as transporters, road haulage specialists, container operators, freight chattering and general cargo dealers as well as conducting the business of clearing and forwarding agents, distributors, sales agents and dealers in heavy trucks, buses, lorries, tractors, caterpillars, cranes and all sorts of transportation equipment and appliances.
- To establish and carry on the business of motor vehicle and motor cycles assembling and reconditioning workshop and for that purpose import motor vehicles and motor cycles in completely knocked down form (CKD), fabrication of motor vehicle parts, manufacture of spare parts, industrial machinery spares, heavy duty equipment, reclaiming and reconditioning of any type of spare part.
- To carry on business as importers and exporters as sales agents and dealers in all kinds, makes and descriptions of motor vehicles including but not limited to saloon cars, four wheel drive vehicles, pick ups.

heavy duty trucks, buses, lorries, tractors, caterpillars, cranes and all sorts of transportation equipment, transporters, road haulage specialists, container operators, freight chatters and general cargo dealers as well as conducting the business of clearing and forwarding agents, and for that purpose acquire or lease bonded warehouses.

- (m) To carry on business as real estate developers, civil engineering contractors, building agency, mining support services, as well as to build and own commercial centres, apartments, hotels, lodgings, warehousing facilities, and to be dealers and distributors of construction materials, fertilizers and farming equipments.
- (n) To carry on the business of tour operators, tourist agents, car hire, reservations, photographic safaris, camping, hunting safaris, travel agents, road and marine transporters, self and chauffer-driven cabs
- (o) To purchase or otherwise acquire, explore, develop and work claims or mines, drill and sink shafts or wells and raise, pump, dig and quarry for gold, silver, mineral ores, diamonds, gemstones and precious stones, oil, petroleum, natural gas, coal, earth and other substances and generally to carry on business of mining and dealers in minerals of whatever description.
- (p) To carry out on business as mineral and gemstone prospectors, explorations, mining and miners, cutters, sorters, polishers, sellers and exporters of minerals and all types of mineral products as well as gold, diamond, tanzanite and all other gemstones
- (m) To manufacture, fabricate, forge maintain, agricultural articles or any other products in which agricultural parts, tools are incorporated, and to make moulds, dies, tool, media and machinery for the production of steel, plastic, porcelain, organic goods or otherwise.
- (n) To carry on all or any of the businesses of general engineering, contractors, civil engineers, site formation, plant layout advisers, contractors and consultants, either electrical, civil, mechanical, metallurgical, structural chemical, aeronautical, marine, or otherwise.
- (o). To develop, acquire, operate, lease, quarries, mines, mining rights, and mineral lands, timber, forestry estates, property and land of every description developed or intended to be developed for the production of raw materials, crops, animal products, or agricultural products anywhere throughout the whole world and any interest or concession therein and to explore, work, exercise develop and turn the same to account to build, sell, establish, maintain, operate, let, or own agricultural equipments, machinery, facilities, accessories, workshops and tools of all kinds.
- (p). To carry on the business of electro-platters, gold and silver plates, cutlery, bronzes, articles of virtue, objects of art and such other articles

and goods as the company may consider capable of being conveniently dealt with in relation to its business and to manufacture and to establish factories for manufacturing goods for the above.

