

# ZIMBABWE

Form CR 6

Section 112 and 330 of Act  
Section 19 of Regulations

## COMPANIES ACT (CHAPTER 24: 03)

No of Company.....

Notice of situation and Postal address of a Company's Registered Office or of a Foreign Company's Principal Place of Business, and of any Change thereto

Name of Company..... **HILLBIG ENTERPRISES (PRIVATE) LIMITED**

To the Registrar of Companies

...HARARE .....

The above - mentioned company hereby gives you notice that the registered office or Principal place of business of the company:-

(a) (i) Is / Was Situated At..... **No. 1356/24 Garikai Street , Dzivarasekwa , Harare** .....

..... Zimbabwe .....

(ii) the Postal address is/ was at..... **AS ABOVE** .....

(b) Has been changed from the above address to.....

(i) Situation at.....

(ii) Postal address at.....

With effect from **DATE OF INCORPORATION** .....

(SIGNED) DIRECTOR/ SECRETARY/ CHIEF AGENT

This ...17<sup>th</sup> .....

(DATE)

Day of .....January .....

(MONTH)

.....2019....

(YEAR)

Presented For Filling By..... **Champion Chienderamwano** .....

Address ..... **No. 1356/24 Garikai Street , Dzivarasekwa , Harare** .....

\*delete whichever is inappropriate.

+To be completed only in the event of a change of address

NOTES- (a) In the case of a change of address, this form must be submitted to the registrar BEFORE the proposed change takes place

- (a) If the registered address of a company has been altered by a public authority, so that the changed address designates the same Premises as before, no fee will be charged if the registrar is satisfied as to the facts and the name of the authority which ordered the change as stated on the form

2019-01-24

# ZIMBABWE

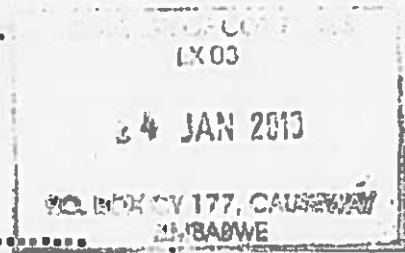
Form CR 14

Section 187 and 330 of Act  
Section 27 of Regulations

No of Company.....

735/2019

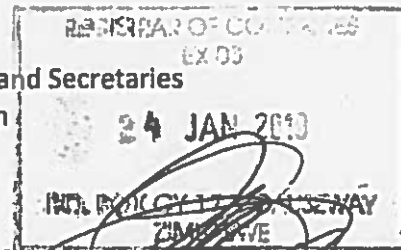
## COMPANIES ACT (Chapter 24: 03)



Particulars (a) of Register of Directors and Secretaries  
And any changes therein

Or

A List (b) of Directors and Principal Officer of a Foreign Company



Name of Company: ..... HILLBIG ENTERPRISES (PRIVATE) LIMITED

To the Registrar of Companies:

10/09/2021,  
Harare

HARARE

Presented For Filing By.....Champion Chienderamwano .....

Address ..... No. 1356/24 Garikai Street , Dzivarasekwa , Harare .....

90280461  
#20  
2019-01-24

## HILLBIG ENTERPRISES (PRIVATE) LIMITED

10/09/2002,  
11/09/2002

**(Signed) Director/Se**

**This...17th ...Day of ...January ..... ..2019.....**

[illegible]

No. 735/2019

Receipt No. 90280461  
USD20

ORIGINAL COPY

No. 200039



ZIMBABWE

REGISTRAR OF COMPANIES  
EX 03

24 JAN 2019

P.O. BOX CY 177, CAUSEWAY  
ZIMBABWE

## Certificate of Incorporation

HILLBIG ENTERPRISES (PRIVATE) LIMITED

I hereby certify that.....

.....

.....

*is this day incorporated under the Companies Act [Chapter 24:03] and that the Company is Limited.*

Given under my Hand and Seal at..... HARARE

this 24TH day of JANUARY, 2019

  
Registrar of Companies

735/2019

**THE COMPANIES ACT**

**(CHAPTER 24:03)**

**MEMORANDUM AND ARTICLES**

**OF**

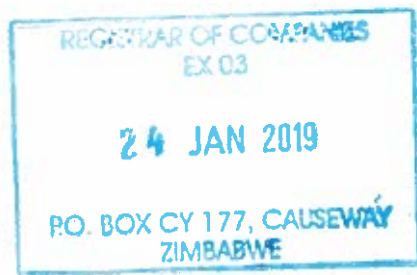
**ASSOCIATION**

**OF**

**HILLBIG ENTERPRISES (PRIVATE) LIMITED**



*Hillbig Enterprises (Private) Limited*



2019-01-24  
90280461

ZIMBABWE

THE COMPANIES ACT

(CHAPTER 24:03)

