

THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
WASH INCORPORATION LIMITED

Incorporated at this day of 2019

DRAWN BY:
CHACHA MWITA WAMBURA
(SUBSCRIBER)
P.O. BOX 561
GEITA.

Certified True Copy of the Original
Sign. *EM* Date. *16/06/2022*
ERNEST MASANGA MAKENE
Advocate, Notary
Public & Commissioner for Oaths

THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
WASH INCORPORATION LIMITED

1. The name of the Company "WASH INCORPORATION LIMITED".
2. The Registered office of the Company will be situated in Tanzania
3. The objectives for which the Company is established are:-
 - (a) To enter unto and carry on the business of schools involving deference level of education and faculties, including but not limited to secondary education for advanced and ordinary levels, pre-primary and primary education
 - (b) To carry on business of hospitals and incidental activities connected thereto, providing health treating, including but not limited to x-ray, surgery, different procedures, lab examination, and pharmaceuticals services
 - (c) To carry on all or/and any of the business incidental to schools and hospital business such as importing laboratory equipment, hospital and school facilities
 - (d) To carry on business of hospital and schools in corroboration of other services providers including but not limited to insurance company and estate managers, information technology and etc.
 - (e) To acquire, establish and run schools lease, exchange, hire or otherwise, either for a Right of Occupancy or for any other estate interest or tenure in land, whether in possession or inversion, buying, renting, selling and there vested or contingent, any lands, tenements and premises of any tenure.
 - (f) To carry on the business of all kinds of electronics, household and domestic appliances, electrical goods, audio visual goods and products and merchandise of the nature, kind and description whatsoever as a dealer, wholesaler, retailer, distributor, importer, exporter and after sales service and repairing.

- (g) To carry on the business of dealing in selling, buying, importing, exporting, marketing, manufacturing, stocking, whether wholesale or retail of various categories of hardware tools and equipments.
- (h) To carry on all and any of the wholesale and/or retails as gemstones merchants, jewelers and/or dealers in and/or buy sell market import export and/or general deal in all or any kinds of gemstones precious and semi-precious stones, gold silver and precious metals of whatsoever kind or description.
- (i) To carry on the business of textile fabric yarn, and clothes manufactures and to manufacture, design process, dye, print sell, by import and export, trade in and deal in textile, yarn cloth and fabrics of every kind and description.
- (j) To engage in and carryout the business of proprietors and managers of office and shop buildings, apartments, hotels, guest houses, restaurants and to provide services of the same to individuals, private and public institutions and to industrial and business concerns.
- (k) To do the business of acting as commission agents and manufacturers, representatives in all fields. To establish business enterprises whether small scale, industries and generally deal in all kinds of general merchants and to import, export and all either by merchandise and articles of all description.
- (l) To carry on the business of establishing and running supermarkets, department stores, shopping malls, provision stores, groceries and shops of all kinds and description and generally to deal with such activities.
- (m) To carry on the business as importers, general suppliers, traders, merchants, stockiest, wholesalers, retailers and dealers in all types of building materials, timber, fishing gears, groceries, computes, office equipments, stationeries, cooking oils, salts, foodstuffs, cosmetics oils, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, paints, spirits sheets, hinges, screws, iron monger, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.
- (n) To carry on the trade or business of bonded warehousemen, removers, stores, packers and carriers of personal property of every description, clearing and forwarding agents and to issue warrants to persons

warehousing goods with the company, and to lend money upon the security of goods.



- (o) To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tour operators, to promote facilitate traveling to organize hunting, tented-camps, fishing and diving expeditions, safari promoters and undertakers generally and in particular to arrange and manager hunting safaris, photo safaris adventure tours, fishing trips, handling of game trophies and animal skins, catching, harboring, transporting, wildlife and marine products of all kind.
- (p) To carry on all their respective branches all or any of the business of builders masonry and general construction contractors and haulers and among other things to construct, execute, carry out, equip, improve, work and advertise railways, roadways, tramways, docks, harbors, wharves, canals, water-courses, reservoirs, embankments, irrigations, reclamations, sewage, drainage and other sanitary works, water, gas, mechanic, electric, and other supply works, houses buildings and erections of every kind and to carry on any other business in connection with the above mentioned business.
- (q) To carry on the business of importers, exporters, buying selling dealers in building materials, hardware, sanitary-ware, wall papers, roofing tiles, flooring tiles, supplying industrial equipment's agricultural implements and equipment's spares of every description, plumbers, decorators steel fabrication, machine shop, nickel plating, electric plating, making steel windows, doors, frames and roof tresses.
- (r) To carry on the safe keeping, cleaning, repairing, refueling and the general care of motor vehicles of all kinds whatsoever from of propulsion maybe used.
- (s) To carry on the business of financial consultants and to act as project and development consultants, commercial, logistical, environmental and statistical analysts, principal and/or agent, managers, directors, sales and marketing, business consultants and as personnel, research, training, technical and general consultants and advisers to and for any undertaking or enterprises and to direct the management of the property and estate of government, consumers, corporations, foundations, organizations, hospitals, co-operatives, funding agents and

values, decorators, engineers to generally be able to carry out activities of any description with regards to land, property and real estate, investment in any type of property, buildings, lands, securities, bonds, shares and any property act as a holding company with subsidiaries and invest in any projects as the company think fit.

