

**THE COMPANIES ACT No. 12 OF 2002  
(CAP 212)**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**HOTELS ASSOCIATION OF TANZANIA LIMITED**

**Incorporated 27 DECEMBER 2004**

(reprinted to include amendments to the Memorandum and Articles of Association  
Adopted by Special Resolution of the Company passed on (\*) (\*) 2012

**DRAWN BY:**

Dr. Eve Hawa Sinare  
*Rex Consulting Limited*  
*Rex House*  
*145 Magore Street, Upanga*  
*Dar Es Salaam*

**THE COMPANIES ACT NO. 12 OF 2002 (CAP 212)**  
**COMPANY LIMITED BY GUARANTEE AND HAVING NO SHARE CAPITAL**  
**MEMORANDUM OF THE COMPANY**  
**OF**  
**THE HOTELS ASSOCIATION OF TANZANIA LIMITED**



1. The name of the Company is the “ Hotels Association Tanzania Ltd”
2. The registered office of the Company shall be situated in Tanzania
3. The objects for which the Company is established are to:
  - 3.1 encourage, promote and protect the interests of accommodation providers and other registered accommodation establishments and to take all such steps as may be considered expedient for the purpose, including the provision of legal and other professional advice and assistance;
  - 3.2 work to address all questions affecting the interests of tourism business whatever the type such as hotels and lodges, camps or any other type of tourist accommodation however styled, and any legislation, by-laws or regulations affecting the same and advocate for change either by petition, public meetings or otherwise or through appropriate channels;
  - 3.3 establish, promote and affiliate or become affiliated to any other Company or corporate body with similar objectives as the Company;
  - 3.4 apply for and obtain any rights, concerns and privileges from and to enter into agreements that may directly or indirectly be conducive to the objectives of the Company with any authority central, local or otherwise; and
  - 3.5 ensure that all hotels (accommodation), lodges and camps or any other type of tourist accommodation however styled are accorded equal opportunities in the tourism sector.

***Company Limited by Guarantee and having no share capital***

4. The income and property of the Company must be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company and no member shall be appointed to any office of the Company paid by salary or fee or receive remuneration or other benefit in money or money's worth from the Company except for a director who may be paid reasonable and proper amount for any services rendered to the Company or be paid reasonable and proper expenses or be refunded such expenses if incurred in the course of performance of his director duties.

5. Upon the winding up of the Company and after satisfaction of all its debts and liabilities, any residual assets and property whatsoever shall not be paid to or distributed among members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 of the Memorandum of Association. The choice of such institution or institutions to be determined by the members at or before the time of dissolution of the Company and if such effect cannot be given to such a provision, then the residual assets and property of the Company may be transferred to some other charitable institution.
6. Every member of the Company is bound to contribute TZS50, 000.00 (Fifty Thousand Shillings) to the Company's assets towards the payment of its liabilities if it should be wound-up while it is member or within one year after it has ceased to be a member in the event that the assets of the Company fail to meet its liabilities.
7. The members of the Company as appearing in the Memorandum of Association are:

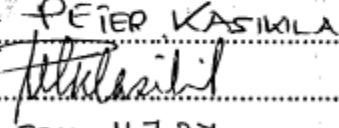
**Name, addresses and descriptions of subscribers**

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	SIGNATURES OF SUBSCRIBERS
1. Damasi Mfugale P.O.Box 70270 Dare-salaam	
2. Pielina Lamba P.O.Box 6530 Dare-salaam	

Dated at D<sup>1</sup> SALAAM this 27<sup>th</sup> Day of DECEMBER 2004.

**Witness to the above signatures:**

Name : PETER KASIKILA

Signature : 

Postal Address : Box 11727

: D<sup>1</sup> SALAAM

Qualification : ADVOCATE



**ARTICLES OF ASSOCIATION OF HOTELS ASSOCIATION TANZANIA LIMITED- A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

## *Article 1- Interpretation*

### 1.1 In these articles:-

“ Act” means the Companies Act, No.12 of 2002;

“Accommodation Provider” includes a hotel, lodge, camp or any other type of tourist accommodation, however, called.