MEMORANDUM OF ASSOCIATION

OF

HILLBIG ENTERPRISES (PRIVATE) LIMITED

1. The name of the company is **HILLBIG ENTERPRISES (PRIVATE) LIMITED**
2. The registered office of the company will be in Zimbabwe.
3. The objects for which the Company is established are:

*Hillbig Enterprises (Private) Limited*

- a) To carry on the trade or business (either manufacturing, wholesale or retail) of general traders, importers, exporters, commodity brokers and general manufacturers, together with all or any trade or business usually carried on in connection therewith.
- b) To carry on the trade or business of local and international transporters, road, sea, rail, air, shipping, customs clearing, container services, haulage trucks, tracking system, commuters omnibus operators, freight forwarding, exporters and importers of perishable, non-perishable goods, general dealers or wholesalers and any general merchants together with any trade or business usually carried in connection therewith.
- c) To carry on the trade or business of local and international transporters, commuter omnibus operators, travel agencies to operate the business of car hire and rental, air ticketing, holiday and resorts, tour packages, travel agents, tour operators, freight agents, clearing agents, transport operators, container services, safari operators, hunters, guides or wildlife and hunting consultants; to set up and manage lodge, chalets and caravan for letting and hiring; to host company workshops and conferences, to provide transport services together with any trade or business usually carried in connection therewith.
- d) To carry on the business of domestic and international freight forwarding & courier services and to carry out all the ancillary activities connected therewith including carriage by air, land and sea and rapid desk to desk delivery, door to door delivery of all types of carriage-able goods, door to door delivery of dutiable and non-dutiable commercial value shipments, complete handling of all documentation and different types of goods, freight, loading, unloading, clearing, storing and forwarding of goods, pick-up and delivery of carriage-able goods, including providing of full air, sea and land cargo service, and warehousing solutions for the said purpose and together with any trade or business usually carried in connection therewith.
- e) To carry on the trade or business of local international transporters of petrol, diesel, gas, fuels, oils, and other petroleum products to operate motor garage, filling station proprietors and to buy and sell petroleum products and deal in and all types of accessories and spares parts thereof; and as car dealers, car breakers, instruments fitters, metal workers, spray; painters and tool makers, and to provide facilities for the safe keeping, car working, storage, cleaning, repairing, breaking, refueling and general maintenance and care of motor vehicles and any other related automotive products
- f) To seek and obtain association and recognition within the international and local travel agents, associations and to keep liaison with tourist bureaus, government ministries and departments and other agencies dealing with travel and transport and local and international airlines, railways, shipping companies and together with any trade or business usually carried in connection therewith.

- g) To provide solutions for the transportation passengers of every descriptions and kinds of whatsoever by means of motor vehicles, automobiles, bicycles, motor buses, motor vans, motor trucks, omnibuses, train, airplanes, ship or any other new transport means in such line as the Company may think fit.
- h) To provide solutions for the transportation of goods of every descriptions and kinds of whatsoever by means of motor vehicles, automobiles, bicycles, motor buses, motor vans, motor trucks, omnibuses, train, airplanes, ship or any other new transport means in such line as the Company may think fit.
- i) To undertake international transport solutions across Zimbabwean borders as passenger and goods transporter and/or as general transport agent of other transporters and carriers by sea, land or air together with any trade or business usually carried in connection therewith.
- j) To carry on the trade or business of fashion boutique, buying, selling, importing exporting , ladies and men's wear, supplies of formal wear, corporate wear, sportswear, casual wear, shoes, manufacturing, designing, printing of clothes and branding of fabrics and together with all or any trade or business usually carried on in connection therewith
- k) To carry on the trade or business of mining, processing of gold , diamond, nickel, copper and other precious metals, mining , marketing mineral technologists, supplies of mining equipment, pumps, mining protective clothing, maintenance, of all mining equipment , contractors and agents of all precious minerals , including without derogation from the generality of the foregoing, taking or granting tribute of any claims, mines or dumps, developing the same, extracting base of precious ores, minerals or metals and marketing the products and any other trade or business usually carried in connection therewith
- l) To carry on the trade or business of mining, alexandralite, ganet, corundum, aquamarine, sapphires, tourmaline, granite, gold, diamond, gold, nickel, copper and other precious metals, marketing mineral technologists and any other trade or business usually carried in connection therewith.
- m) To carry on the trade or business of mining, cutting, polishing, suppliers of precious minerals diamonds extracting of precious ores, minerals and any other trade or business usually carried in connection therewith.
- n) To carry on the trade or business of mining, processing, extracting, marketing, refining importing, exporting of gold suppliers of mining equipment, pumps, mining protective clothing and any other trade or business usually carried in connection therewith.



