

# PHARMACY COUNCIL



## APPLICATION FOR ALTERATION (Under Section 35 (1) of Pharmacy Act, 2011)

Registrar,  
Pharmacy Council,  
P.O. Box 1277,  
Dodoma.

### APPLICATION FOR CHANGE OF:

1. PREMISES LOCATION ☐
2. BUSINESS NAME ☐
3. BUSINESS OWNERSHIP ☒

### SECTION A: APPLICANT CURRENT INFORMATION:

NAME OF PREMISES: TABORA BGE CO LTD FIN: 0300113

TYPE OF BUSINESS: Retail Pharmacy ☒ Wholesale Pharmacy ☒ Warehouse ☐

### PHYSICAL ADDRESS:

Plot No. 101, BLOCK FF Street: LUMUMBA Ward: GONGONI

District/Municipal: TABORA Region: TABORA

POSTAL ADDRESS: P.O. BOX 1060 Contact. No. ....

E-mail: .....

### OWNERSHIP:

Directors (Names): 1. ZAKAYO MAGANGA Qualification: DIRECTOR  
 2. CHRISTINA C. MAGANGA Qualification: DIRECTOR  
 3. BWIRE MAGANGA Qualification: DIRECTOR

### SUPERINTENDANT INFORMATION:

Full Name: ALEX. ANTHONY MUKASA PIN: 0100410  
 Residential Address: GONGONI-TABORA Tel: 0757278734 Email: alex.mukasa2@gmail.com  
 Contract commencement date: 01/07/2023 Cessation date: 30/6/2024

### SECTION B: PROPOSED CHANGES:

NAME OF THE NEW PREMISES: .....

TYPE OF BUSINESS: Retail Pharmacy ☐ Wholesale Pharmacy ☐ Warehouse ☐

### PHYSICAL ADDRESS:

Plot No. .... Street: .... Ward: ....

District/Municipal: .... Region: ....

POSTAL ADDRESS: .... CONTACT. No. ....

**NEW OWNERSHIP: (IF DIFFERENT FROM PREVIOUS ONE)**

Directors (Names):

1. CHRISTINA C. MAGANGA Qualification: DIRECTOR
2. BWIRE MAGANGA Qualification: DIRECTOR
3. .... Qualification: .....

**SUPERINTENDANT INFORMATION: (IF DIFFERENT FROM PREVIOUS ONE)**

Full Name: ..... PIN: .....

Residential Address: ..... Tel: ..... Email: .....

Contract commencement date: ..... Cessation date: .....

**SECTION C: REASON(S) FOR PARTICULAR ALTERATION**

1. Deceased of one of the Directors
2. ....
- .....
- .....

**SECTION D: APPLICANT INFORMATION**Name of Applicant: CHRISTINA C. MAGANGA

(Contact/email if different from the above)

Address: Box 1060 Tel: 0754383754 E-mail: taborabgecoltd@gmail.com

Signature of Applicant: [Signature] Date: 12/17/2023

**SECTION E: APPLICANT DECLARATION**

I hereby declare to the best of my sanity that the information provided is valid and there are mutual agreements of terms between parties.

Signature of Applicant: [Signature] Date: 12/17/2023

**SECTION F: REQUIRED ATTACHMENT**

Please attach the following documents depending on your proposed changes:

1. TAX CLEARANCE CERTIFICATE
2. Copy of lease agreement or title deed
3. Memorandum of Understanding
4. Certificate of registration from BRELA
5. Copy of Director(s) ID
6. Original Premises Registration Certificate (For Alteration No. 1 or 2)

CTIN: 2334740



# **TANZANIA REVENUE AUTHORITY**

## **CERTIFICATE OF REGISTRATION FOR TAXPAYER IDENTIFICATION NUMBER (TIN)**

(ISSUED UNDER SECTION 23 OF THE TAX ADMINISTRATION ACT 2015)

