

THE COMPANIES ACT, 2002  
COMPANY LIMITED BY SHARES

MEMORANDUM  
&  
ARTICLES OF ASSOCIATION

OF

**SMALL LUXUARY CAMPS  
LIMITED**

Drawn by:

Mehboob Sadiq

Promoter,

P.O. Box 822,

Moshi,

Tanzania.

TANZANIA  
Stamp Duty Sins. 500/=

PAYED ON ORIGINAL  
Stamp Duty Sins. 69,859 of 04/01/16

Receipt No. 1859 of 04/01/16

Stamp Duty Officer

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDAM OF ASSOCIATION

OF

**SMALL LUXUARY CAMPS LIMITED.**

TANZANIA  
Stamp Duty Sins. 2500/=

PAYED ON ORIGINAL  
Stamp Duty Sins. 69,859 of 04/01/16

Receipt No. 1859 of 04/01/16

Asst. Registrar of Companies

1. The name of the company is **SMALL LUXUARY CAMPS LIMITED**
2. The registered office of the company will be situated in the United Republic of Tanzania.
3. The object for which Company is established are:
  - a. To carry on business as general commercial company
    - a.1. To carry any trade or business what so ever;
    - a.2. The Company has power to do all such things as are incidental or conducive to the carrying on of any trade or business.
  - b. To engage in and carry out the business of proprietors and managers of hotels, restaurants, lodge, bar, pub, motels, road houses, safari and holiday camps, caravan sites, guest houses, apartment housekeepers, hostel, 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 to industrial and business concerns.
  - c. To carry on business as safari and photographic outfitters and to equip, organize and arrange photographic, hunting, cinematic, exploration and cinematographic expeditions and generally organize and provide facilities for tourist safari adventures of every kind including but to game, fishing, river canoeing, and other safaris and expeditions of every description, photographers, suppliers and caterers for hunting, fishing, photographic, sight seeing and other expeditions whatsoever.

- i. To carry on any Business of tourism, engineering, consulting, designing and act as commissioner agents or any description of tourist agency, tour operators' and deal in property and goods, products, articles and merchandise of all kinds. And further to transact any and every description of agency; commissioner; distribution; marketing; bargaining; diplomatic; dual; foreign; general; managerial; mercantile; sub agents; either exclusive or co-agent for such issues and concerns, for its own operations or operation of any other company; local or foreign; parasternal organization; central government; municipal authorities; rural authorities; foreign governments or authorities or corporations.
- j. To carry on and transact any other business and operations, commercial, manufacturing, financial, agricultural or otherwise which the Company may think directly or indirectly conducive to any of its objects or capable of being conveniently carried out or in connection therewith or calculated, directly, or indirectly, to enhance the value of or render profitable any of the Company's property or rights.
- k. To acquire the rights in timber trees and to acquire land whereon timber is growing or in land suitable for the growing of timber. To carry on the business of saw mills and the preparation of timber for the market and manufacturing of and dealing in all articles made of or principally made of wood.
- l. To carry on the business of importers, exporters, buying, selling, dealers in

- p. To carry on the business of setting up and establishing a distribution network in Tanzania but not limited to Tanzania for fire and security equipment.
- q. To carry on any business of engineering, consulting, maintaining and act as commission agents or any description of fire and security equipment. Any further to transact any and every description of agency, commission, distribution, marketing, bargaining, diplomatic, dual, foreign, managerial, mercantile, subagents, either exclusively or as co-agent for such issues and concerns, for its own operations or operation of any other company, local or foreign, parastatal organizations, central government, municipal authorities, rural authorities, foreign governments or authorities or corporations.
- r. To carry on the business of promote, acquire, establish and deal in any business relating to wholesale and retail merchants, importers, exporters and manufacturers of fire and security equipment And deal as contractors in any business related thereto.
- s. To carry on any business which may seems to the company capable of being conveniently carried on in connection with any of the business of the company or calculated directly or indirectly to enhance the value of or render profitable any of the company right.
- t. To acquire and undertake the whole or any part of the business property and liabilities of any persons, firm or company carrying on any business which the company is authorized to carry on, or posse's property suitable for the purpose of this company.
- u. To invest and deal with money of the company not immediately required upon each security and in such manner as may from time to time be determined.
- v. To purchase, lease, or otherwise acquire. And to hold, sell, improve, develop, exchange, mortgage or otherwise dispose of any lands, buildings, machinery or plants, mills, factories, warehouses, or any hereditament.
- w. To adopt such means of making known the products of the company as may seems expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works, art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations

- x. To apply for & take out, purchase or otherwise acquire designs, trademarks, patent rights or invention copyrights for medicines, medical preparations, medical & laboratory equipments & other similar items.
- y. To educate disadvantaged persons young and old in receiving appropriate medical care and health services.
- z. To educate the general public through publications brought out in the media from time to time on preventive methods to be employed while administering first aid and medical services.
- aa. To address national and institutional stakeholders of society to promote awareness of the advantages of first aid and medical measures in saving human lives.
- bb. Facilitating the channeling of funds to projects through the provision of grant managing services to the donor community.
- cc. To facilitate the building of a stronger, healthier manpower base with the capacity for long – term sustainability through partnership programs aimed at enhancing healthier living through education on first aid awareness.
- dd. To acquire by purchase exchange or otherwise, either in

gg. To borrow or raise or secure the payment of money by bank overdrafts, by mortgage, or by the issue, perpetual or otherwise, or in such other manner as the company's property or assets, presents and future, collaterally or further to secure any securities of the company by a trust deed or other assurance.

hh. To do all such things as are incidental or conducive to the attainment of the above projects or any of them or which may be

nn. To carry on any business of tourism, engineering, consulting, designing and act as commissioner agents or any description of tourist agency, tour operators' and deal in property and goods, products, articles and merchandise of all kinds. And further to transact any and every description of agency; commissioner; distribution; marketing; bargaining; diplomatic; dual; foreign; general; managerial; mercantile; sub-agents; either

- uu. To carry on any business of tourism, engineering, consulting, designing and act as commissioner agents or any description of tourist agency, tour operators' and deal in property and goods, products, articles and merchandise of all kinds. And further to transact any and every description of agency; commissioner; distribution; marketing; bargaining; diplomatic; dual; foreign; general; managerial; mercantile; sub agents; either exclusive or co-agent for such issues and concerns, for its own operations or operation of any other company; local or foreign; parastatal organisation; central government; municipal authorities; rural authorities; foreign governments or authorities or corporations.
- vv. To carry on any business which may seem to the company capable of being conveniently carried on in connection with any of the business of the company or calculated directly or indirectly to enhance the value of or render profitable any of the company right.
- ww. To acquire and undertake the whole or any part of the business property and liabilities of any persons, firm or company carrying on any business which the company is authorized to carry on, or possess property suitable for the purpose of this company.
- xx. To invest and deal with money of the company not immediately required upon each security and in such manner as may from time to time be determined.
- yy. To purchase, lease, or otherwise acquire. And to hold, sell, improve, develop, exchange, mortgage or otherwise dispose of any lands, buildings, machinery or plants, mills, factories, warehouses, or any hereditament.
- zz. To adopt such means of making known the products of the company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works, art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
- aaa. To promote the innovation and development of alternate medical treatments and new medications.
- bbb. To apply for & take out, purchase or otherwise acquire designs, trademarks, patent rights or invention copyrights for medicines, medical preparations, medical & laboratory equipments & other similar items.
- ccc. To carry on all or any of the business of medical, dental, laboratory, specialized clinical & poly clinical services, chemists, druggists and allied products.