- o) To carry on the trade or business of extracting, mining, processing, refining importing, exporting marketing, of coal suppliers of coal, local and international and any other trade or business usually carried in connection therewith.
- p) To carry on the trade or business of supplies of mining equipment, pumps, mining protective clothing, maintenance, of all mining equipment , contractors and agents of all precious minerals , including without derogation from the generality of the foregoing, taking or granting tribute of any claims, mines or dumps, developing the same, extracting base of precious ores, minerals or metals and marketing the products and any other trade or business usually carried in connection therewith
- q) To carry on the trade or business of manufacture, mechanical and electrical mining equipment which include drilling equipment, drill bits, hoists, ball mills, stamp mills, jaw crushers, de-watering pumps, vibrating screens, winches, chain ladders, cap lamps and chargers, mining gear tailor made to fit local conditions and to import, export, deal in distribute and supply mining equipment and machinery of all kinds and to carry on any other operations and processes which may seem conducive to any of the foregoing objects together with all or any trade usually carried on in connection therewith.
- r) To carry on the business of an investment company and for that purpose to invest in the capital and money markets, in public and private companies, any form of partnership and property and to do all such things as are incidental thereto.
- s) To carry on the trade or business of agro based business, agro chemicals, herbicides, pesticides, insecticides, distribution of agro equipment, agriculturists, and horticulturists, to deal and trade in and handle all kinds of agricultural, horticultural and forestry products, to import, export, distribute, produce, sell and deal in commercial horticultural crops, livestock, poultry and fish products together with all or any trade or business usually carried on in connection therewith.
- t) To carry on the trade or business of farming, distribution, buying , selling , importing and exporting agricultural produce, inputs, distribution of agricultural chemicals , fertilizers, and dealers in poultry , piggery, animal husbandry ( manufacturing, wholesalers, retailers ) of agricultural inputs animal husbandry and any other business usually carried in connection therewith.
- u) To carry on the trade or business of manufacturing and distribution of seedlings, nursing of seeds, horticultural seeds, agricultural, industrial and household chemicals and dealers in land and other properties, farming and husbandry and any other business usually carried in connection therewith.
- v) To carry on the trade or business of manufacturing and distribution of agricultural, industrial and household chemicals and dealers in land and other properties, farming and husbandry and any other business usually carried in connection therewith.

- w) To carry on the business of farming, horticulture and commercial crops production of potatoes , beans , vegetable , tobacco , maize and soya beans; livestock breeders of cattle , poultry, piggery and fisheries ; processing of chicken, beef abattoirs, pork products processing, chicken feed processing; college of agriculture in animal food science, technology based farming techniques, plant and soil science, horticulture, livestock and veterinary science , bio systems and agriculture engineering together with all or any trade or business usually carried on in connection therewith.
- x) To carry on the trade or business of tobacco auctioneers, processing, marketing , agents, advertising, advisory , importing, exporting of tobacco (either manufacturing, wholesale or retail) ,farming, distribution, buying and selling of tobacco products together with all or any trade or business usually carried on in connection therewith.
- y) To carry on the trade or business farming, agriculturists, horticulturists, of tobacco grower, curers and graders, packaging, distribution of tobacco inputs to offer college of agriculture in tobacco technology based farming techniques, plant and soil science and together with all or any trade or business usually carried on in connection therewith.
- z) To carry on the trade or business of information technology , IT products and services , networking products and solutions , electronic accessories , selling, assembling, installation, development configuration distribution ,general maintenance of laptops, desktops, printers, cellphone, LED and LCDS screens , provide marketing and support of custom made and packaged software and to provide training and support in any related area and to supply, assemble and maintain computer hardware and related products and together with all or any trade of business usually carried on in connection therewith.
- aa) To carry on the trade or business of total Information Communication technology (ICT) solutions, repairs, maintenance, networking and telecommunications services, rental of machines, warranties, sales, importing, exporting of accessories together with all or any trade or business usually carried on in connection therewith.
- bb) To carry on the trade or business of printing, marketing, stationers , screen printing, , paper printing, t- shirt , canvas printing and publications , import and export of any kind of print works together with all or any trade or business usually carried on in connection therewith.
- cc) To carry on the trade or business of graphic designing, printing, publishers, stationers, lithographers, originators, booksellers, marketing, advertising agents,, internet, web designing, media, newsagents, magazine publishers and any other trade or business usually carried in connection therewith

