

THE COMPANIES ACT

[CAP. 212]

.....  
COMPANY LIMITED BY SHARES  
.....

MEMORANDUM

AND

ARTICLE OF ASSOCIATION

OF

NAWADA TANZANIA COMPANY LIMITED

(A PRIVATE COMPANY)

Incorporated this ..... Day of ..... 2025

.....  
**DRAWN BY:**

**MKAIMA CHARLES (ADVOCATE)**

**P.O.BOX 5,**

**UKEREWE, MWANZA.**

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THE COMPANIES ACT

[CAP.212]

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

**NAWADA TANZANIA COMPANY LIMITED**

1. The Name of the company is **NAWADA TANZANIA COMPANY LIMITED.**
2. The registered office of the Company shall be situated in Tanzania.
3. The objects for which the Company is established are;
  - (a) To carry on electronic business of home appliances, mobile phones, tablets, laptops, audio speakers, televisions, smart home devices, music systems and all other electrical appliances and its accessories in wholesale and retails.
  - (b) To carry out the business of import and export of electronics business, electrical business, solar panel and its equipments business and all related devices and accessories.
  - (c) To maintain, repair, assemble, design, manufacture, import, export, purchase and sale of electronics, electric, solar equipment and accessories, and telecommunication equipments of domestic, electric and telecommunication equipments of domestics and industrial use, installation, designing and consultancy services, assembly of electronic, electric and telecommunication appliances, establish, run and manage the electronics media industry as well as vocational training and general deals with all type of electric, electronic and telecommunication as well as mechanical in any way connected to or incidental to the object of this company.
  - (d) To carry out the business of wholesale and retail trade, import and export of clothes, shoes, cosmetics products and related tools and equipment and products.
  - (e) To carry on business of fishing in lakes, rivers, sea, ocean, building fishing dams, fishing pools, operating cold rooms, cold vehicles, fishing market, fishing butchery and fish selling centre.

- (f) To carry on business in importing MACKEREL FISH, exporting and importing fishes, distributing fishing gears and equipment's, selling fishes by products, treating fishes from other clients, own fishing ships and fishing boats to hire fishing ships and fishing boats.
- (g) To carry on business of operating tourism fishing, scuba diving areas, offer fishing consultancy, fishing training, fishing research centers and practice fishing industry in general.
- (h) To carry out on the business as selling organic, selling animals feeds, selling biogas, manufactures, distributors, transporters, wholesalers, retailers, importers, exporters, agents, re packers, buyers, sellers, stockiest and dealers of all kind of pesticides, patent medicines, pharmaceuticals, medicines, drugs, veterinary medicines, diagnostic, chemical preparations, chemicals, farm outputs, herbs acids, salts, alkalis, antibiotics, article compounds (whether animal, vegetable or mineral origin) related minerals, medicals, industrial and fine chemicals reagent and laboratory chemicals and products, disinfectants and detergents, agricultural and horticultural chemicals, medicals chemicals and related product.
- (i) To carry on mobile money agencies business, Super agency, Revenue Agency to Government or Private tenders, wholesale and retail trade on selling airtime, sim card, mobile phone, Smartphone, computers, laptops and its accessories, freelancer activities and other activities related to telecommunication services.
- (j) To carry on bank agents business in cash deposit, cash withdrawal, facilitating cash disbursement, repayment of loans, cash payment of utility bills, cash payment of retirement and social benefits, transfer of funds, balance inquiry, generation and issuance of mini bank statements, collection of documents in relation to account opening, facilitation in account opening, Collection of bank mail/correspondence for customers and any other activity as the Bank may approve.
- (k) To lend, invest, to borrow and secure the payment of money from any bank, to deal with the money either with or without interest or security, including in current or deposit account with any bank or banks other person or persons and also in investment in shares, securities, bonds and debentures.
- (l) To engage in professional advice to customers regarding on investments, small business, managerial, marketing, technical and administrative advice.
- (m) To engage on rental businesses including motorcycle, bajaji, car, letting houses, chairs, tents, cavern, home appliances, wedding conferences, funeral equipment and other related business.