### **THIS IS TO CERTIFY THAT**

**TABORA BGE CO. LTD**

HAS BEEN REGISTERED WITH THE TANZANIA REVENUE AUTHORITY  
AND ASSIGNED THE TAXPAYER IDENTIFICATION NUMBER

**107-774-149**

WITH EFFECT FROM: **05 March 2009**

TRA LOCATION: **TABORA**

TAX OFFICE: **TABORA**

PHYSICAL LOCATION: **PLOT No. 25      BLOCK No. FF**


STREET / AREA: **LUMUMBA ST.**

**ELIJAH G. MWANDUMBYA**

**OFFICIAL SEAL**


**COMMISSIONER FOR DOMESTIC REVENUE**

NOTE: THE REQUIREMENTS UNDER WHICH THIS CERTIFICATE IS ISSUED ARE STATED OVERLEAF



# DRIVING LICENCE

## THE UNITED REPUBLIC OF TANZANIA



1 Family name  
**CHACHA**

2 Given names  
**CHRISTINA JAMES**

3 Date of birth  
**25/11/1969**


4a Date of issue  
**10/02/2020**

4b Date of expiry  
**19/03/2024**


4c Issuing authority  
**TANZANIA REVENUE AUTHORITY**

8 Permanent place of residence  
**Tabora**














9 Categories of Vehicles  
**B D**


7 Signature  


5 Licence number  
**4001331889**



9. Categories of vehicles 10. Date of issue 11. Date of expiry 1200342884

A			
A1			
A2			
A3			
B		07/02/2020	19/03/2024
C			
C1			
C2			
C3			
D		07/02/2020	19/03/2024
E			
F			
G			

  
4001331889



TANZANIA

**BRELA**  
BUSINESS REGISTRATIONS AND LICENSING AGENCY

## Register of Companies Detailed information

Information date and time: 30/08/2021 17:13:30

Last update date and time: 05/01/2021 11:08:00

Registration date and time: 25/06/2008 00:00:00

1. **Status:** Registered
2. **Incorporation number:** 66217
3. **Company:** TABORA BGE COMPANY LIMITED
4. **Company type:** Private company Limited by shares
5. **Registered office:** Region Tabora, District Tabora CBD, Ward Gongoni, Postal code 45113, Street Lumumba, Road Lumumba, Plot number 101, Block number FF, House number NIL
6. **Contacts:** Email: zkymaganga@yahoo.com, Mob no/Tel no: 0784638125, P.O.Box 1060
7. **Business activity:**
  - 4772 - Retail sale of pharmaceutical and medical goods, cosmetic and toilet articles in specialized stores
  - 4649 - Wholesale of other household goods
  - 4610 - Wholesale on a fee or contract basis
  - 8610 - Hospital activities
  - 8690 - Other human health activities
  - 8710 - Residential nursing care facilities
  - 8720 - Residential care activities for mental retardation, mental health and substance abuse
  - 8730 - Residential care activities for the elderly and disabled
  - 8890 - Other social work activities without accommodation
  - 8790 - Other residential care activities
  - 5210 - Warehousing and storage
  - 9609 - Other personal service activities n.e.c.
8. **Directors / Directors in the country of origin:** ZAKAYO BAHUMBA MAGANGA, Tanzania  
CHRISTINA JAMES CHACHA, Tanzania
9. **Company secretary / Company secretary in the country of origin:** BWIRE ZAKAYO MAGANGA, Tanzania
10. **Authorised share capital:** 900000000 TZS
11. **Class of shares:** Class Ordinary: 15000 shares, 60000 TZS/share, 960000000 TZS
12. **Shareholders:** ZAKAYO BAHUMBA MAGANGA Class Ordinary 100 shares taken  
CHRISTINA JAMES CHACHA Class Ordinary 40 shares taken  
BWIRE ZAKAYO MAGANGA Class Ordinary 10 shares taken

Information ordered by: BWIRE MAGANGA

NOTE. Information printed from the Register of Company is true and complete as per extract generation date and time. Please be advised to refer to the Online Registration System at BRELA (ors.brela.go.tz) for an up-to-date information regarding given Company.



THE COMPANIES ACT  
(CHAPTER 212, LAWS OF TANZANIA)

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

TABORA BGE COMPANY LIMITED

Incorporated this                      day of                      2008

Prepared by, ZAKAYO MAGANGA  
LUMUMBA STREET  
P.O. BOX 1060  
TABORA

FILED  
ASSISTANT REGISTRAR OF COMPANIES

THE COMPANIES ACT  
(CHAPTER 212, LAWS OF TANZANIA)  
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PRIVATE COMPANY LIMITED BY SHARES  
-----  
MEMORANDUM OF ASSOCIATION  
OF  
TABORA BGE COMPANY LIMITED

1. The name of the Company is "TABORA BGE COMPANY LIMITED"
2. The registered office of the Company will be situated in the United Republic of Tanzania, P.O.Box 1060, Lumumba Street, Tabora.
3. The objects for which the Company is established are:-
  - a) To carry on the business of manufacturers and importers of and dealers in pharmaceutical, medicinal chemical industrial and other preparations and all kinds of electrical chemical photographic surgical and scientific apparatus and materials and as chemists and druggists.
  - b) To carry on the trade or business of hotels, supermarket, hardware, school, together with all or any business usually carried on in connection therewith.
  - c) To carry on the trade or business of importers and exporters, carriers, warehousemen, distributors, agents, franchisees, franchisors, storekeepers, publishers, printers and general merchants and to buy and sell and deal in every commodity, substance and product.
  - d) To purchase or take in exchange or on lease, or to rent, occupy or otherwise acquire any lands or buildings in Tanzania or elsewhere, or any lease, rights or other interest therein.