- dd) To carry on the trade or business (either manufacturing, wholesale or retail) of air - conditioning & refrigeration engineers, electrical installation, servicing, repairs and maintenance engineers and air-conditioning, refrigeration and electrical systems and equipment designers and manufacturers, together with all or any trade or business usually carried on in connection therewith.
- ee) To plan and design engineering projects including feasibility studies, preliminary designs, analysis and detailed design, environmental impact assessment and systems analysis and design and together with all or any trades or business usually carried on in connection therewith.
- ff) To provide consulting engineering services in planning and designing of engineering projects including feasibility studies, preliminary designs, analysis and detailed design environmental impact assessment and systems analysis and design, managing and supervising projects, project scheduling, financial control, supervision of project implementation and project performance assessment together with all or any trades or business usually carried on in connection therewith.
- gg) To manage and supervise projects including project scheduling, financial control, supervision of project implementation and project performance assessment, carrying out engineering topographical survey and testing of engineering materials and together with all or any trades or business usually carried on in connection therewith.
- hh) To carry on business as mechanical, civil, structural, aeronautical, automotive, electrical, telecommunications, electronic and general engineers and together with all or any trades or business usually carried on in connection therewith.
- ii) To carry on the trade or business of solar energy, energy generation, power generations, power transmission and waste products recycling, buying and selling of power cables, electrical equipment , importing ,exporting, distribution , supply of electricity together with all or any trade or business usually carried on in connection therewith.
- jj) To carry on the trade or business of power generations, power transmission, buying and selling of power cables, electrical equipment together with all or any trades or business usually carried on in connection therewith.
- kk)To carry on the trade or business of providing a carbon reduction consulting service, green financing, contracting and operations of carbon reduction plant to promote the benefit of same to households, industries, statutory bodies, local authorities within Zimbabwe and the SADC- with a view to reduce greenhouse gases and improving the conditions of life of its people

- ll) To provide financial and practical assistance to householders, industries, local authorities within the Operating Area to improve the energy efficiency of their homes.
- mm) To encourage awareness of carbon reduction opportunities and the benefits of improved energy efficiency towards reducing greenhouse gas emissions within the area of benefit and to the public in general.
- nn) To carry on the trade or business (either wholesale or retail) refilling, suppliers , distribution, importing, exporting , of gas and energy, installation and repairs of gas tanks, stoves and refrigerators together with all or any trade or business usually carried on in connection therewith.
- oo) To carry on the trade or business of distribution of liquefied petroleum gas, gas equipment, gas, fuels, oils, to operate motor garage, filling station proprietors and to buy and sell gas products and deal in and all types of accessories and spares parts thereof; and general maintenance and care of gas equipment and appliances and other related gas products
- pp) To carry on the trade or business (either manufacturing, wholesale or retail) distribution of solar farming equipment, solar batteries, cables , bulls, solar wind energy together with all or any trade or business usually carried on in connection therewith.
- qq) To carry on the trade or business (either manufacturing, wholesale or retail) of solar equipment and general maintenance together with all or any trade or business usually carried on in connection therewith.
- rr) To carry on the trade or business solar photovoltaic together with all or any trade or business usually carried on in connection therewith.
- ss) To carry on the trade or business manufacturing of methane gas, bio gas and all types of renewable sources together with all or any trade or business usually carried on in connection therewith.
- tt) To carry on the trade or business of property development , land development, asset evaluation, property sales and auctioneers, real estate and property management , building facilities management , project management and development consulting, advisory services to improve, develop and turn to account any land acquired or leased by the company or in which the company is interested, including the provision of to purchase, lease or otherwise acquire farms, lands, buildings, factories, flats and all other property, movable or immovable of whatever tenure and any interest therein, and to create , sell and deal in freehold and leasehold properties and to make advance upon the security of farms, land, buildings, and any other property of whatever description, movable or immovable and whatever any trade or business usually carried in connection therewith.

- uu) To carry on the trade or business of contractors in building construction works; to construct, maintain, improve, manage, work, control, renovate, repair, build and superintend any dams, reservoirs, watercourses, bridges, aqueducts, roads, civil engineering, services electrical engineers, mechanical, plumbers, demolishers, erectors of perimeter fencing and walling, importing, exporting, retailing, wholesaling, installer of building materials, hardware equipment and electrical, plumbing, roofing, painting, tiling and any other business usually carried in connection therewith
- vv) To carry on the trade or business of contractors in building construction works, civil engineering, services electrical engineers, mechanical, plumbers, demolishers, erectors of perimeter fencing and walling, importing, exporting, retailing, wholesaling, installer of building materials, hardware equipment and electrical, plumbing, roofing, painting, tiling and any other business usually carried in connection therewith.
- ww) To carry on the trade or business of civil construction, steel construction, railways, harbours, wharves, furnaces, saw mills, metallurgical mills and crushers, garages, pipelines, hydraulic works, electrical installations plant, factories, warehouses, shops, houses and any other constructions, erection, works and amenities, which may seem directly or indirectly conducive to the attainment of any of the foregoing objects and to all such things as are incidental thereto
- xx) To carry on the trade or business of borehole citing, borehole drilling and construction, borehole rehabilitation, pumping tests, pump installation, facilitation of water permits issuances of borehole drilling authorization by catchment councils to drill bore holes in non-governmental organization, large and small farmers, the commercial sector, households, quasi government bodies, mining sector, educational institutions and local authorities agricultural and irrigation engineers, consultants and consultants, together with all or any trade or business usually carried on in connection therewith
- yy) To carry on the trade or business of cleaning services, commercial and industrial cleaning services buildings, supermarkets, hospitals, workshops, offices, houses, learning institutions, wall to wall carpeting, disposal of sanitary bins and fumigations services, landscaping, landscape designing, nursery, lawn maintenance, gardening company in all its branches, to carry out intensive, horticulture and different services or any trade or business usually carried in connection therewith.
- zz) To carry on the trade or business (either manufacturing, wholesale or retail) distribution, suppliers, importing, exporting, buying, selling of cleaning chemicals, cleaning machines, lubricants and oils for domestic, industrial and commercial together with all or any trade or business usually carried in connection therewith.