- (q). To carry on the business of bureau de change operators, and deal in travellers cheques, credit card, smart cards, bank drafts and all commercial instruments of payments. To carry the business of travel agents, ticketing and booking agents, charter - flight travel contractors and engage in casino business including gambling, lotto and bingo booking.
- (r) To carry on the business of excavation, trackers, exhumers and finders of all types of antiques and antiquities and to process, buy, and sell, export and import, any type of antiques, antiquities, processed or unprocessed
- (s) To carry on the business of production and distribution of audiovisual materials, television and radio programmes; fiction, documentary and information films, videos and cinemas and engage in training, support and consultancy services to the film and television industry as a whole; and to manage and promote the business of media including but not limited to radio and television broadcasting, professional advertisement and act as advertisement and publicity agents of all kinds and descriptions.
- (t) To carry on business of music recording, audio plays, recording of live events, and audio engineering facilities
- (u) To carry on business as owner and manager of radio stations and television networks and programmes thereto related in the United Republic of Tanzania and elsewhere.
- (v) To carry on the business of electronic engineering, communication engineering, communication equipment including satellite communication, wireless loop, internet services and any other form of communication, navigation equipment engineering and data processing engineering and to offer to any person, firm or entity for consulting services relating to these business for fee.
- (w) To carry on the business of computer networks, sales of computers, consultancy, computer training, graphic, design, internet café, computer programming, photocopying (sales and repairs, faxing, note counting machines, stationeries, websites, telecommunication equipment, telephones, cellular phones, TV transmission equipment, transport automobiles, marine vessels, aircrafts, drilling and mining technologies and equipment, and agricultural and dairy equipment and all types of computer networks and related activities.
- (x) To carry on the business of manufacturers, designers, repairers, importers and exporters, buyers, sellers, hirers, renters, agents and

representatives for manufacturers of computer hardware and software units and systems of all types and descriptions

- (y) To establish, acquire, own and operate training centres and facilities for conducting computer and related training activities for remuneration, such activities including but not limited to the designing and conducting of general and customer-tailored courses in computer systems installations, computer software operations, operations, installations and operation of network systems of all types and descriptions
- (z) To carry on the business of importation, assembling, installation, marketing, training, repairing, supervising and managing payphones of all kinds and descriptions and establish support centres in particular.
- (aa) To carry on the business of importation, assembling, installations, repairing, distribute and supply equipment for routing of telephone calls to the cheapest network, otherwise known as Least Cost Routing, and supervise, manage and market the least cost telephone routing business as well as providing on the job training and establishing training centres for the same.
  - (bb) To carry on business as importers, dealers, sellers, distributors and suppliers of telephones, cellular phones office equipment and similar electronic products; and parts for telephone, cellular phone, office equipment and similar electronic products, and to carry out repairs and services for such products.
- (bb) To carry on the business of or art printers, colour printers, copper plate printers, lithographic printers, offset printers, photographers, artists, designers, and draughtsman and as roll-form and automatic printers, cheque printers, trade printers and of printers generally and graphics and silk screen of all types of newspaper, magazine, periodical and journal proprietors, press agents, news agents, journalists, literacy, dramatic and music critics.
- (cc) To carry on the business of bulk petroleum products stores, suppliers of petroleum and oil products; to build, own and operate petrol stations, motor vehicles service stations and garages as well as to own land, oil wells, refineries, mines, mining and drilling rights and concessions, minerals, ores and attendant rights.
- (ee) To manufacture, build, buy, sell and deal in goods, wares, tools and merchandise of every nature, kind and description whatsoever.
- (dd) To develop the resources and turn to account the lands, buildings and rights for the time being of the company in such manner as the company may think fit and may divide the land of the company into smallholdings.

- (ee) To carry on any other business (whether manufacturing or otherwise) 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 company's property or rights.
- (ff) To acquire and undertake the whole, or any part of the business property and liabilities of any person or company carrying on any business which the company is authorised to carry on, or possessed of property suitable for the purposes of the company.
- (gg) To apply for, purchase or otherwise acquire, any patents brevets d'invention, licences, concessions and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to an invention which may seem capable of being used for any of the purposes of the company or the acquisition of which may seem calculated directly or indirectly to benefit the company, and to use, exercise, develop, grant licenses in respect of, or otherwise turn to account, the property, rights or information so acquired.
- (hh) To enter into partnership or into any arrangement for sharing profits, union or interests, co-operation, joint venture, reciprocal concession or otherwise, with any person or company carrying on or engage in any business or transaction which this 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 this company.
- (ii) To guarantee the repayment of money by and the contracts of, or otherwise assist, any person, firm or company, and to take or otherwise acquire shares and securities of any such company and to sell, hold, reissue, with or without guarantee, or otherwise deal with the same,
- (jj) To take, or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this company, or any business capable of being conducted so as directly or indirectly to benefit this company.
- (kk) To enter into any arrangements with any Governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the company's objects or any of them, and to obtain from any such Government or authority, any rights, privileges and concessions which the company may think it is desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (ll) To promote any company or companies for the purpose of 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 this company.