- ddd. To offer and render laboratory tests & analysis specialized laboratory tests & all such allied tests.
- eee. To acquire, take over, produce, engage in and carry on the business manufacturing and packaging of medicated ointments, pharmaceutical products, insecticides, patented medicines, veterinary and other allied products.
- fff. To enter into any arrangements with any Government or authorities (Supreme, municipal, local or otherwise) or any corporation, companies or person having objects that may seem conducive to the company's objects or any of them, and to obtain from any such Government, authority, corporation, company or person, any characters, contracts, decrees, rights, privileges and concessions with the contract, decrees, right, privileges and concession.
- ggg. To enter into (partnership or into) any arrangements for sharing profits, union or interests, co-operation, joint venture, reciprocal, concession, or otherwise with any persons, firm or company carrying on or engaged in or about to carry on in any business or transaction which this company is authorized to carry on, or engaged in or any business or transaction capable of being conducted so as directly or in directly to benefit this company. And to lend money to guarantee the contacts of or otherwise assist, any such shares and securities of such company, and to sell, hold reissue with or without guarantee, or otherwise, deal with the same.
- hhh. to promote any other company for the purpose of acquiring all or any of the property, and undertaking, or any of the liabilities of this company, of undertaking any business or operation which may appear likely to assist or benefit this company, or to enhance the value of the property or business of this company and to place or guarantee the placing of, underwrite, subscribe for otherwise acquire all or any part of the shares or securities of each company as aforesaid.
- iii. To lend and advance money or give credit to such persons, firm or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the company, and to give guarantee to become surely for the due payment of money for the performance of any obligation or liabilities.
- jjj. To receive money or deposit or loan and borrow or raise money in such manner as the company shall think fit, and in particular by the issue of

debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon all or any of the property or assets of the company (both present and 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 other person or company of any obligation under taken by the company or any other person or company as the case may be.

- kkk. To establish and support or aid in the establishment and support association, institutions, funds, trusts, and clubs call benefit the employees or ex – employees of the company, or any of its predecessors in business, or of any company which is subsidiary company of the company or dependants or connections of such persons, and to grant or provide pensions and allowances to make or enter or other benefits to or for any Directors or employees of the company or any such predecessor such company as aforesaid, or the relations, connections or dependants of any such persons, to pay or contribute toward the payment of premiums in respect of any such policies, pensions or benefits, to establish or support funds, trust and scheme (including funds, trusts, and scheme providing for payment towards insurance) which may be considered calculated to promote such persons or benefits.
- lll. To sell or otherwise dispose of the whole or any part of the business or property of the company, either together or in portions, for such consideration as the company thinks fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- mmm. To purchase or otherwise acquire letters, patent, brevets, invention, concession, licences, right and privileges, subject to royalty or otherwise, and whether exclusive or non-exclusive or limited, or any part interest in such letters, patent, brevet, invention, concessions, licences, right and privileges, whether in East Africa or in any other part of the world.
- nnn. To make information, management, supervision or control of the business or operations of any company and for that purpose to act as Directors, Engineers, Consultants, Administrators, Managers, secretaries or any other capacity and to appoint and remunerate any directors, administrators, managers, accountants or other experts or agents.
- ooo. To produce the registration of the company in, or under, the laws of any place outside Tanzania.
- ppp. To purchase, sell, subscribe for underwrite, or otherwise acquire and hold shares, stocks or other interest in, or obligations of any other company.

qqq. To distribute among the members of the company in any kind and property of the company, and in particular any shares or securities of other companies belonging to this company.

rrr. To act as agents or brokers and as trustees for any person or company and undertake and perform subcontracts and to do all or any of the above business in any part of the world, and either as principal, agent, trustee, contractors, or otherwise, and either alone or jointly with other and either by through agents, sub-contractors, trustees or otherwise.

sss. To do all other things as the company believes to be incidental to or conducive to attain of all or any of the above objects.

The income and property of the Company however derived or obtained shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members.

Nothing in this clause shall prevent:

- I. The payment of reasonable and proper remuneration to any officer or servant of the Company;
- II. The payment of interest, at a rate not exceeding the rate for the time being charged by bankers in Tanzania for overdrawn accounts, on any money loaned to the Company by any member.

This institution is of public character established solely for the purpose of relief of the poverty, or for the advancement of education in accordance with section 64 (8) of the Income Tax Act, No. 11 of 2004 and section 10 of the VAT Act, No 24 of 1997.

The income and property of the company whensoever shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, gift, division, bonus, or otherwise howsoever by way of profit, to the members of the Company.



**PROVIDED** that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer including but not limited to any full-time Director or servant of the Company, or to any member of the Company, in return for any services actually rendered to the Company, nor prevent the payment of interest at a rate not

exceeding current bank rate on money lent, or reasonable and proper rent for premises demised or let by any member to the Company.