- aaa) To carry on the trade or business of landscaping, landscape designing, cleaning services, commercial and industrial cleaning services buildings, supermarkets, hospitals, workshops, offices, houses, learning institutions, wall to wall carpeting, disposal of sanitary bins and fumigations services, nursery, lawn maintenance, gardening company in all its branches, to carry out intensive, horticulture and different services or any trade or business usually carried in connection therewith
- bbb) To carry on the trade or business of training in academic and business related programmes and courses , accounting, marketing, business administration , computerized accounting packages , taxation, management consultants and advisors in economics, personnel, computers, agriculture, trade, manufacturing, and marketing, together with all or any trade or business usually carried on in connection therewith.
- ccc) To operate an educational institute and to offer academic , tertiary and professional courses, training, course work , contribute to charitable, religious or educational organizational bodies concerned with the well- being of mankind and any other educational activities usually carried in connection therewith.
- ddd) To provide and conduct courses in all types of academic training including general office practice, bookkeeping, accountancy, computer training and all other educational and professional training at all levels.
- eee) To, lend and advance money or give credit to any person, partnership, society or company upon such security as the company may think fit with or without taking any security therefore and to guarantee and give guarantees or indemnities or to become surety for the payment of the money or the performance of contracts or obligations or the discharges of liability, present or contingent, by any person or the company
- fff) To provide for instruction and training in such branches of learning as it may deem fit and to provide for research and for the advancement of and dissemination of knowledge.
- ggg) To carry on the business of importing, exporting, retailing, wholesaling, distribution of hospital equipment, surgical equipment, sanitary wear, protective equipment, medical accessories and any other activities related to the medical and pharmaceutical industry.
- hhh) To carry on the trade or business of supplying of laboratory equipment and chemicals , wholesaling, warehousing, stores, importing, exporting, packaging and distribution of pharmaceutical, surgical sundries and medical equipment, other cosmetic and personal effects of every description or any trade or business usually carried in connection therewith.

- iii) To carry on the trade or business (either manufacturing, wholesale or retail) packing, branding, processing, importers, exporters of food stuffs, bakers, confectioners, restaurateurs, canners, food and beverage processors, bottlers, butchers, grocers, greengrocers, fish mongers, and hoteliers together with all or any trade or business usually carried on in connection therewith.
- jjj) To realise its objectives and to carry on the administration and management of the African School of Higher Education, the Institute shall have the following powers:
  - kkk) To provide for instruction and research as the institute may think fit, and for the advancement of learning and dissemination of knowledge in such branches.
- III) To establish, maintain and manage halls and hostels for the residence of students and to regulate the discipline of students of the Institute and to make arrangements for promoting their general welfare and cultural corporate life.
  - mmm) To receive gifts, grants, donations or benefactions from the Government and to receive bequests, donations and transfers of movable or immovable properties from testators, donors or transferors, as the case may be.
  - nnn) To create and maintain facilities and environment conducive for the pursuit of scholarship and advancement of knowledge in compliance with ISO-9001 (2000) and ISO-14001 respectively.
  - ooo) To carry on the trade or business of events management , promotions , interior and exterior decoration, catering services, hiring tents, chairs, tables, flower arrangements, decor bridal, wedding, cakes, anniversary , birthday cakes, supplying and designing wedding gowns and graduation, buying and selling food stuffs and any trade or business usually carried in connection with events management.
  - ppp) To carry on the trade or business (either manufacturing, whole sale or retail) of chemists, pharmacists, druggists, herbalists, and importers and dealers in pharmaceutical, medical, dental, radiotherapy, laboratory, x- ray and scanning, optical, veterinary, chemical, cosmetic, industrial and other preparations, sellers of proprietary medicines, surgical, anatomical, orthopaedic, appliances, implements, equipment, material and articles of all kinds, together with all or any trade or business usually carried on in connection therewith

qqq) To, lend and advance money or give credit to any person, partnership, society or company upon such security as the company may think fit with or without taking any security therefore and to guarantee and give guarantees or indemnities or to become surety for the payment of the money or the performance of contracts or obligations or the discharges of liability, present or contingent, by any person or the company.

rrr) To carry on the trade or business either (manufacturing wholesaling, retailing,) importing, exporting, cutting, fabrication, distribution , supplies , dealers in all types of metals, round bar , deformed bars , reinforcing steel, metal workers and together with any trade or business usually carried in connection therewith.