- e) To erect any building and machinery on, or cultivate and otherwise utilise any lands for the time being belonging to the company wherever the same may be situate.
- f) To acquire by grant, purchase, licence or otherwise any patents, patent rights, brevets d'inventions, copyrights, trade marks, protections and concessions which may appear likely to be advantageous or useful to the Company, or which it may be desirable for the Company to possess, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing, and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- g) To do all or any of the matters hereby authorised either alone or in conjunction with or as factors or agents for other companies or individuals.
- h) To do all or any of the matters hereby authorised under any trade name as may from time to time be authorised by the directors of the Company.
- i) To make and carry into effect arrangements with respect to the union of interest or for joint working or amalgamation, either in whole or in part, with any other company, person or persons carrying on any business or businesses similar to that or those of this Company, and upon the terms either that (as far as is consistent with this memorandum) this Company, or the company, person or persons, with whom it shall make the arrangement, or some other company, person or persons shall carry on the amalgamated business, or to sell to any other company, person or persons, all or any part of the Company's business or property, and for all or any of the said purposes to promote any new company and take shares or debentures, debenture stock or other securities in any such new or other company as partial or entire payment or consideration and to hold or sell such shares or debentures or debenture stock or other securities, or to distribute or allot them amongst the shareholders of this Company.



conducive to the Company's objects or any of them and to obtain from any such Government, authority, corporation, company or person, any charter, contract, decree, right, privilege, and concession which the Company may think desirable, and to carry out, exercise, and comply with any such charter, contract, decree, right, privilege and concession.

- v) To support and subscribe to any charitable or public object and any institution, society or club which may be for the benefit of the Company or it's employees or Directors, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities or charitable aid to any person or persons who may have served the Company, or the spouse, children or other relatives of such persons, to make payment towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company, and from time to time to subscribe or contribute to any charitable, benevolent or useful object.
- w) To distribute among the members, or any class or classes of the members, or any individual of this Company, but also that no distribution amounting to a reduction of the capital be made except with the sanction (if any) for the time being required by law.
- x) To establish agencies or branches for the purpose of the Company, and to regulate and discontinue them.
- y) To procure the Company to be registered in any foreign country.
- z) To carry on and undertake any business, undertaking, transaction or operation, whether mercantile, commercial, financial, manufacturing, trading or otherwise, if in any part of the world, such as an individual capitalist may lawfully undertake and carry on.
- aa) To do all such other things as are or may be deemed to be incidental or conducive to the attainment of the above objects or any of them.

4 The liability of the Members is Limited.

5 The share capital of the Company is Tanzania Shillings One Hundred Fifty Million (T.Shs.150,000,000/=) divided into Fifteen Thousand (15,000) share of Tanzania Shillings Ten Thousand (T.Shs.10,000/=) each with the power to divide the shares in the original or any increased capital into several classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions.

WE, the several persons whose names, addresses and occupations are subscribed hereto, 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 names.

Names, Addresses and Occupations of Subscribers	Number of Shares taken by each	Signatures of Subscribers
1. ZAKAYO MAGANGA, P.O.BOX 1060, TABORA	100	<i>[Signature]</i>
2. CHRISTINE C MAGANGA P.O.BOX 1060, TABORA	40	<i>[Signature]</i>
3. MTWE Z MAGANGA, P.O.BOX 1060, TABORA	10	<i>[Signature]</i>
Total Number of Shares taken	150	

DATED this 24<sup>th</sup> day of June 2008

WITNESS to the above Signatures:

NAME:..... *[Signature]*

SIGNATURE:..... *[Signature]*

POSTAL ADDRESS:..... *[Address]*

TITLE:..... *[Title]*

CERTIFICATE UNDER THE COMPANIES REGULATION

It is hereby certified that the above Memorandum of Association of "TABORA BGE COMPANY LIMITED" was produced by the process of Xerography.

TABORA BGE COMPANY LIMITED,  
P O BOX 1060,  
Lumumba Street, TABORA

THE COMPANIES ACT  
(CHAPTER 212, LAWS OF TANZANIA)

-----  
COMPANY LIMITED BY SHARES  
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ARTICLES OF ASSOCIATION

OF

TABORA BGE COMPANY LIMITED

1. The regulations in Table A in the First Schedule to the Act shall not apply to the Company.
2. In the construction of these Articles, the following words shall have the respective meanings hereby assigned to them unless there be something in the context inconsistent therewith.
  - (a) Words denoting the singular shall include plural also and vice versa.
  - (b) Words denoting the masculine gender only shall include the feminine gender.
  - (c) Words denoting persons only shall include corporations.
  - (d) 'Month' shall mean a calendar month.
  - (e) 'The Directors' shall mean the Directors for the time being of the Company, and 'The Board' shall mean the Directors or any of them acting as the Board of the Company.
  - (f) 'Dividend' shall include bonus.
  - (g) 'Paid Up' shall include credited as paid up.

(h) 'The Secretary' shall include a temporary or assistant secretary or any person appointed by the Board to perform the duties of Secretary.