**AND PROVIDED** that nothing herein before contained shall prevent any payment to any company of which a member of the Board of Directors may be a member or shareholder for services rendered.

4. The liability of the members is Limited.
5. The initial capital of the company is **10,000,000/=** (i.e. Ten million only), divided into **1,000** shares of **10,000/=** (i.e. Ten thousand only) each and the company shall have the power to divide the original or any increase capital into several classes and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restriction or conditions.

We the several persons whose names and addresses a 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 opposite our respective names.

NAMES, ADDRESSES & DESCRIPTION OF SUBSCRIBERS	No. OF SHARES TAKEN	SIGNATURE
<b>MIGUEL VAN HOOF</b> <b>KLEINE MEYELSTRAAT 28</b> <b>2550 KONTICH, BELGIUM</b>	<b>NINE HUNDRED AND FIFTY</b>	
<b>SANDRA VAN ROY</b> <b>KLEINE MEYLSTRAAT 28</b> <b>2550 KONTICH, BELGIUM</b>	<b>FIVE</b>	

Dated at ARUSHA this 26<sup>th</sup> Day of Sept 2016

Witness to the above signatures:

FULL NAME: MEHBOOB M. SADIQ

SIGNATURE: 

POSTAL ADDRESS: P.O. Box 822 MOSHI

QUALIFICATION: AUDITOR



TANZANIA  
Stamp Duty Shs. 500/= PAID  
ORIGINAL  
69859 of 04/10/16  
Receipt No. [Signature]  
Starry Duty Officer

THE COMPANY ACTS NO 12,2002  
COMPANY LIMITED BY SHARES  
ARTICLE OF ASSOCIATION  
OF  
SMALL LUXUARY CAMPS LIMITED

TANZANIA  
Stamp Duty Shs. 3500/= PAID  
69859 of 04/10/16  
Receipt No. [Signature]  
Asst. Registrar of Companies

1. The regulations in Table "C" in the First Schedule to the Companies Act, 2002 shall not apply to the Company, save where and in so far as they, are repeated or contained in these presents, and in case of conflict these presents shall prevail and apply to the company.
2. In these presents, if not inconsistent with the subject or context, the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite them respectively in the second column thereof.

<b>WORDS</b>	<b>MEANINGS</b>
The Act	The Companies Act No. 12 of 2002.
The Company	<b>SMALL LUXUARY CAMPS LIMITED</b>
These Presents	These Articles of Association, as now framed, or as from time to time altered by Special Resolution.
The Article	The Articles of the Company.
Office	The Registered Office of the Company.
Seal	The common Seal of the Company.
Month	Calendar month
Year	Calendar year
Clear Days	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which is to take effect;

Writing	Unless the contrary intention appears, "writing" shall be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.
United Republic	United Republic of Tanzania including its territorial waters.
Secretary	any person appointed to perform the duties of the Secretary of the Company.

3. Expression referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photograph, and other modes of representing or reproducing words in a visible form.
4. Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the company.

#### MEMBERS

5. The number of members with which the company proposes to be registered is **TWO** but the Directors may from time to time register an increase of members.
6. The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be members of the company.

#### GENERAL MEETINGS

7. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in notice call 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:  
Provided that so long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place, as the Directors shall appoint.
8. All general meetings other than annual general meetings shall be called extraordinary general meetings.

9. The Directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitions, as provided by section 133 of the Act. 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.

#### NOTICE OF GENERAL MEETINGS

10. Every general meeting shall be called by twenty-one clear days notice in writing at the least. The notice shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business:
  - a. Provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it so agreed.
  - b. In the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
  - c. In the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five percent of the total voting rights at that meeting of all the members.
11. Subject to the provisions of the articles, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the Directors and auditors. The accidental omission to give notice of a meeting to, or the non receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## PROCEEDINGS AT GENERAL MEETINGS