- (mm) To invest the money of the company not immediately required in such manner as may from time to time be determined.
- (nn) To lend money to such persons or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the company, or contracts by any persons, firms or companies.
- (oo) To borrow or raise or secure the payment of money in such manner as the company shall think fit, and in particular by the by mortgaging Company property or issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the company's property (both present and future) including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (pp) To amalgamate with any other company having objects altogether or in part similar to those of the company.
- (qq) To remunerate any person or company for services rendered or to be rendered, in placing or assisting to place or guaranteeing and placing of any of the shares in the company's capital or any debenture stock or other securities of the company, or in or about the formation or promotion of the company or the conduct of its business.
- (rr) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (ss) To sell or dispose of the undertaking 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.
- (tt) To obtain any provisions order, Ordinance or Act of Parliament for enabling the company to carry on any of its objects into effect or for effecting any modification of the company's constitution, or for any proceedings or applications which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the company's interest.
- (uu) To distribute any of the property of the company among the members in specie.
- (vv) To do all or any of the above things in any part of the world and as principals, managing agents, agents, contractors, trustees, or otherwise, and by or through trustees, managing agents, or otherwise, and either alone or in conjunction with others.
- (ww) To do all such other things as are incidental or conducive to the attainment of the above objects.

And it is hereby declared that "company" in this clause, except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and wherever formed, incorporated, domiciled or resident.

"Person" shall include any company as well as any other legal or natural person,

"Securities" shall include any fully, partly or nil paid or no par value share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation,

"And" and "or" shall mean "and/or" where the context so permits,





"Other" and "otherwise" shall not be construed *ejusdem generis* where a wider construction is possible.

The objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company or the nature of any business carried on by the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraph defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited.
5. The share capital of the company is Tshs 200,000,000/= (Shillings Two Hundred Million) divided into 1,000 (one thousand) shares of Tshs 200,000/= (two hundred thousand) each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of the Memorandum of Association, and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.

Memorandum and Articles of Association of Uzaraze Bricks Co. Limited

S/No:	Name, Postal Address and Occupation of Subscribers	Number of Shares Taken by Each Subscriber	Signature and Seal/Rubber Stamp of Subscribers
1.	Peter Claver Mpagazehe (Import & Export Trade) P.O. Box 8587 Dar es Salaam	400	
2.	Moise Umukunzi (Fishing Business) P.O. Box 8587 Dar es Salaam	150	
3.	Marie Claire Ingabire (Retail Trade) P.O. Box 8587 Dar es Salaam	150	
4.	Gonzague Nshimiyimana (General Supplies Trade) P.O. Box 8587 Dar es Salaam	150	
5.	Rachel Mutuyimana (Retail Trade) P.O. Box 8587 Dar es Salaam	150	Mutuyimana

Dated this 3rd day of April 2006.

WITNESS to the above Signatures:-

Signature: Chwalesye

Postal Address: P.O. Box 7247

Qualification: Advocate



TANZANIA  
Stamp Duty  
Stamp No. 2259/03/04/08  
Stamp Duty Office

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**THE COMPANIES ACT 2002**  
**COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**UZARAZE BRICKS CO. LIMITED**

1. Subject as hereinafter provided the Regulations contained in Part I of Table "A" in the COMPANIES ACT, Act No. 12 of 2002 (which shall be referred hereinafter as the Act) shall not apply to the Company save for Regulation 22.