(i) "The Seal" means the Common Seal of the Company

(j) 'The Ordinance' shall mean the Companies Act, or any statutory re-enactment or modification thereof for the time being in force and reference to any section or provision of the Act shall include a reference to any statutory re-enactments or modification of such section or provisions for the time being in force.

(l) 'The Company' shall mean "TABORA BGE COMPANY LIMITED".

The expressions "Debenture" and "Debenture Holder" shall include debenture stock and debenture stockholder save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

In construing the provisions of these Articles, the provisions of the Act shall insofar as they are not inconsistent with these Articles, or where the Articles are silent, be deemed to apply.

#### **PRIVATE COMPANY**

3. The Company is a private Company and accordingly:

a) The right to transfer shares is restricted in manner hereafter prescribed.

b) The members of the company (exclusive of persons who are in the employment of the company while in such employment and have continued after the determination of such employment to be members of the company) is limited to fifty; PROVIDED THAT where two or more persons hold one or more shares in the company jointly, they shall for the purpose of this Articles be treated as a single member.



- c) Any invitation to the public to subscribe for any shares or debentures of the company is prohibited.
- d) The company shall not have power to issue share warrants to bearer.

#### SHARE CAPITAL AND VARIATION OF RIGHTS

- 4. The initial share capital of the company is TShs.150, 000,000 /= divided into 1500 ordinary shares of TShs10, 000/= each.
  - a. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company shall not give, directly or indirectly (and whether by means of a loan, guarantee, the provision of security or otherwise) any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the company or in its subsidiary Company, and the Company shall not make a loan for any purpose whatsoever on the security of its shares or those of its subsidiary Company.
  - b. Subject to the provisions of Section 47 of the Ordinance, any preference shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, or at the opinion of the Company are liable to be, redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine.

c. The holder of any class of shares may at any time and from time to time and whether or not during liquidation, by an extraordinary resolution passed at a meeting of such holders, consent on behalf of all the holders of shares of the class to the issue or creation of any shares ranking equally therewith, or having any priority thereto, or to the abandonment of any preference or priority or of any accrued dividend, or the reduction for any time or permanently of the dividends payable thereon, or to the amalgamation into one class of the shares of any two or more classes, or any alterations in these Articles varying or taking away any rights or privileges attached to shares of the class, or to any scheme for the reduction of the Company capital affecting the class of shares in a manner not otherwise authorised by this Articles, or to any scheme for the distribution (though not in accordance with legal rights) of assets in money or in kind in or before liquidation, or to any contract for the sale of the whole or any part of the Company's property or business determining the way in which as between the several classes of shareholders the purchase consideration shall be distributed, and generally consent to any alteration or abrogation or rights, contract, compromise or arrangement which the persons voting thereon could if sui juris and holding all shares of the class consent to or enter into, and such resolution shall be binding upon all the holders of shares of the class. This Article shall not be read as implying the necessity for such consent in any case in which but for the Article the object of the resolution could have been effected without it under the provision.

d. Subject to the provisions of these Articles relating to new shares, the shares shall be at the disposal of the Directors, and they may

(subject to the provisions of the ordinance) allot, grant option over, or otherwise dispose them to such person or such persons on such terms and conditions, and at such times as they think fit, but so that no shares shall be issued at a discount, except in accordance with the provisions of the Ordinance.

- e. The Company may exercise the powers of paying commissions conferred by Section 44 of the Ordinance: Provided that the rate per centum or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said sanction and the rate of the commission shall not exceed the rate of 10 per centum of the price at which the shares, in respect whereof the same is paid, are issued or an amount equal to 10 per centum of the price at which the shares, in respect whereof the same is paid, are issued or an amount equal to 10 per centum of such price (as the case may be). 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.

#### **CERTIFICATES**

5. Every person whose name is entered, as a member in the register shall, without payment, be entitled to receive within two months after allotment or lodgement of transfer, or within such other period as the conditions of issue shall provide, a certificate under the seal specifying the shares allotted or transferred to him and the amount paid thereon, provided that in the case of joint holders, the company shall not be bound to issue more than one certificate to each of the joint holders, and delivery of such certificate to any one of them shall be sufficient delivery to all.

6. If any such certificate shall be worn out defaced, destroyed or lost, it may be renewed on such evidence being produced, as the Directors shall require, and in case of wearing out or defacement on delivery of the old certificate and in case of destruction or loss on execution of such indemnity. In case of destruction or loss the member to whom such renewed certificate is given shall also bear and pay to the company all expenses incidental to the investigation by the company of such destruction or loss and to such indemnity.

#### PROHIBITION OF DEALING IN COMPANY'S SHARES

7. The Company shall not give, whether directly or indirectly or whether by means of a loan guarantee, the provision of security otherwise financial assistance for the purpose of or in connection with the purchase or subscription made or to be made by any person or for any shares in the Company or in its subsidiary company (if any) nor shall the company made a loan for any purpose whatsoever on the security of its shares or those of its holding company (if any) but nothing in this Article shall prohibit transactions mentioned in the provision to Section 46(1) of the Ordinance.