12. All business shall be deemed special that is transacted at any extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and auditors, the election in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.
13. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; two persons, entitled to vote on the business to be transacted, each being a member or a proxy for a member or a duly authorized representative of a corporation, shall be a quorum.
14. If within half an hour from the time appointed for the meeting a quorum is not present, or if during the course of a meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Directors may determine.
15. The chairman, if any, of the board of Directors or in his absence some other Director nominated by the Directors shall preside as chairman of the general meeting, but if neither the chairman nor such other Director (if any) be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the Directors present shall elect one of their number to be chairman of the meeting and, if there is only one Director present and willing to act, he shall be chairman.
16. If at any meeting no Director is willing to act as chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be a chairman of the meeting.
17. The chairman 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 which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice of the adjourned meeting shall be given specifying the time and place of the meeting and the general nature of the business to be transacted. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

18. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands demanded-

- a. By the chairman; or
- b. By at least (three) members present in person or by proxy; or
- c. By any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to the effect in the book containing the minutes of proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may, before the poll is taken, be withdrawn.

19. Except as provided in article 21, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
20. In the case of an equality of votes whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to second or casting vote.
21. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time as the chairman of the meeting directs, and any business other than upon which a poll has been demanded may be proceeded with pending taking of the poll.
22. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall have effect as if it had been passed at a general meeting duly convened and held, and may consist of several instruments in the like form from each executed by or on behalf of one or more member.

## VOTE OF MEMBERS

23. Every member shall have one vote.
24. A member in respect of whose estate a manager has been appointed under section 26 of the Mental Diseases Ordinance, may vote, whether on a show of hands or on a poll, by his said manager, and any such manager may, on a poll, vote by proxy.
25. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.
26. On a poll votes may be given either personally or by proxy.
27. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.
28. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarialy certified copy of that power or authority shall be deposited at the registered office of the company or at such other place within the Territory as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting of adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
29. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding poll.
30. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy, or by the duly authorized representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at its registered office (or at such other place at which the instrument of proxy was duly deposited) before the commencement of the meeting or adjourned meeting at which the proxy is used.

## **CORPORATIONS ACTING BY REPRESENTATION AT MEETINGS**

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

## **DIRECTORS**

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

- a. **MIGUEL VAN HOOF**
- b. **MARIA CHARLOTTE LAWSON**

33. The remuneration of the 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 shall also be paid all traveling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the company or in connection with the business of the company.

## **BORROWING POWERS**

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

## POWERS AND DUTIES OF DIRECTORS

35. Subject to the provisions of the Act, the Memorandum and the Articles of Association and to any directions given by special resolution, the business of the company shall be managed by the Directors, who may exercise all the powers of the Company. No alteration of the memorandum or articles and no such directions shall invalidate any prior act of the Directors, which would otherwise have been valid. The powers given by this article shall not be limited by any special power given to the Directors by the articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.
36. The Directors may by power of attorney appoint any person to be the attorney or agent of the Company for such purposes and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of its powers.
37. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.
38. The Directors 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 names of the Directors present at each meeting of the Directors and of any committee of the Directors;
  - c. Of all resolutions and proceedings at all meetings of the company, and of the Directors, and committee of Directors.

## DISQUALIFICATION OF DIRECTORS

39. The office of Director shall be vacated if the Director:
  - a. Without the consent of the company in general meetings hold any other office of profit under the company; or
  - b. Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - c. Ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a director; or
  - d. Becomes of unsound mind; or
  - e. Resigns his office by notice in writing to the company; or
  - f. Is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in manner required by the Act.

A Director shall not vote in respect of any contract in which he is interested or any matter arising thereat, and if he does so vote shall not be counted.

40. The Company may by Ordinary Resolution appoint a person who is willing to act as Director to fill a vacancy or be an additional Director.
41. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, but so that the total number of Directors shall not at anytime exceed the number fixed by or in accordance with these articles. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.
42. The Company may by Ordinary Resolution, of which special notice had been given in accordance with section 144 of the Act, remove any Director before the expiration of his period of office notwithstanding anything in the article or any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the company.
43. The Company may by Ordinary Resolution, appoint another person in place of a Director removed from office under the immediately preceding article. Without prejudice to the powers of the Directors under article 43 the Company in general meeting may appoint any person to be a Director either to fill a vacancy or as an additional Director.