“Affiliate member” means any entity that is not an Accommodation Provider interested in associating itself with the Company and includes suppliers or vendors doing business or wishing to do business in the tourism industry and whose membership in the eyes of the Directors would further the interest of the Company;

“ Articles” means these Articles of Association of the Company;

“ Executive Committee” means a committee of the board of directors made up of at least three members of the board tasked with the responsibility of dealing with management and who support the management with daily issues that crop up in the course of implementation of the activities the management is mandated to implement;

“ Chapter Committee “ means a committee of the directors set up on a geographical region defined by the directors that implements the activities of the Company in the said geographical area;

“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;

“directors” means the board of directors of the Company;

“ general meeting” includes annual general meeting or an extra-ordinary general meeting;

“ Honorary member” includes an individual who has experience in the tourism industry anywhere in the world or a personality of whatever nationality who is prepared to use his/her fame to promote/ advance the tourist industry and tourism in Tanzania and who is voted to membership by the Directors;

“Ordinary member” means an accommodation provider or an individual with beneficial or other interest in the hotel industry admitted to membership by the directors upon the prior no objection of the members, or a Honorary or affiliate member as defined in these Articles;

“ Seal” means the common seal of the Company;

“Secretary” means any person appointed to perform the duties of the secretary of the Company; and

### 1.2 Expression referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photograph, and other modes of representing or reproducing words in a visible form.

- 1.3 Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning assigned to them in the Act or any statutory modification thereof in force at the date at which these articles become binding on the Company.

## *Article 2 - Members*

- 2.1 The number of members with which the Company proposes to be registered is not more than twelve (12) but the directors may from time to time admit new members in terms of these Articles.
- 2.2 The directors may admit an individual or individuals to membership if, in the opinion of the directors such individual's membership shall further the interests of the Company or that such individual has a beneficial or other interest in an accommodation provider.
- 2.3 The qualification to become a member of the Company is as provided herein for the different categories of members.
- 2.4 Any accommodation provider established according to the applicable laws of Tanzania and authorised to provide accommodation, any individual who has a beneficial or other interest in an accommodation provider, or is considered by the directors to further the interests of the Company, any person who qualifies to become Honorary or Affiliate member may be admitted by the directors to be is member of the Company
- 2.5 Applications for admission to membership other than for Honorary and individual members shall be to the directors
- 2.6 A member may, at any time, withdraw from becoming a member by giving three (3) months' notice to the Company addressed to the Secretary.
- 2.7 The Secretary shall notify the directors of the notice and, after the expiry of the notice period, proceed to deregister the member in the register of members by simply cancelling the name of the member in the register: Provided that such member has paid all outstanding obligations to the Company.
- 2.8 The cancellation of the membership of a member in the members' register shall not affect the numbering of the members.
- 2.9 The directors shall report the member's withdrawal to members at the annual general meeting of members following the withdrawal.
- 2.10 The members may, at an annual general meeting, expel a member who fails to pay the subscriptions set by the directors. An expelled member shall still be responsible for the payment of any moneys it owes to the Company.
- 2.11 Accommodation Providers who choose not to be members shall receive no services or the benefits of membership from the Company.

### ***Article 3- Appointment procedure for Honorary members***

- 3.1 A person who has experience in the tourism industry anywhere in the world or a personality of whatever nationality who is prepared to use his/her experience and fame to promote/ advance tourism in Tanzania may be offered and voted Honorary member by the directors upon the prior no objection of the members.
- 3.2 Any member or director or Honorary member ,may propose the name of any person who is experienced in tourism and is prepared to use his/her experience, fame to advance tourism in Tanzania, addressed to the Company Secretary not less than three (3) months prior to the directors' meeting at which the proposal is to be discussed so as to give sufficient time for the Company to undertake necessary due diligence prior to such meeting.
- 3.3 The person making the proposal must submit, with the proposal, the details of the person proposed of such person's education and work background and experience.
- 3.4 Upon receipt of the proposal, the Company shall carry out a due diligence on the proposed person to ensure that an admission of such person to the Company as a Honorary member would advance the objectives of the Company and that an association of the person to the Company will not hurt the reputation of the Company.

### ***Article 4- Affiliate Members***

- 4.1 An organisation established in Tanzania or having a place of business in Tanzania whose business or activities may, in the opinion of the directors, further the interests of the Company may be offered and voted by the directors to become an Affiliate member of the Company.
- 4.2 The process for proposing an Affiliate member shall be the same as the process applicable to proposals for accommodation providers through the relevant Chapter Committees and the decision of the directors need no prior no objection of the members.

### ***Article 5-General Meeting***

- 5.1 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: Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the directors shall appoint.
- 5.2 Anything which must be done by a resolution of the Company in a general meeting save a resolution under section 193 (1) of the Companies Act No.12 2002 to remove a director before the expiry of his period of office or a resolution under section 170 (7) of the Companies Act No.12 of 2002 on removing an auditor before the expiry of his term of office may be done, without a meeting and without any previous notice being required, by a resolution in writing signed by or on behalf of all the members of the Company who at the date of the resolution would be entitled to attend and vote at such meeting.

- 5.3 All general meetings other than annual general meetings shall be called extra-ordinary general meetings.
- 5.4 The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitions, as provided by section 133 of the Act. If at any time there are not within 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 the directors.