#### LIEN

8. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all money (whether presently payable or not) called or payable at a fixed time in respect of that share, and the company shall also have a first and paramount lien on all shares (other than fully paid shares) standing registered in the name of a single person for all moneys presently

### CALL ON SHARES

12. The Directors may from time to time make calls upon the Members in respect of any money unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times provided that no call shall be payable at less than one month from the date fixed for payment of the past preceding call and each member shall (subject to receiving at least fourteen day's notice specifying the time or times and place of payment) pay to the Company at the time or times and places so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.

13. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be required to be paid by instalments.

14. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

15. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding 5 per centum per annum as the Directors may determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part.

16. Any sum which, by the terms of issue of a share, becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which, in case of non-payment, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

17. The Director may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the time of payment.

18. The Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the money uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become payable) pay interest at such rate not exceeding (unless the company in General Meeting shall otherwise direct) 5 per centum per annum, as may be agreed upon between the Directors and the member paying such sum in advance.

19. No members shall be entitled to receive any dividend or to exercise any privilege as a member, until he shall have paid all the calls for the time being due and payable on every share held by him. Whether alone or jointly with any other person together with interest and expenses thereon (if any).



## TRANSFER OF SHARES

20. All transfers of shares may be affected by transfer in writing in usual common form under hand only.

22. The instrument of transfer of a share shall be signed by or on behalf of the transferor and transferee and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register in respect thereof.

23. The Directors may, in their absolute discretion, and without specifying any ground, refuse to register a transfer of any share to any person whom in its opinion is undesirable to the interests of the Company to admit to membership. No transfer shall be registered if by reason thereof the number of members would exceed the limit hereinbefore prescribed. Acceptance or refusal to register a transfer will be by simple majority of the Directors save for the veto powers hereby being conferred to any of the first directors of the Company. Provided that the power of veto cannot be exercised in the case of transmission of shares.

24. The Directors may refuse to register any transfer of a share where the company has a lien on the share.

25. If the Directors refuse to register a transfer they shall within two months after the date on which the transfer was lodged with the company send to the transferee notice of the refusal. Where such refusal has been exercised, the shares will be valued by a competent auditor chosen by the Directors and the shares bought by the first directors 'pari passu'.

26. The Directors may decline to recognise any instrument of transfer unless the instrument of the

31. Subject to any other provisions of the Articles, if the person so becoming entitled shall elect to register him, he shall deliver or send to the company a notice in writing signed by him stating that he so elects. If he shall elect to have his nominee registered he shall testify his election by executing to his nominee a transfer of such share. All the limitations, restrictions and provisions of these Articles, relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer executed by such member.

32. A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall be entitled to receive and may give a good discharge for all dividends and other moneys payable in respect thereof, but shall not be entitled to receive notice of or to attend or vote at meetings of the company, or, save aforesaid, to any of the rights or privileges of a member until he shall have become a member in respect of the share.

#### FORFEITURE OF SHARES

33. If any member fails to pay the whole or any part of any call on or before the day appointed for the payment thereof the Directors may forfeit at any time thereafter during such time as the call, or any part thereof, remains unpaid, serve a notice on him requiring him to pay such call, or such part thereof as remains unpaid together with any accrued interest, and any expenses incurred by the company by reason of such non-payment.

34. The notice shall name a further day (not being less than fourteen days from the date of the notice) on or before which such call, or any part thereof as aforesaid, and all such interest and expenses as

39. Every share which shall be forfeited shall thereupon become the property of the company, and may be either cancelled or sold, or reallocated or otherwise disposed of either to the person who was before forfeiture the holder thereof, or entitled thereto, to any other person, upon such terms and in such manner as the Board shall think fit, and whether with or without all or any part of the amount previously paid on the share being credited as paid. The Directors may, if necessary, authorise some person to transfer a forfeited share to any such other person as aforesaid.

40. A person whose share have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture, were presently payable by him to the company in respect of the shares, with interest thereon at such rate as the Directors may determine, but his liability shall cease if and when the company receives payment in full of the nominal amount of the shares.

41. A statutory declaration in writing that the declarant is a Director of the company and that a share in the company has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The company may receive the consideration, if any, given for the above on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in

reference to the forfeiture, sale or disposal of the share.

42. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any share which, by the time of issue of a share, becomes payable at a fixed time, whether on account of the amount of the shares, or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

### INCREASE OF CAPITAL

43. The company may from time to time by ordinary resolution increase the share capital by such sums, to be divided into shares of such amount, as the resolution shall prescribe. The existing members shall have the first option to subscribe into any increase in the capital of the company.

44. The company, by the resolution increasing the capital may direct that the new shares or any of them be offered in the instance either at par or at a premium or (subject to the provisions of section 38 of the Ordinance) at a discount to all the holders for the time being of shares of any class or classes in proportion to the number of such shares held by them respectively or may make any other provisions as to the issue of the new shares. In default of any such direction or so far as the same shall not extend the new shares shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons and on such terms as shall think fit.