#### PROCEEDINGS OF DIRECTORS

44. Subject to the provisions of these articles, the Directors may regulate their meetings as they think fit. Questions arising at a meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director who is absent from Tanzania.
45. The quorum necessary for the transaction of the business of the directors may be fixed by the Directors and unless so fixed shall be two.
46. The continuing Directors may act notwithstanding any vacancy but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Company, but for no other purpose.

47. The Directors may appoint one of their numbers to be the chairman of the board of Directors and determine the period of which he is to hold office. Unless he is unwilling to do so, the Director so appointed shall preside at every meeting of Directors at which he is present. But if no such chairman is appointed, or he is unwilling to preside, or if at any meeting the chairman is not present within five minutes after the time appointed for the holding the same, the Directors present may choose one of their number to be chairman of the meeting.
48. The Directors may delegate any of their powers to any committee consisting of one or more Directors; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors. Subject to any such regulations, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of Directors so far as they are capable of applying.
49. All acts done by a meeting of the Directors or of a committee of Directors or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director, or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if each such person had been duly appointed and was qualified and had continued to be a Director and was entitled to vote.
50. A resolution in writing, signed by all Directors entitled to receive notice of a meeting of the Directors, or a committee of Directors, shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held, and may, consist of several documents in the like form each signed by one or more Directors.

#### SECRETARY

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

#### THE SEAL

53. The seal shall only be used by the authority of the Directors or of a committee of Directors authorized by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director.

## ACCOUNTS

54. The directors shall cause proper books of accounts kept with respect to:

- a. All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place.
- b. All sales and purchase of goods by the Company; and
- c. The assets and liabilities of the Company.

Property books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

55. The books of account shall be kept at the registered office of the Company, or subject to section 151(4) of the Act, at such other place as the Directors think fit, and shall always be open to the inspection of the Directors.

56. No member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by the statute or authorized by the Directors or by ordinary resolution of the Company.

57. The Directors shall from time to time in accordance with sections 153, 155 and 150 of the Act, cause to be prepared and to be laid before the Company in general meeting, such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

58. In accordance with section 164 of the Act, the copy of the Company's annual accounts shall be laid before the Company in general meeting together with a copy of the Director's report and the auditor's report shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of the company. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

## AUDIT

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

## NOTICES


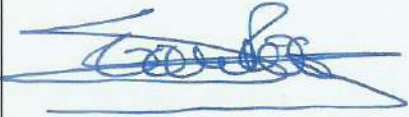
60. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of Directors need not be in writing. The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address, or by leaving it at that address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of seventy-two hours after the letter containing the same was posted. A member whose registered address is not within the United Republic of Tanzania and who gives to the Company an address within the United Republic of Tanzania at which notices may be given him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.

## INDEMNITY

61. Every Director, Managing Director, Agent, Auditor, Secretary and other officers 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 is in connection with any application in which relief is granted to him by the Court.

## ARBITRATION

62. If and whenever any dispute or different shall arise between the Company and any of the members of their respective representatives touching upon the contraction or meaning of any of the article 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 here under or arising out of the relation existing between the parties by reasons of these Articles or the Act, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of the thee (3) arbitrators, one to be appointed by each party and the third to appointed by the first two or, in the event of failure to agree within (Cap 15) or any then existing statutory modifications or re-enactment thereof shall apply.

NAMES, ADDRESSES & DESCRIPTION OF SUBSCRIBERS	No. OF SHARES TAKEN	SIGNATURE
MIGUEL VAN HOOF KLEINE MEYELSTRAAT 28 2550 KONTICH, BELGIUM	NINE HUNDRED AND FIFTY	
SANDRA VAN ROY KLEINE MEYELSTRAAT 28 2550 KONTICH, BELGIUM	FIVE	

Dated at ~~ARAWA~~ this 26<sup>th</sup> Day of Sept. 2016

Witness to the above signatures:

FULL NAME: MEHBOOB M. SADIQ

SIGNATURE: 

POSTAL ADDRESS: P.O. Box 822 MOSHI

QUALIFICATION: AUDITOR