#### ***Article 6 - Notice of General Meeting***

- 6.1 Every general meeting shall be called by twenty-one (21) 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: 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 is 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.
- 6.2 Subject to the provisions of the articles, the notice shall be given to all the members, 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.

#### ***Article 7-Proceedings at General meeting***

- 7.1 All business shall be deemed special that is transacted at any extra-ordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of 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.
- 7.2 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 and during the meeting; a simple majority of the number of directors at any time, shall be a quorum.
- 7.3 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.
- 7.4 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 appoint one of their number to be chairman of the meeting.

7.5 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.

7.6 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.

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

(a) by the chairman; or

(b) by at least (three) members present in person or by proxy; or

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 favor of or against such resolution.

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

7.9 Except as provided in Article 23, 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.

7.10 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.

7.11 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.

7.12 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 duly convened and held, and may consist of several instruments in the like form each executed by or on behalf of one or more members.



**Article 8 - Vote of Members**

- 8.1 Every ordinary member shall have the number of votes according to the category of fee determined by the members as provided in Article 10 below.
- 8.2 No member shall be entitled to vote at any annual general meeting unless it has paid in full its annual subscription in the category determined in accordance with Article 10 below
- 8.3 On a poll votes may be given either personally or by proxy.
- 8.4 The instrument appointing a proxy shall be in writing under the hand of the appointer or of 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.
- 8.5 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 or at such other place within the Territory as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting of adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- 8.6 An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

“ \_\_\_\_\_ Limited.

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

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_-”.

- 8.7 Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

“ \_\_\_\_\_ Limited.

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

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

*This form is to be used \*in favor of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.*

\*Strike out whichever is not desired”.

- 8.8 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 8.9 A vote given in accordance with the terms of an instrument or proxy, or poll demanded by proxy, or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demand 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.

***Article 9-Corporations Acting By Representation at Meetings***

- 9.1 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 authorised 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. Such person shall at the commencement of each meeting submit a copy of his authority to the Secretary.

***Article 10 -Membership Subscriptions***

- 10.1 The annual general meeting shall, on the recommendations of the directors, set the amount of contribution that each category of members shall pay as membership subscriptions for each year and the votes that each category shall have at members meetings.
- 10.2 There shall be different categories of numbers of votes entitled to each member according to the fee category. There shall be 6 categories of subscription fees as set out herein. The amount of fee payable by each category shall be fixed by the members as provided in Clause 10.1.
- 10.3 The categories and the number of votes which each category carry are as follows:

Category	Number of Category	Number of Votes per member
Category	1	3.5 Votes
Category	2	3.0 Votes
Category	3	2.5 Votes
Category	4	2.0 Votes
Category	5	1.5 Votes
Category	6	1.0 Vote

- 10.4 Payment of annual subscriptions shall be effected at the beginning of each year and may be delayed by only 30 days at the end of which the amount pending will attract interest at 2% per month compounded.
- 10.5 A member shall lose its right to vote or participate in meetings of directors or members if such member has not paid in full its annual membership subscriptions.

#### ***Article 11-Directors***

- 11.1 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 be subject to a maximum of eleven (11) and shall be not less than two (2).
- 11.2 The amount of money which directors may be paid for expenses related to attending and returning from meetings of directors, or any committee of directors or general meeting of the company or in connection with the business of the Company or refunded for expenses properly incurred by them, shall be determined from time to time by the directors.
- 11.3 At every annual general meeting, one third (1/3) of the number of directors, except for the Chairman, shall retire based on the longest serving directors and shall be eligible for re-election. If the total number of directors is the minimum number of two, then the rotation shall apply to one according to who is longer in office since the date of their appointment.
- 11.4 Where retiring directors are not re-elected, they shall remain in office until new directors are appointed and have taken office.

#### ***Article 12-Borrowing Powers***

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

#### ***Article 13-Powers and Duties of Director***

- 13.1 Subject to the provision 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.
- 13.2 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.

- 13.3 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.
- 13.4 The directors shall cause minutes to be made in books provided for the purposes:-
- 13.4.1 of all appointments of officers made by the directors;
  - 13.4.2 of the names of the directors present at each meeting of the directors and of any committee of the directors; and
  - 13.4.3 of all resolution and proceedings at all meetings of the Company, and of the directors, and of committees of directors.

#### ***Article 14-Disqualification of Directors***

- 14.1 The office of director shall be vacated if the director:-
- 14.1.1 without the consent of the Company in general meeting holds any other office of gain under the Company; or
  - 14.1.2 becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - 14.1.3 ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or
  - 14.1.4 becomes of unsound mind; or
  - 14.1.5 resigns his office by notice in writing to the Company; or
  - 14.1.6 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.
- 14.2 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.