45. Unless otherwise stated the terms of the issue of the new shares shall be subject to the same provisions with reference to the payment of calls, lien transfer, transmission, forfeiture, and otherwise as the original capital.

### ALTERATION OF CAPITAL

46. The Company may by Ordinary Resolution:

- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; or
- (b) Sub-divide its existing shares or any of them, into shares of smaller amount than is fixed by the Memorandum of Association subject, nevertheless, to the provisions of Section 51(1)(d) of the Ordinance.
- (c) Cancel any shares, which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person, and diminish the amount of its capital by the amount of shares so cancelled.
- (d) Issue any preference, cumulative or redeemable shares.

47. The Company may by special Resolution reduce its share capital and any capital redemption fund in any manner and subject to any incident authorised and consent required by law.

### BORROWING POWERS

48. The Directors may exercise all the powers of the company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock and

is present as the representative of a corporation shall be treated as if he was a member present in person. On a poll every member present in person or by proxy shall have one vote for each share of which he is the holder.

62.No member shall be entitled to be present or to vote at any General Meeting, either personally or by proxy, or as proxy for another member, or to exercise any privilege as a member unless all calls or other sums presently payable by him in respect of shares in the company have been paid, whether such shares are held by him alone or jointly with any other person or persons.

63.No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

64.On a poll votes may be given either personally or by proxy.

65.The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the company.

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



67 . The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority shall be deposited at the registered office of the company not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument purposes to vote, and in default, the instrument of proxy shall not be treated as valid.

68. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and generally to act at the meeting for the person giving the power.

69.A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or revocation of the proxy, or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy was given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is intended to be used.

#### **DIRECTORS**

70. Until otherwise determined by the Company in General Meeting the number of the Directors shall not be less than two or more than three. The first Directors of the Company shall be

1. **ZAKAYO MAGANGA**
2. **CHRISTINE C. MAGANGA**

71. There shall be no share qualification for a Director.

72. The remuneration of the Directors shall from time to time be determined by the company in General Meeting.

73. The Directors shall be entitled to be repaid all travelling, hotel and other expenses incurred by them in and about the business of the company, including Board sitting allowances and also their expenses of travelling to and from Board and Committee meetings or General Meetings.

74. If any Director, being willing, shall be called upon to perform extra services for the purposes of the company, the company shall remunerate such Director by a fixed sum or percentage of profits, or otherwise, as may be determined by the Board, and such remuneration may be either in addition to, or in substitution for, his remuneration above provided.

#### POWERS OF DIRECTORS

75. The business of the company shall be managed by the Directors, who may pay all expenses incurred in getting up and registering the company, and may exercise all such powers of the company as are not by the Statutes or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Statutes, and to such regulations, as may be prescribed by Extraordinary Resolution of the Company in General Meeting but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulations had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article.

76. The Directors may arrange that any branch of the business carried on by the Company or any other business in which the Company may be interested shall be carried on by or through one or more subsidiary companies, and they may on behalf of the company make such arrangements as they think advisable for taking the profits or bearing the loss of any branch or business so carried on or for financing, assisting or subsidising any such subsidiary company or guaranteeing its contract, obligation or liabilities, and it may appoint, remove and re-appoint any persons (whether members of its own body or not) to act as directors or managing directors or managers of any such company or any other company in which the company may be interested and may determine the remuneration (whether by way of salary, commission or profits or otherwise) of any person so appointed and any Directors of the company may retain any remuneration so payable to them.

77. The Directors may from time to time and at any time by power of attorney under the seal appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretion vested in him.

78. The Directors shall cause minutes to be made in books provided for the purpose of: -

- (a) All appointments of officers made by the Directors;
- (b) All the names of the Directors present at each meeting of the Directors and of any committee of Directors; and
- (c) All resolutions and proceedings of General Meetings and of meetings of the Directors and Committees.

79. The Director on behalf of the company may pay a gratuity or pension or allowance on retirement to any director who has held any other salaries office or place of profit with the company or to his widow or dependants and may make contributions to any fund and pay premiums for the purchase of provisions of any such gratuity, pension or allowance.