- (n) To engage in poultry farming business, chicken hatchery business, chicken sale business, egg and chicken meat processing and sale, poultry butchery, poultry feeds manufacturing and consultancy.
- (o) To engage in livestock keeping, livestock processing to produce export quality meat and other various livestock products like butter, dried cow skin, manure and engaged in agro-processing to produce export quality rice, cotton lint, all kind of flours, beekeeping, honey and any other product from the farms, the plantation and any other crop.
- (p) To carry on the business of fish farming and aquaculture, fishing, trawling, fish transporting, fishmongers, fish processing into various products for local and export markets.
- (q) To carry on the business of ranches, breeder of animals of all kinds as diary, poultry and ducks, livestock, farmers and as ranchers, breeders of animals of all kinds as diary, poultry farmers and as millers, grazers, gardeners, seed growers and fruit preservers.
- (r) To carry out the business of import and export of agricultural equipment, fertilizers, pesticides, livestock food, veterinary medicine and selling and buying of all agricultural and livestock inputs.
- (s) To promote, establish, execute and operate projects and schemes relating to industries based on agriculture horticulture, forestry, fruits, flowers, herbs and roots, farming and gardening, fishery, dairy, poultry breeding, cattle breeding and other such works operations and culture capable of producing goods, materials, things and substances which are used and as may be used as food for human being and for livestock.
- (t) To own, establish, purchase, takeover, take on lease or hire or otherwise acquire, run, manage, finance superintend or control mills, factories and works for manufacture processing, preservation and packaging of food and food grains, dairy, fishery and other product seeds and other products of land, soil, and water
- (u) To carry on business of agribusiness of collecting and sell all agriculture products such as rise, maize, beans and other related products, to carry on business as farmers, growers and planters in widest sense fruit canning, florists, market gardeners and buyers of every kind of vegetables, processors of agricultural products, green grocers and market gardeners.


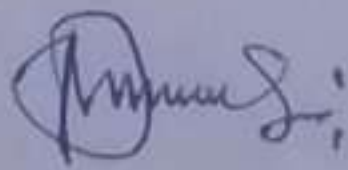

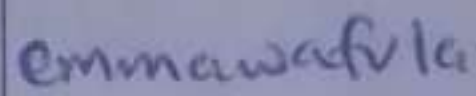
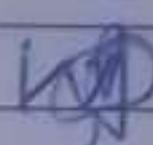
- (v) To purchase of the unrefined vegetable oils, food and ingredients division and third party edible oil processing raw material in the production of edible oil, products for the food services, food processors and retail markets, sells oil products for various non-food uses, including industrial applications and the production of biodiesel.
- (w) To carry out business of hardware shops, aluminum profile works, bricks manufacturing, construction, repair, partitioning, cleansing and finishing buildings, to acquire by purchase, lease exchange, hire or otherwise, lands and property and to erect and construct houses, buildings decorations, decorations industry, transit sheds, office blocks and works of all kinds and to manage, sell, lease or let the same.
- (x) To carry on timber business, manufacture and preparing a home furniture, office and school furniture either semi-finished or finished furniture, to buy and supply furniture from local dealers, to buy and supply timbers, to design furniture, to advise customers, timber harvesting, wood processing, lumbering and forest (tree) plantation.
- (y) To search for minerals and mines and to process and market minerals and gemstones of any kind whatsoever obtained from various sites in the United Republic of Tanzania and to purchase or otherwise acquire, hold, sell, exchange, work, exercise, develop, turn to account and dispose of gold, diamonds, any interests in the same, respectively, and to carry on the business of cutting and polishing precious stones, diamonds out of rough precious and semi-precious stones.
- (z) To carry out the business of gemstone dealing, buying, selling, importing, exporting, cutting and polishing all types of precious and semi-precious gemstones.
- (aa) To carry on business of tour operation, travel agents, cultural safaris, aerial photographing, hunting and related activities, running taxies, buses, min buses, truck, motorcycle business, Bajaj business and goods transits business.
- (bb) To acquire, takeover, set up, establish, manage, run, let on lease, franchise retail stores, departmental stores, shopping centers, commercial complexes, multiplexes, restaurants, hotels, eating joints, parlous, commercials centers, food courts, pubs, kiosks, roadside kiosks, vending machines, mobile shops and stores, net shops and stores, mobile restaurants, café houses, delivery chains, mobile and stationary grocery, fruits, vegetable meat, sweet meat shop and to provide all kinds of support services.