4. The liability of the members is limited.

5. The capital of the company is TWO THOUSAND UNITED STATES DOLLARS (US\$2000.00) divided into TWO THOUSAND (2000) ordinary shares of ONE UNITED STATES DOLLAR (US\$1.00) each and such capital may be increased or varied from time to time under the provisions of the Articles of Association of the company and any shares forming party of the original capital of the company or any new shares that may be created by the company may be issued by the Directors either in cash , the acquisition of any property or right whatsoever, or in respect of services rendered or to be rendered to the company , and with any Guarantee or right o preference, whether in respect of divided , repayment of capita , distribution of assets , or any of them , or with any other such privileges or advantages over any shares for the time being issued or such premium or with such deferred rights as compared with any shares previously issued or then about to be issued , or subject to any provisions , or may be divided into different classes and generally as any from time to time be determine d under the Articles of Association .


The company shall have the power to divide the shares in the original or any increased capital into several classes and attach thereto respectively any preferential qualified special or deferred rights, privileges or conditions



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

Names and Address Of Subscribers	Number of Shares taken by each subscriber	Signature of the Subscriber
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CHAMPION CHIENDERAMWANO  
NO. 1356/24 GARIKAI STREET  
DZIVARASEKWA  
HARARE  
ZIMBABWE

Sixty (60) 

DIRECTOR

LAINAH MANYIKA  
NO. 1356/24 GARIKAI STREET  
DZIVARASEKWA  
HARARE  
ZIMBABWE

FOURTY (40) L. Manyika

DIRECTOR

DATE AT HARARE THIS .....17<sup>th</sup> ..... Day of .....January .....2019

Witness to the above signatures

FULL NAMES:

ALLEN CHIMHOMBE

FULL ADDRESS

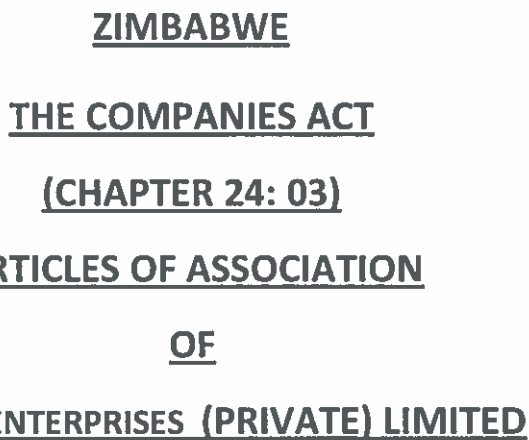
NO. 165 KWAME NKRUMAH AVENUE  
HARARE  
ZIMBABWE

OCCUPATION

ACCOUNTANT

SIGNATURE

  
.....



**DIRECTORS- APPOINTMENT AND TENURE OF OFFICE**

17. Number of Directors
18. First Directors
19. Alternate Directors
20. Chairman
21. Rotation of Directors
22. Casual Vacancies.
23. Removal of Directors
24. Appointment by Company

**DIRECTORS- PROCEEDINGS, POWERS AND DUTIES**

25. Conduct of Proceedings.
26. Quorum
27. Written Resolutions
28. Minutes
29. Borrowing Powers
30. Remuneration and Expenses
31. Gratuities and Pensions
32. Seal
33. Indemnity

**PRELIMINARY**

**1. Application of Table A**

The regulations contained in PART 1 of Table A of the FIRST SCHEDULE to the companies ACT (CHAPTER 24: 03) shall subject to the deletions, modifications, amendments and additions herein after appearing, be the Articles of Association of the company, and in the event of there being any inconsistency between the regulations contained in PART 1 of TABLE A and the regulations hereinafter appearing the provisions of latter shall prevail.

**2. Modifications of Table A**

Articles 1, 11, 15, 24, 50, 53, 55, 56, 58, 62, 74, 75, 78, 79, 87, 88, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 107, 113, 127, 130 and 136 of Part I and Part II of Table A shall not apply to the company.

**3. Definitions**

In the Articles of Association of the company-

" The Act" means the Company Act ( Chapter 24: 03);

" The Seal" means the common seal of the company

" Secretary" means any person appointed to perform the duties of the secretary of the company ;

" The Office" means the Registered Office of the Company.

Unless the context otherwise require, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

**4. Company to be Private Company**

The Company is a Private Company and accordingly:-

- a. The right to transfer shares is restricted in manner hereinafter prescribed;

- b. The number of members of the company ( exclusive of person who are in the employment of the company, and of persons who, having been formerly in the employment of the Company, were, while in such employment and have continued after the determination of such employment to be members of the Company) IS LIMITED TO FIFTY ( 50) Provided that where Two ( 2) or more persons hold one or more shares in the company jointly, they shall, for the purpose of this regulation, be treated as a single members ;
- c. Any invitation to the public to subscribe for any shares or debentures of the company is prohibited.