#### DISQUALIFICATION OF DIRECTORS

80. The office of a Director shall ipso-facto be vacated: -
- (a) If he be found lunatic or becomes of unsound mind;
  - (b) If he becomes bankrupt or compounds with his creditors;
  - (c) If he absents himself from the meetings of the Directors for a continuous period of six months without special leave of absence from the Directors and the Directors resolve that his office be vacated;
  - (d) If, by Extraordinary Resolution, he be removed from office;

- (e) if he shall pursuant to the Statutes be prohibited from acting as a Director;
- (f) becomes prohibited from being a Director by reasons of any order made under Section 213 or 269 of the Act; or
- (g) Shall for more than six months have been absent without permission of the Directors, from meeting of the Directors held during that period.
- (h) If, by notice in writing to the Company, he resigns his office.
- (i) without the consent of the company in general meeting holds any other office of profit under the company; or
- (j) is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in manner required by section 150 of the Act;
- (k) is punished with imprisonment for a term exceeding six months without the option of a fine.
- (l) A director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

## ALTERNATE DIRECTORS

81. Any Director who is unable for any reason whatsoever to carry out his duties as a Director may with the approval of the Directors, appoint any person as his alternate to act for him. Such alternate shall in all respects be bound by the rules and regulations affecting the Directors in the same manner as the Director for whom he acts is bound. The appointment of an alternate director shall not be considered an assignment of the office subject to the provisions of Section 152 of the Ordinance.

## PROCEEDINGS OF DIRECTORS

82. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a simple majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote. The Secretary may at any time summon a meeting of the Board.

83. The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and unless so fixed be not less than two third of the members. The Board will have its meeting four times annually, but they have full mandate to hold an extraordinary meeting at any time.

84. Corporation member having more than 50% of all shares shall have three representations in the Board of Directors i.e. Chief Executive, Director of Finance and Corporation Secretary. A natural person with more than 25% of shares will have one vacancy. The majority shareholder will hold the Chairmanship of the Board and



in event of no majority shareholder the Chairmanship will be alternating after every one year or otherwise as the directors will direct. Every Director will be a member to the Board.

85. The Board will be supreme body as far as day-to-day transaction of the company is concerned, supervising the Managers.

86. The Board will appoint the General Manager and such number off persons as it may think fit to assist such person in the efficient, effective and economic administration and management of the day to day affairs of the Company.

87. A General Manager shall receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the Directors may determine.

88. The Board may entrust to and confer upon a General Manager any of the powers exercisable by them upon such terms and condition and with such restrictions as they may think fit and whether collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

89. The Board may from time to time appoint a General Manager or Managers of the business of the company for such terms and on such remuneration (whether by way of salary or commission or participation in profits or partly in one and partly in another) as they may think fit, and may remove and discharge any such person and appoint a substitute. The Board shall take such security, if any, for the conduct and satisfactory discharge of the duties of any such General Manager as they shall, in their discretion, think sufficient.

90. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Company as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or summoning a General Meeting of the Company, but for no other purpose.
91. The Board may delegate any of its powers, other than its power to borrow and make calls, to committees, consisting of such member or members of its body as it thinks fit, and committees so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors. The Board subject to the approval of the general meeting may make regulations for smooth running of the company.
92. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations made by the Directors under the last preceding Article.
93. All acts done by any meeting of the Board or a committee of Directors, or by any person acting as a Director, shall as regards all persons dealing in good faith with the Company, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, in that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

94. A resolution in writing, signed by all the Directors for the time being shall be so effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form each signed by one or more of the Directors. The Directors shall in the like manner have powers to pass circular resolutions.

95. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretion for the time being exercisable by the Directors, with a simple majority. All regulations guiding a general meeting will apply to the Board mutatis mutandis.

#### DIVIDENDS

96. The profits of the company available for dividend and resolved to be distributed shall be applied in the payment of dividends to the members in accordance with their respective rights and priorities. The company in general meeting may declare dividends accordingly.

97. No dividend shall be payable except out of the profits of the company or in excess of the amount recommended by the Board. The Board will evolve a dividend policy to ensure that a dividend is paid once a year.

98. Where any asset, business or property is bought by the company as from a past date (whether such date be before or after the incorporation of the company) upon the terms and the company, shall as from that date take the profits and bear the losses thereof, such profits or losses as the case may be shall, at the discretion of the Board, be credited or debited wholly or in part to revenue account, and in that case the amount so credited or debited shall, for the purpose

of ascertaining the funds available for dividend, be treated as a profit or loss arising from the business of the company and available for dividend accordingly. If any shares or securities are purchased cum-dividend or interest, such dividend or interest when paid may at the discretion of the Directors be treated, as revenue and it shall not be obligatory to capitalise the same or any part thereof.

99. Sums representing appreciations over cost prices or written down book values, realised on the sale or disposal by the company of any of its capital assets, fully paid bonus shares received by the company in respect of shares in other companies held by it, and any other accretions to capital assets of the company may be distributed by the Board, either in cash or (as regards shares in other companies or other assets capable of being distributed in specie) in specie amongst the shareholders by way of special capital bonus or accretion to the capital of the ordinary shares in the company held by them, and in proportion to the amounts paid up on those shares. Provided that no such distribution shall be made unless:

(a) it shall have been sanctioned by resolution of the company in General Meeting;

(b) The Directors are satisfied that the assets of the company exclusive of the sum or assets proposed to be distributed, are of a value at least equal to the aggregate amount of the company's debts and liabilities and its paid-up shares capital.