**INTERPRETATION**

2. In these Articles unless the context otherwise requires:
  - (a) "Articles" means these Articles of Association of UZARAZE BRICKS CO. LIMITED
  - (b) "Board" means the board of Directors of the Company or the Directors present at a duly convened meeting of Directors at which a quorum has been attained.
  - (c) "Company" shall mean UZARAZE BRICKS CO. LIMITED
  - (d) "Clear days" in relation to the period of a notice means that a period excluding the day when the notice is given or deemed to be and the day for which is given or which it is to take effect.
  - (e) "Directors" shall mean the Directors for the time being of the Company or if there only be one Director then such one Director.
  - (f) "Member" shall mean a registered shareholder in the Company.
  - (f) "Month shall mean a calendar month.
  - (g) "Office" shall mean the registered office of the Company.
  - (h) "The Ordinance" shall mean the COMPANIES ACT (ACT NO. 12 OF 2002) or any statutory enactment or modification thereof for the time being in force, and reference to any section or provisions of the Ordinance shall include reference to any statutory re-enactment or modification of such section or provision for the time being in force;
  - (i) "The Seal" shall mean the Common Seal of the Company;
  - (j) "The Board" shall mean the Board of Directors of the Company

- (k) "Secretary" shall mean any person appointed to perform the duties of Secretary of the Company.
- (l) "In writing" or "written" shall include printing and lithography and any other mode or modes of representing or producing words in a visible form.
- (m) "Office" shall mean the registered office of the Company
- (n) Words importing any gender include other genders and words in the singular include the plural, and vice versa, and words importing a person shall include a body corporate.

### PRIVATE COMPANY

- 3. The Company has been formed as a private company, and accordingly:-
  - (a) The number of members of the company (not including persons who are in the employment of the Company, and persons, who having been formerly in the employment of the Company were while in such employment and have continued after the determination of 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 jointly they shall for the purpose of this Article be treated as a single member;
  - (b) Any invitation to the public to subscribe for any shares or debentures of the company is prohibited;
- 4. The right to transfer shares is restricted in the manner hereinafter provided in these articles.

### SHARES

- 5. The Share capital of the Company is Shillings Two Hundred Million (200,000,000/=) divided into One Thousand (1,000) shares of Shillings Two Hundred Thousand (200,000/=) each with such 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 for the time being be provided by the regulations of the Company.
- 6. Subject to the provisions, if any, in that behalf of the Memorandum of Association, and without prejudice to any special rights previously conferred on the holders of existing shares, any share may be issued with such preferred, deferred or other special rights or such restriction, whether in regard to dividend, voting, return of share capital or otherwise, as the Company may from time to time by special resolution determine, and any preference share may, with the sanction of a special resolution, be issued on the terms that it is, or at the option of the Company is liable to be redeemed.

7. The instrument of transfer of any share shall be executed by or on behalf of the transferor and 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.
8. Subject to such restriction in these regulations as may be applicable, any member may transfer all or any of his shares by instrument in writing in any usual or common or any other form which the Directors may approve, provided that the members of the company then present shall have the right of pre-emption in transfer by purchase.
9. The Directors may decline to register the transfer of a share to a person of whom they shall not approve, and they may also decline to register the transfer of a share on which the company has a lien.
10. If the Directors refuse to register a transfer they shall within two months after the date of which the transfer was lodged with the Company send to the transferee notice of the refusal.

#### **TRANSMISSION OF SHARES**

11. In the case of death of a member the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognised by the Company as having title to his interest in the shares but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which he has been jointly held by him with other persons.
12. Any persons becoming entitled to a share in the consequence of death or bankruptcy of a member may upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as a transferee thereof, but the Directors will, in either case, have the same right to decline or suspend registration as they would have in the case of a transfer of the share by that member before his death or bankruptcy.