#### **SHARES**

##### **5. Shares Classes**

There shall be such number of classes of shares to which shall be attached such rights as the Directors of the Company may, from time to time, determine. Such rights may be granted an allotment or subsequently may be subject to the imposition of such duties and obligation as the directors may consider appropriate and the terms and conditions attached thereof need not be the same for different shareholders in the same class or in different classes.

##### **6. Allotment of shares**

The shares in the initial or any increased capital of the Company shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons and on such terms as the Directors may think fit with full power to give to any person an option or right to take up any shares and any class of shares either at par or at a premium on such terms and generally with such right, privilege, condition or restriction and either at par or at a premium and such a times and for such considerations as the directors shall think fit.

##### **7. Calls on Shares**

In the event of any shares being issued otherwise than as fully paid up, the directors, in the terms of the issue of such shares, shall impose such conditions to calls forfeiture on non- payment and otherwise as they may consider necessary or desirable, and may distinguish between the holders of such shares in the amount of sales to be paid and the terms of payment of such calls (whether on account of the nominal value of the shares or by way of premium).

##### **8. Lien**

The company shall have a first and paramount lien on every share ( other than fully paid shares) for all monies ( 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 single person for all monies presently payable by him or his estate to the Company, but the Company in general meeting , may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The company's lien, if any, in a share shall extend to all dividends payable thereon.

##### **9. Transfer and transmission of Shares**

9.1 The Directors may in their absolute discretion and without assigning any reason therefore decline to register any transfer of any share whether or not it is a fully paid share, provided however that any share of a deceased member may be transferred by his Executor, Administrators, Trustees, to any wife (or Husband), child or children of such deceased member and shares standing in the name of the Executors Administration or Trustees for the time being of the Estate of such deceased member.

9.2. Notwithstanding the provision of Articles 5, a share may be freely transferred by a shareholders or other person entitled to transfer, to any other shareholders selected by the Transferor but in the event of any shareholder desiring to transfer any share to a person who is not already a shareholder of the company, then the remaining shareholders or such one more of them as may so elect shall have the right or option of first refusal to purchase from such proposing transferor such share at a price to be mutually agreed upon, or failing agreement, at a price to be fixed as a fair price by a qualified Company's Accountant acting as an expert and not as an arbitrator.

10. **Bonus Share**

It shall be within the power of the Company, through its Directors, to issue Bonus shares to any of its members. No such Bonus share shall, however, be issued by the Company unless the financial position of the company is such that such issue of Bonus shares is warranted.

**GENERAL MEETINGS**

11. **Notice of General Meetings**

An annual general meeting and a meeting called for the passing of special resolution shall be called by TWENTY ONE (21) days' notice in writing at the least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by SEVEN (7) days notice in writing at the least. The notice shall be exclusive of the day on which it is given, and shall specify the place, the day and the hour of meeting and in the case of special business, the general nature of that business and shall be given to all shareholders and directors and to the auditors, if any of the company at the addresses applied by these various persons to the Company. PROVIDED THAT a meeting of the company shall be called for at shorter notice than that specified in this regulation, be deemed to have been duly called for if:-

- 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 majority in number of members having a right to attend and a vote at the meeting, being a majority together holding not less than NINETY -FIVE PERCENT ( 95%) in nominal value of the shares giving that right.

12. **Written Resolution**

Subject to the provision of Section 134 of the Act, a resolution in writing signed by all members for the time being entitled to receive notice of and to attend and to vote at general meetings (or being corporations by their duly authorized representatives) shall be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held.

13. **Quorum**

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. Until otherwise determined by the company in general meeting (TWO) 2 members present in person or by proxy and entitled to vote, shall be a quorum.

14. **Proceedings at General Meetings**

14.1 The conduct of proceedings at general meetings shall be directed and controlled by the Chairman appointed by the directors and if the chairman is not present within fifteen minutes after the time appointed for the holding of the meeting or is otherwise unwilling to act. A meeting at full board of directors should be called for within 48 hours for the seek of progress and continuity.

14.2 At any general meeting , a resolution out to the vote of the meeting shall be decided on a show of hands unless a poll is ( before, on or immediately after the declaration of the results of the show of hands) demanded by:-

- a) the chairman of the meeting; or
- b) any one member present in person or by proxy

15. **Vote of Members.**

Subject to any rights or restriction for the time being attached to any class of shares, on a show of hand, every member present in person or by proxy shall have one vote, and on a poll every members shall have one vote for each share for which he is the holder.

16. **Directors Rights at General Meetings**

A Director, shall be entitled to attend and speak at any meeting of the Company whether he holds shares or not but he shall be entitled to vote at such meeting.

**DIRECTOR'S APPOINTMENT AND TENURE OF OFFICE**

17. **Number of Directors**

Until otherwise determined by the company in general meetings the number of directors shall not be less than TWO (2) and not more than FIFTY (50).