(cc) To carry on all or any of the businesses of manufacturers, buyers, sellers, exporters, importers of and dealers in pharmaceuticals, medicinal, chemical, industrial and other preparations, veterinary and surgical instruments and appliances medicines, medical preparations, liniments and lotions, and as chemist and druggists and to manufacture, refine, distil, manipulate, compound, prepare for market and deal in all kinds of chemical, medical and other articles, preparations, ingredients, commodities, products, substances and things necessary or which may be conveniently used or dealt with in connection with the company's business.

4. The liability of the members is Limited.

5. The share Capital of the Company is Tshs. 10,000,000/= (Tanzania Shilling Ten Million Only) divided into 100 shares of Tshs. 100,000/= (Tanzania Shilling One Hundred Thousand Only.)

We, the persons whose names and addresses are subscribed, desire to be formed into a company, pursuance of this memorandum of Association, and we respectively agree to take the number of share Capital of the Company set opposite our respective names.

| S/N | NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBES  | NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER | SIGNATURE OF SUBSCRIBES   |
|-----|---|---|---|
| 1.  | RAJABU SOSPETER MALIMA P.O. BOX 41, NANSIO-UKEREWE. Mobile: +-255 (0) 744 157 238   | 30  |  |
| 2.  | NAMULANDA DANIEL P.O. BOX 2361 MWANZA, TANZANIA. Mobile: +255 (0) 744 664 491 Email: <a href="mailto:namulanda256@gmail.com">namulanda256@gmail.com</a> | 30  |  |
| 3.  | AGNES NAMULANDA P.O. BOX 2361 MWANZA, TANZANIA. Email: <a href="mailto:agnesnamulanda4@gmail.com">agnesnamulanda4@gmail.com</a>                         | 06  |  |
| 4   | WAFULA EMMANUEL P.O. BOX 3261 0701648990  | 06  |  |
| 5   | WAFULA DANIEL   | 10  |  |

|   |  |     |   |
|---|--|-----|---|
|   | P.O.BOX 23 61<br>MWANZA, TANZANIA<br>Email: <u>wafuladaniel700@gmail.com</u>               |     |    |
| 6 | WAFULA ELVIS<br>P.O.BOX 2361,<br>MWANZA, TANZANIA.<br>Email: <u>wafulaelvis@gmail.com</u>  | 06  |    |
| 7 | NAMULANDA JESSE RASHEL<br>P.O.BOX 2361,<br>MWANZA, TANZANIA                                | 06  |   |
| 8 | NAFULA MERCY<br>P.O.BOX 2361,<br>MWANZA, TANZANIA.<br>Email: <u>macimercy499@gmail.com</u> | 06  |  |
|   | TOTAL  | 100 |   |

DATED at UKEREWE this 30<sup>th</sup> day of JULY 2025.

WITNESS TO THE ABOVE SIGNATURES;

NAME: MKAJIMA CHARLES

SIGNATURE: 

ADDRESS: 5 UKEREWE MWANZA

QUALIFICATION: ADVOCATE

DATE: 30/07/2025



# THE COMPANIES ACT

[CAP.212]

## COMPANY LIMITED BY SHARES

### ARTICLES OF ASSOCIATION

OF

## NAWADA TANZANIA COMPANY LIMITED

### PRELIMINARY

1. The Company is a private company and accordingly:-
- a) The company shall not have power to issue any of its shares or debentures to the public for subscription.
  - b) The number of the members of the Company is limited to fifty (50) members only.
  - c) The right to transfer shares is restricted in the manner hereinafter appearing.
  - d) The Company shall not have to issue share warrant to the bearer.