#### **ALTERATION OF CAPITAL**

13. The Company may from time to time by ordinary resolution increase the share capital by such sum to be divided into shares of such amount, as the resolution shall prescribe but such increase in value of the shares shall not affect the number of shares initially taken up by the subscribers to the Memorandum of the Company.
14. The Company may by ordinary resolution:

Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

Sub-divide existing shares, or any of them into shares of smaller amount than is fixed by the Memorandum of Association.

### **GENERAL MEETINGS**

15. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year, and shall specify the meeting as such in the notice calling it and not more than fifteen months shall elapse between the date of one annual general meeting and that of the next. Provided that so long as the company hold it's first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of incorporation or in the following year. The annual general meeting shall be held at such time and place, as the Directors shall appoint.
16. All general meetings other than annual general meetings shall be called extraordinary general meetings.
17. The Directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall be convened on such requisition, as provided for in the Ordinance.
18. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty one days' notice in writing at the least, and a meeting or a meeting for the passing of an ordinary resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day for which it is given, and shall be given, in a manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in a general meeting, to such other persons as are, under the regulations of the company, entitled to receive such notices from the company.

### **PROCEEDINGS AT GENERAL MEETINGS**

19. All business shall be deemed special that is transacted at an annual general meeting and also that is transacted at any general meeting, with the exception of declaring a dividend, the consideration of accounts, balance sheets and the reports of the Directors and auditors, the election of Directors in the place of those retiring and the appointment of, and fixing, the remuneration of the auditors.
20. Two members, either present in person or by proxy shall constitute a quorum.

21. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon requisition of members shall be dissolved, in any case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine.
22. The Chairman, if any, of the board of Directors shall preside as chairman of every general meeting of the company, or if there is no such chairman or if he shall not be present within fifteen minutes after the time appointed for the holding of the general meeting or is unwilling to act the Directors present shall elect one of their member to be chairman of the meeting.

### **DIRECTORS**

23. Unless determined by the Company in general meeting the Directors shall not be less than two and not more than ten in number.
24. The following persons shall be first Directors to the Company:-
  1. Peter Claver Mpagazehe
  2. Moise Umukunzi
  3. Marie Claire Ingabire
  4. Gonzague Nshimiyimana
  5. Rachel Mutuyimana
25. The shareholding qualifications for Directors may be fixed by the Company in general meeting and unless and until so fixed no qualification shall be required.
26. The quorum of Directors, for transacting business shall unless otherwise fixed, by Directors, be three.
27. A resolution in writing signed by all Directors then in Tanzania shall be valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
28. The Directors may from time to time borrow; raise moneys for the purpose of the Company, which may exceed the issued share capital of the Company.

### **BORROWING POWERS**

29. The Directors may exercise all powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital or 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.

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

30. 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 such powers of the Company as are not by the Ordinance, or by these regulations, required to be exercised by the Company in general meeting; subject nevertheless, to any of these regulations, to the provisions of the Ordinance and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
31. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purpose and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Directors under these regulations) and for such period and subject to such conditions as they may think fit.

### **DISQUALIFICATION OF DIRECTORS**

32. The office of director shall be vacated if the director:
  - (a) resigns;
  - (b) becomes of unsound mind
  - (c) becomes prohibited from being a director by reason of any Court Order;
  - (d) dies;
  - (e) in case of a life director, ceases to be a member of the Company;
  - (f) is voted out of office by an ordinary resolution in General Meeting;
  - (g) is prohibited from acting as a director by the provisions of the Ordinance.

### **MANAGING DIRECTOR**

33. The Directors may from time to time appoint a Managing Director who may not necessarily be out of their body for such a period and on such terms as they think fit, and subject to the terms of agreement entered into any such particular case, may revoke such an appointment.

34. A Managing Director shall receive such remuneration as the Directors may determine.

#### SECRETARY

35. The Directors shall appoint a Secretary of the Company on such terms, at such remuneration and upon such conditions, as they may think fit; and they may remove the Secretary appointed.

#### THE SEAL

36. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument shall be countersigned by the Secretary or by a second director or by some other person appointed by the Directors for the purpose.