100. All dividends shall be declared and paid according to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividend as from a

particular date, such share shall rank for dividend accordingly.

101. The Directors may if they think fit from time to time pay to the members in respect of those shares in the capital of the company which confer on the holders thereof deferred rights as well as in respect of those shares which confer on the holders thereto preferential rights with regard to dividend such interim dividends as appear to the Directors to be justified by the profits of the company, and provided that the Directors act bona fide they shall not incur any responsibility to the holders of shares conferring a preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares giving deferred rights.

The Directors may also pay yearly or at other suitable intervals to be settled by them any dividend, which may be, payable at a fixed rate if they are of the opinion that profits justify the payment.

102. The Directors may deduct from any dividend or bonus payable to any member all sums of money, if any presently payable by him to the company on account of calls or otherwise.

103. The Directors may retain any dividends and bonuses payable on shares on which the Company has a lien and may apply the same in or towards satisfaction of the liability in respect of which the lien exists.

104. No unpaid dividend bonus or interest shall bear interest as against the company.

#### **RESERVES**

105. The Directors may before recommending any dividends whether preferential or otherwise, carry to reserve out of the profits of the company such sums as they think proper and may also carry to reserve any

premiums received upon the issue of shares, securities or obligation of the company. All sums standing to reserve may be applied from time to time at the discretion of the Directors for meeting depreciation or contingencies or for special dividends or bonuses, or for equalising dividends or for repairing, improving or maintaining any of the property of the company, or for such or other purposes as the Directors may think conducive to the objects of the company or any of them, and pending such application may at the like discretion either be employed in the business of the company or be invested in such investments as the Directors think fit. The Directors may divide the reserve into such special funds as they think fit, and may consolidate into one fund any special funds or any parts of any special funds into which the reserve may have been divided as they think fit. The Directors may also without placing the same to reserve carry over any profits, which they may think not prudent to divide.

#### **CAPITALIZATION OF PROFITS AND RESERVES**

106. Subject to all necessary sanctions and consents, if any, being obtained, the company in General Meeting may, upon the recommendation of the Directors, resolve that it is desirable to capitalise any undivided profits of the company not required for paying the fixed dividends on any preference shares (including profits carried and standing to the credit or any reserve or reserves or other special account), and accordingly that the Directors be authorised and directed to appropriate the profits resolved to be capitalised to the members who would have been entitled to receive the same such sums been distributed in cash in accordance with their rights, and to apply such profits on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such members respectively, or in paying up in full un issued

shares, debentures or securities of the company of a nominal amount equal to such profits, such shares, debentures or securities to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportion aforesaid, or partly one way or partly in the other; provided that a share premium account and a capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of un issued shares to be issued to members of the company as fully paid bonus shares.

107. Whenever such resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issued of fully paid shares, debentures or securities, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payments in cash or otherwise as they think fit for the case of shares, debentures or securities becoming distributable in fractions, and also where necessary to deliver a proper contract for registration as required by the Ordinance to authorise any person to enter on behalf of all members interested into an agreement with the company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalization, and any agreement made under such authority shall be effective and binding on all such members.

108. A General Meeting may resolve that any surplus money arising from the accretion of any capital assets of the company, or any investment representing the same, or any other undistributed profits of the company not subject to charge for income tax, be distributed among the members upon the footing of the value so fixed in

order to adjust the rights of the members so that they receive the same as capital.

### ACCOUNTS

109. The Directors shall cause proper books of accounts to be kept with respect to: -

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

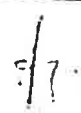
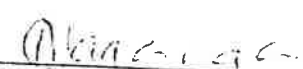

110. The books of account shall, be kept at the registered office or (subject to the provisions of the Statutes) at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.

111. The Directors shall from time to time, in accordance with Sections 123 and 124 of the Ordinance, cause to be prepared and to be laid before the company in General Meeting such profit and loss accounts, balance sheets and reports as are referred to in that Section.

112. A copy of every balance sheet including every document required by law to be annexed there to which is to be laid before the Company in General Meeting together with a copy of the Auditor's report shall in not less than fourteen days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings of the Company.

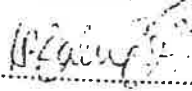


company shall be indemnified out of its assets against all costs, charges, expenses, losses and liabilities sustained or incurred by him in the conduct of the company's business or in the discharge of his duties.

Name, Address and Description of the subscribers	Number of shares taken by each subscriber	Signature of the subscriber
ZAKAYO MAGANGA, P.O.BOX 1060 TABORA	100	
CHRISTINE C. MAGANGA, P.O.BOX 1060, TABORA	40	
MTWE Z. MAGANGA, P.O.BOX 1060., TABORA	10	

Dated this 27<sup>th</sup> day of June 2008

Witness to the above signatures:

Name: BERNARD NGATIKA  
 Signature:   
 Postal Address: Box 70220, Dar es Salaam  
 Title: Advocate