### INTERPRETATION

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

**The Act:** means the Companies Act, [CAP.212]

**The articles:** means the Articles of Association of **NAWADA TANZANIA COMPANY LIMITED**

**Month:** calendar month

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

**The seal:** means the common seal of the company;

**The Secretary:** means any person appointed to perform the duties of the secretary of the company.

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

## SHARE CAPITAL AND VARIATION OF RIGHTS

1. The Authorized share Capital of the Company is Tanzania Shillings **TEN MILLION ONLY (Tshs. 10,000,000/=)** divided into 100 shares of Tanzania Shilling **ONE HUNDRED THOUSANDS (Tshs. 100,000/=)** each, with power to divide or subdivide the shares in the capital whether original or increased into several classes and to attach thereto such as preferential, deferred, qualified or special rights, privileges or conditions as may be determined 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.
4. Subject to the provisions of the Act, and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise as the company may by ordinary resolution determine.
5. If at any time the share capital is divided into different classes of shares, the rights attached to any class may, unless otherwise provided by the terms of issue of the shares of that class may, whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class.
6. To every such separate general meeting the provisions of these Regulations relating to general meetings shall apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.
7. The company may exercise the powers of paying commissions conferred by section of the Act. Subject to the provisions of the Act, such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other.
8. Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except as otherwise provided by the articles or by law) any other rights or interests in respect of any Share except an absolute right to the entirety thereof in the registered holder.

## SHARE CERTIFICATES

9. Every member, upon becoming the holder of any shares, shall be entitled without payment to receive within two months after allotment or lodgment of transfer one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first such reasonable sum as the directors may determine.

10. Every certificate shall be sealed with the seal and shall specify the number, class and distinguishing numbers of the shares to which it relates and the amount. No certificates shall be issued representing shares of more than one class.

## LIEN

11. The company shall have a first and paramount lien on every share for all moneys called or payable at a fixed time in respect of that share; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The company's lien, if any, on a share shall extend to any amounts payable in respect of it.

12. The company may sell, in such manner as the directors determine, any shares on which the company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within fourteen clear days after a notice in writing has been given to the holder of the share, or the person entitled thereto by reason of the death or bankruptcy of the holder, demanding payment and stating that if the notice is not complied with the shares may be sold.

13. To give effect to any such sale the directors may authorize some person to transfer the shares sold to, or in accordance with the directions of, the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he / she shall not be bound to see to the application of the purchase money, nor shall his/her title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

## TRANSFER OF SHARES

14. The instrument of transfer of any share shall be in any usual form or any other form which the directors may approve and shall be executed by or on behalf of the transferor and, unless the share is fully paid up, by or on behalf of the transferee, and the transferor shall be

deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof

- 15.** The director may refuse to register the transfer of a share which is not fully paid to a person of whom they do not approve and they may refuse to register the transfer of a share on which the company has a lien.
- 16.** If the directors refuse to register a transfer they shall within sixty days after the date on which the transfer was lodged with the company send to the transferee notice of the refusal.
- 17.** The registration of transfers of shares or any transfers of any class of shares may be suspended at such times and for such periods (not exceeding thirty days in any year) as the directors may determine.
- 18.** No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting title to any share.

#### **TRANSMISSION OF SHARES**

- 19.** In case of the death of a member, the survivor of survivors where the deceased was a joint holder, and the personal representatives of the deceased where he was a sole holder or the only survivor of joint holders, shall be the only persons recognized by the company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased member from any liability in respect of any share which had been jointly held by him.

#### **ALTERATION OF CAPITAL**

- 20.** The directors may with the sanction of an extraordinary resolution of the Company increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.
- 21.** All new shares shall, before be offered to such persons as at the offer are entitled to receive notices from the Company of General Meetings in proportion, as nearly as circumstances admit to the amount of the existing shares to which they are entitled.
- 22.** The new shares shall be subject to the same provisions with reference to payment of calls, lien transfer, transmission and forfeiture and otherwise as the shares in the original shares capital.

Subject to the provisions of this Act, a forfeited share maybe sold, re-allotted or otherwise disposed of on such terms and in such manner as the directors determine either to the person who was before the forfeiture the holder or to any other person, and at any time before a sale, re-allotment or other disposition the forfeiture may be cancelled on such terms as the directors think fit. Where for the purposes of its disposal a forfeited share is to be transferred to any person, the directors may authorize some person to execute an instrument of transfer of the share in question.