#### ACCOUNTS

37. The Directors shall cause true accounts to be kept: of the assets and liabilities of the Company; of all sums of money received and expended by the Company and the manner in respect of which receipts and expenditures take place. The books of accounts shall be always open for the inspection of the Directors and shall be kept at a place decided by the Directors.
38. The Directors shall from time to time determine whether in any particular case or cases or generally and to what extent and at what time and place and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of the members and no member (not being a director) shall have any right of inspecting any book or documents of the Company except as conferred by statute or authorised by the Directors.

#### AUDIT

39. Once at least in every year the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by an auditor.
40. The Directors shall appoint the first auditor who will hold office until the first annual general meeting.
41. The Directors may fill up any casual vacancy in the office of auditor.

42. The remuneration of the auditor shall be fixed by the Company in general meeting; except that the remuneration of any auditor appointed by the Directors may be fixed by the Directors.

### CAPITALISATION OF PROFITS

43. The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable 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 accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions on condition that the same shall not be paid in cash but be applied either in or toward paying up any amounts for the time being unpaid or any shares held by such members respectively.

### NOTICES

44. A notice may be given by the Company to any member either personally or by sending it by post to him at his registered address, and/or if he has no registered address, to his last known address, if any, supplied by him or her to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to have been effective if the notice was posted.
45. Notice of every general meeting shall be given in any manner herein before authorised to every member at his or her registered address or last known address.
46. Every person upon whom the ownership of a share devolves by reason of his being a legal personal representative of a trustee or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and the auditor for the time being of the Company.

### WINDING UP

47. If the Company shall be wound up the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Ordinance, divide amongst the members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may for such purposes set such value as he 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 trusts for the

benefits of the contributors as the liquidator, with the life sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities where there is any liability.

#### INDEMNITY

48. Every Director, Managing Director, Agent, Auditor, Secretary, and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending 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 the COMPANIES ACT in which relief is granted to him by the Court.





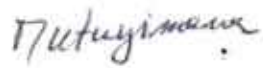
#### ALTERATIONS OR ADDITIONS

49. Subject to the provisions of the Ordinance and to those contained in the Memorandum of Association, the Company may by special resolution make alterations or additions to the Articles of Association and any such alterations or additions as made shall be as valid and effectual as if originally contained in these Articles and be subject in like manner to alteration by Special Resolution.

#### ARBITRATION

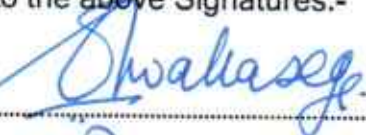
50. If and whenever any dispute or difference shall arise between the Company and any of the members of their respective representative touching upon the construction or meaning of any of the Articles herein contained or any act, matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising there under or arising out of the relation existing between the parties by reason of these Articles or the Ordinance such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three (3) arbitrators, one to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree within thirty (30) days the procedure laid down in the Arbitration Ordinance Cap 15 or any enactment replacing the Arbitration Ordinance.

Memorandum and Articles of Association of Uzaraze Bricks Co. Limited

S/No:	Name, Postal Address and Occupation of Subscribers	Number of Shares Taken by Each Subscriber	Signature and Seal/Rubber Stamp of Subscribers
1.	Peter Claver Mpagazehe (Import & Export Trade) P.O. Box 8587 Dar es Salaam	400	
2.	Moise Umukunzi (Fishing Business) P.O. Box 8587 Dar es Salaam	150	
3.	Marie Claire Ingabire (Retail Trade) P.O. Box 8587 Dar es Salaam	150	
4.	Gonzague Nshimiyimana (General Supplies Trade) P.O. Box 8587 Dar es Salaam	150	
5.	Rachel Mutuyimana (Retail Trade) P.O. Box 8587 Dar es Salaam	150	

Dated this 3rd day of April, 2006.

WITNESS to the above Signatures:-

Signature: 

Postal Address: P.O. Box 7247

Qualification: Advocate