#### ***Article 15- Appointment and Removal of Directors***

- 15.1 Directors may propose persons to be director whose appointment may be confirmed by members at an annual general meeting.
- 15.2 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 and determine the fee category such director shall be appointed under.
- 15.3 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, Any director so appointed shall hold office until the end of the term of the director he is replacing and shall be eligible for re-election.

- 15.4 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 articles 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.
- 15.5 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.
- 15.6 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 be necessary to give notice of a meeting of directors to any director who is absent from Tanzania.
- 15.7 The quorum necessary for the transaction of the business of the directors may be fixed by the directors and unless so fixed shall be a simple majority of the number of directors.
- 15.8 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.
- 15.9 The directors may appoint one of their numbers to be the chairman of the board of directors and determine the period of which he is to hold office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if no such chairman is appointed, or 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.
- 15.10 The directors may delegate any of their powers to any committee, which may be zonal, consisting of one or more directors; any committee so formed shall in 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.
- 15.11 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.

- 15.12 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.
- 15.13 Any or all of the directors or any members of a committee or sub-committee of the board may participate in a meeting of the board or such committee or sub-committee by means of a conference telephone, video conferencing, Skype or any other means of communication which allows all persons participating in the meeting to hear and speak to each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in the quorum. Such a meeting shall be deemed to take place where the largest group of those participating is situated: Provided that immediately after such meeting, the record of the meeting shall be reduced into written minutes and be kept in the minute book.

#### ***Article 16 - Executive Committee***

- 16.1 The directors shall appoint an Executive Committee of at least three (3) directors which will handle administrative and staff issues of the Company and support the Management on day to day issues.
- 16.2 The tenure of members of the Executive Committee shall be the same as the tenure applicable to the term of office of the directors.
- 16.3 The directors may delegate any other administrative tasks to the committee.
- 16.4 Being a sub- committee of the board of Directors, the Executive Committee is answerable to the directors for the performance of its work and shall submit a report to the directors' quarterly on issues that the Committee has dealt with during the quarter.
- 16.5 The Committee may set the procedures for the conduct of its meetings

#### ***Article 17 - Chapter Steering Committees***

- 17.1 The directors may appoint Chapter Steering Committees for each region of the Company namely the North, South and West regions: Provided that the directors may add to or vary the existing regions.
- 17.2 The North Tanzania Region is made up of the Northern Circuit/ Arusha and Kilimanjaro.
- 17.3 The South Tanzania Region is made up of the Southern Circuit and Dar es Salaam.
- 17.4 The Western Tanzania is made up of the Western Circuit and Mwanza.
- 17.5 The Chapter Steering Committees' main function is to provide the company with expertise, perspective, market intelligence, best practices, lessons learned, innovation and vision to strengthen and empower the company's chapter community.
- 17.6 Being a sub- Committee of the board of directors, the Chapter Committees are answerable to the directors for the performance of its work and shall submit reports to the directors

quarterly on issues that the Committees has dealt with during the quarter within the relevant regions.

- 17.7 The Committees may set the procedures for the conduct of their meetings but such that the procedures for Chapter Committees shall be the same for every region.

#### ***Article 18 - Secretary***

- 18.1 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.
- 18.2 A provision of the Act or these articles requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

#### ***Article 19 - The Seal***

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

#### ***Article 20 - Accounts***

- 20.1 The directors shall cause proper books of account to be kept with respect to:
- 20.1.1 all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
  - 20.1.2 all sales and purchase of goods by the Company; and
  - 20.1.3 the assets and liabilities of the Company.
- 20.2 The books of account shall be kept at the registered office of the Company, or subject to section 151(4) of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.
- 20.3 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 authorised by the directors or by ordinary resolution of the Company.
- 20.4 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.
- 20.5 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.



**Article 21-Audit**

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

**Article 22-Notice**

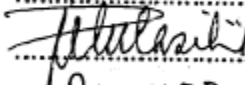
22.1 Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling for meeting of directors need not be in writing. The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address, or by any other modern means of transmission of a notice; or by leaving it at that address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of seventy-two hours after the letter containing the same was posted. A member whose registered address is not within the Tanzania and who gives to the Company an address within 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.

**Name, addresses and descriptions of subscribers**

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	SIGNATURES OF SUBSCRIBERS
1. Damasi Mfugale P.O.Box 70270 Dare-salaam	
2. Pielina Lamba P.O .Box 6530 Dare-salaam	

Dated at Daresalaam this 27<sup>th</sup> day of DECEMBER 2004.

**Witness to the above signatures:**

Name : PETER KASIKILA  
 Signature :   
 Postal Address : Box 11727  
Daresalaam  
 Qualification : ADVOCATE