**24.** A person any of whose shares have been forfeited shall cease to be a member in respect of the forfeited shares and shall surrender to the company for cancellation the certificate for the shares forfeited, but shall remain liable to the company for all moneys which, at the date of forfeiture, were payable by him to the company in respect of the shares, but his liability shall cease if and when the company shall have received payment in full of all such moneys in respect of the shares, but the directors may waive payment wholly or in part or enforce payment without any allowance for the value of the shares at the time of forfeiture of for any consideration received on their disposal.

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

### **MEMBERS**

**26.** The number of members with which the company proposes to be registered is but the director(s) may from time to time register an increase of members.

**27.** The subscribers to the memorandum of association and such other persons as the director(s) shall admit to membership shall be members of the company.

### **GENERAL MEETINGS**

**28.** The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year, shall specify the meeting as such in the notice calling it, and not more than fifteen months elapse between the date of one annual general meeting of the Company and that of the next.

1. All general meetings other than annual general meetings shall be called extraordinary general meetings

30. The director may, whenever he think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition, as provided by section 133 of the Act. If at any time there are not within the 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**

31. Every general meeting shall be called by twenty-one clear days' notice in writing. The notice shall specify the place, the day and hour of meeting and, in case of special business, the general nature of that business:

32. 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;

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five percent of the total voting rights at that meeting of all the members.

33. 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**

34. All business shall be deemed special that is transacted at an 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.

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.

- 36.** 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.
- 37.** 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.
- 38.** 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 numbers to be a chairman of the meeting.
- 39.** The chairman may, with the consent of any meeting at which a quorum is present and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' 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.
- 40.** 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 on 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.

41. 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.

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

(a) Except as provided in article 18, 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.

(b) In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.

(c) 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 preceded with pending the taking of the poll.

(d) A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present, shall have effect as if it had been passed at a general meeting duly convened and held, and may consist of several instruments in the like form each executed by or on behalf of one or more member.

#### **VOTE OF MEMBERS**

43. Every member shall have one vote for each share of which he is the holder.

44. 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.

45. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.

(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.

**41.** 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.

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- (c) 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 preceded with pending the taking of the poll.
- (d) A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present, shall have effect as if it had been passed at a general meeting duly convened and held, and may consist of several instruments in the like form each executed by or on behalf of one or more member.

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**45.** No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.

- 6. On a poll votes may be given either personally or by proxy.
- 47. The instrument appointing a proxy shall be in writing under the hand of the appointer or of 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.
- 48. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarial 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. Some 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.
- 49. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit: -

**NAWADA TANZANIA COMPANY LIMITED**

I/We ..... of P.O Box ..... being a member of the above named Company, hereby appoint ..... of P.O. Box ..... as my/our proxy to vote for me/us on my/or behalf at the (annual or extraordinary, as the case maybe) general meeting of the Company to be held on the ..... day of .....20 .... and at any adjournment thereof.

Dated at **MWANZA** this ..... day of ..... 20....

.....

**SIGNATURE**

N.B; This form is to be used in favour of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit or strike out whichever is not desired.

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- 50. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

1. 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**

52. 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**

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

54. The following persons will be the first Directors of the Company;

i) **NAMULANDA DANIEL**

ii) **RAJABU SOSPETER MALIMA**

55. 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 travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.

### **BORROWING POWERS**

56. The director 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**

**57.** Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by Special Resolution, the business of the company shall be managed by the directors, who may exercise all the powers of the company. No alteration of the Memorandum or Articles and no such directions shall invalidate any prior act of the Directors which would otherwise have been valid. The powers given by this article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the Directors.

**58.** The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purposes and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.

**59.** 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 they case may be, in such manner as the directors shall from time to time by resolution determine.

**60.** 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 and committee of the directors;

(c) of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors.

### **DISQUALIFICATION OF DIRECTORS**

**61.** The office of director shall be vacated if the director:-

(a) without the consent of the company in general meeting holds 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.
- 62.** 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.
- 63.** 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.
- 64.** 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 any time 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.
- 65.** 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.
- 66.** 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 40 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**

- 67.** Subject to the provisions of the articles, the directors may regulate their meetings as they think fit. Questions arising at a meeting shall be decided by a Majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be

necessary to give notice of a meeting of directors to any director who is absent from Tanzania.