- (u) To carry on the business of transportation, cargo and travel agents, commission agents, customs agents, insurance agents, tourist agents, manufacturers representative, clearing and forwarding agents, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, minibus, lorries, oil tank and coach proprietors and transporters by any other means of conveyance of people and goods in Tanzania and the neighboring countries and in such other place or places as may from time to time determined by the Company.
- (v) To carry on the business of garage proprietors and service station for motor vehicles of all kinds, to carry on the safe keeping, cleaning, repairing refueling, panel beating body builders, spraying and the general care of motor vehicles, aircraft, machinery, tools, equipment and plant whether moved by mechanical power or not, implements, utensils, appliances, apparatus, fuel for internal combustion engines, lubricants, element, solutions, batteries and accessories and all things capable of being used in connection with the said business or in the manufacture or maintenance of such vehicles, machinery, equipment and plant.
- (w) To purchase, take on lease and otherwise acquire for investment or resale any tenure in Tanzania and elsewhere and to sell let or lease exchange or otherwise dispose of or grant rights over any immovable property or any tenure in Tanzania and elsewhere and to sell let or lease exchange or otherwise dispose of or grant rights over any immovable property, belong to the company.
- (x) To purchase, take or lease or in exchange, hire or otherwise acquire and hold any state or interest or any lands buildings, casements, rights, licenses, secret processes, machinery, plants, stock, in trade and real or personal property of any kind.
- (y) To accept payment for any property or rights sold or otherwise disposed or death with by the company either in case, by installment or otherwise or in fully or partly paid up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.
- (aa) To carry any other trade or business whatever which can in the opinion of the board of Directors be advantageously carried on by the Company in


5 The Capital of the Company is shillings 2,000,000,000/= divided into 1,000 shares of shillings 2,000,000/= each. The Company shall have powers to increase its capital and to divide the shares in its capital and for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company.

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

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
Chacha mwita wambura, P. O. Box 561 GEITA-TANZANIA.	500	
Jacqueline Philip Tesha, P. O. Box 561 GEITA-TANZANIA.	500	

Dated at MWANDA this 11th day of JUNE 2019

Witness to the above signature:

Name : MUYASI SAMSON MASHAURI
 Signature : 
 Address : P.O. BOX 10444, MWANZA
 Qualification : ADVOCATE

THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
WASH INCORPORATION LIMITED
PRELIMINARY

1. "In these articles:-

"the Act means" the Companies Act ;

"the articles" means the act of the company;

"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 it is to take effect;

"the seal" means any person appointed to perform the duties of the secretary of the company.

"Secretary" shall mean any person appointed to perform the duties of Secretary of the Company;

Expressions referring to writing shall, unless the contrary intention appears, be constructed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

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

2. The number of members with which the company proposes to be registered is seven but the directors may from time to time register an increase of members.
3. The subscribers to the memorandum of association and such other person as the directors shall admit to membership shall be members of the company.

GENERAL MEETINGS

4. 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 the notice calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next.

Provide that so long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not hold 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 be held at such time and place, as the directors shall appoint.

5. All general meetings other than annual general meetings shall be calls extraordinary general meetings.
6. The directors may, whenever they think fit, convince an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisitions, or I default, may be convened by such requisitions, 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 meeting may be convened by directors.

NOTICE OF GENERAL MEETINGS

7. 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 hour of meeting and in, case of special business, the general nature of that business;
8. Provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specifies in this article be deemed to have been dully 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) n 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 representation not less than ninety-five percent of the total voting rights at that meeting of all the members.
9. 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 by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETINGS

10. 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 directors and auditors, the election in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.
11. 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 corporation, shall be a quorum.
12. If within half an hour from the time appointed for the meeting 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.
13. The Chairman, if any, of the board 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 after the time appointed for the holding of the meeting and willing to act; the directors present shall elect one of their members to be chairman of the meeting and, if there is only one director and willing to act, he shall be chairman.
14. If any meeting no directors 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.
15. 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 an 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