- 68.** The quorum necessary for the transaction of the business of the directions may be fixed by the directors and unless so fixed shall be two.
- 69.** 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.
- 70.** The directors may appoint one of their number to be the chairman of the board of directors and determine the period of which he is to hold office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if no such chairman is appointed, or if he is unwilling to preside, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.
- 71.** 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.
- 72.** 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 every such person had been duly appointed and was qualified and had continued to be a director and was entitled to vote.
- 73.** A resolution in writing, signed by all the directors entitled to receive notice of a meeting of the directors, or of a committee of directors, shall be as valid and effectual as if it had been passed at a meeting of the directors or as the case may be a committee of directors duly convened and held, and may consist of several documents in the like form each signed by one or more directors.

**SECRETARY**

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.

- 75.** A provisions 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**

- 76.** The seal shall only be used by the authority of the directors or of a committee of the 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**

- 77.** The directors shall cause proper books of account to be kept with respect to:-
- (a) all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place;
  - (b) all sales and purchase of goods by the company; and
  - (c) the assets and liabilities of the company.
- 78.** 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.
- 79.** The books of account shall be kept at the registered officer of the company, or subject to section 151(4) of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.
- 80.** No member shall as such have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorized by the directors or by ordinary resolution of the company.
- 81.** 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.
- 82.** In accordance with section 164 of the Act, the copy of the company's annual accounts to be laid before the company in general meeting together with a copy of the director's report and the auditor's report shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the company. Provided that

This 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

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


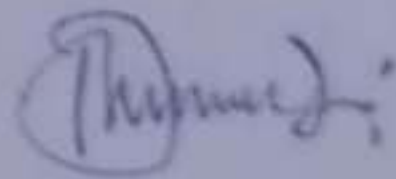

#### NOTICES

84. 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.

85. 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.

86. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of seventy-two hours after the letter containing the same was posted.

87. A member whose registered address is not within the Tanzania and who gives to the company an address within the 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.


| S/N | NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBES  | NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER | SIGNATURE OF SUBSCRIBES   |
|-----|---|---|---|
| 1.  | RAJABU SOSPETER MALIMA P.O. BOX 41, NANSIO-UKEREWE.<br>Mobile: +255 (0) 744 157 238   | 30  |  |
| 2.  | NAMULANDA DANIEL P.O. BOX 2361 MWANZA, TANZANIA.<br>Mobile: +255 (0) 744 664 491<br>Email: <a href="mailto:namulanda256@gmail.com">namulanda256@gmail.com</a> | 30  |  |
| 3.  | AGNES NAMULANDA P.O. BOX 2361   | 06  |  |

|   |   |     |   |
|---|---|-----|---|
|   | MWANZA, TANZANIA.<br>Email: agnesnamulanda4@gmail.com                               |     |   |
| 4 | WAFULA EMMANUEL<br>P.O.BOX 3261<br>0701648990                                       | 06  | Emma wafula.  |
| 5 | WAFULA DANIEL<br>P.O.BOX 23 61 MWANZA, TANZANIA<br>Email: wafuladaniel700@gmail.com | 10  |    |
| 6 | WAFULA ELVIS<br>P.O.BOX 2361,<br>MWANZA, TANZANIA.<br>Email: wafulaelvis@gmail.com  | 06  |   |
| 7 | NAMULANDA JESSE RASHEL<br>P.O.BOX 2361,<br>MWANZA, TANZANIA                         | 06  |  |
| 8 | NAFULA MERCY<br>P.O.BOX 2361,<br>MWANZA, TANZANIA.<br>Email: macimercy499@gmail.com | 06  |  |
|   | TOTAL   | 100 |   |

DATED at UKEREWE this 30<sup>TH</sup> day of July 2025.

WITNESS TO THE ABOVE SIGNATURES;

NAME: MKAIMA CHARLES

SIGNATURE: 

ADDRESS: 5 UKEREWE MWANZA

QUALIFICATION: ADVOCATE

Date: 30/07/2025