18. **First Directors**

***Champion Chienderamwano and Lainah Manyika***

19. **Alternate Directors**

Any director, from time to time may appoint any person who is approved of by the remaining director or directors to act as alternate director in his place during his absence or inability to act as such director. The appointee shall be entitled to notice of meetings of the directors and attend and vote thereat as a director, shall in respect be subjected to the terms and conditions existing with reference to other directors of the company and shall not be entitled to be remunerated otherwise than by the director appointing him.

20. **Chairman.**

The directors shall elect a chairman of their meetings who shall also be the chairman of the company and they shall determine the period for which the chairman is to hold office. If the chairman so elected is not present within five minutes after the time appointed for the holding of any director's meeting, the directors present may choose one of their member to be chairman of that meeting .

21. **Rotation of Directors**

21.1 At each annual general meeting of the company, all the directors shall retire from office but they shall be eligible for re- election

21.2. The company at the meeting at which the directors retire as aforesaid shall fill the vacated office by electing persons thereto, and in default any retiring, director shall, offering himself for re-elected, be deemed to have been re- elected unless at such meeting it is expressly resolved not to fill a vacated office or unless a resolution for the re – election of such director shall have been out to the meeting and lost.

21.3. No person other than a director retiring at the meeting shall be eligible for election as a director at any general meeting unless, not less than THREE ( 3) days or more than TWENTY- ONE ( 21) days before the date appointed for the, meeting, there has been left with the Chairman or secretary or at the registered office of the company a notice in writing , signed by a member duly qualified to attend and vote at the meeting for which such notice is given , of that member's intention to propose such person for election, and also notice in willingness to be elected.

**22. Casual Vacancies**

The directors shall have power at any time and from time to time to appoint any person to be director either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed in accordance with these regulations.

**23. Removal of Directors**

The company may, by ordinary resolution of which special notice has been given in accordance with section 175 of the Act, remove any director from office, notwithstanding anything in 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.

**24. Appointment by Company**

The Company may, by ordinary resolution appoint another person in place of a director removed from office under the immediate proceeding regulation and without prejudice to the powers of the directors under regulation 20, the company in general meeting may appoint any person to be director either to fill a casual vacancy or as an additional director .

**DIRECTORS- PROCEEDINGS, POWERS AND DUTIES**

**25. Conduct of proceedings**

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 the majority of votes. In the case of an equality of votes, the Chairman has a second or casting vote. The chairman may, and the Secretary on the requisition of any other director shall, at any time summon a meeting of the directors.

**26. Quorum**

The quorum necessary for the transaction of the business of the directors may be fixed by the directors and until so fixed shall be TWO (2).

**27. Written Resolution**

A Resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

**28. Minutes**

The directors shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the directors;
- (b) of the names of the directors present at each meeting of the directors and of any committee of the directors;
- (c) Of all resolutions and proceedings at all meetings of the Company and of the directors and of any committee of Directors.

**29. Borrowing Powers**

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

**30. Remuneration and Expenses**

The remuneration of the directors shall, from time to time, be determined by the Company. Such remuneration shall be deemed to accrue from day to day, but even if no remuneration is fixed, the director shall be entitled to be reimbursed for proper discharge of their function and such expenses may be met by ad hoc payments, the fixing of a general allowances for expenses, or both.

**31. Gratuities and Pensions**

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

**32. Seal**

The company may have a seal and the directors shall, if the Company has a Seal, provide for its safe custody. Subject to the provisions of section 104 of the Act, the Seal shall only be used by the authority of the director in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a director and shall be countersigned by the Secretary or any a second director or some other person appointed by the directors for that purpose.

**33. Indemnity**

No director or other officer of the company shall be liable for the acts, receipts, neglects, or defaults of any other director or officer, or for joining in any receipt or other act of conformity or for any loss or expenses happening to the company through the insufficiency or deficiency of title to any property acquired by order of the director or on behalf of the company, or for the insufficiency or deficiency of any security in or upon which any monies of the company shall be invested or lent or for any loss or damages arising from bankruptcy insolvency or delicate act of any person with whom any monies securities or effects shall be deposited, or for any loss accessioned by any error of judgment or oversight on his part or for any other loss, damages or misfortune whatsoever, which shall happen in the execution of the duties of his office, or in relation thereto, unless the same shall happen through his dishonesty which case (s) or act (s) of dishonesty should be proved



We the several persons, whose names, addresses and descriptions are subscribed, are desirous of being formed into a company in pursuance of these Articles of Association.

Name and Address and  
Occupation of the Subscribers

Signatures of the  
Subscribers

CHAMPION CHIENDERAMWANO  
NO. 1356/24 GARIKAI STREET  
DZIVARASEKWA  
HARARE  
ZIMBABWE



DIRECTOR

LAINAH MANYIKA  
NO. 1356/24 GARIKAI STREET  
DZIVARASEKWA  
HARARE  
ZIMBABWE



DIRECTOR

DATE AT HARARE THIS .....17<sup>th</sup> ..... Day of .....January .....2019

Witness to the above signatures

FULL NAMES:

ALLEN CHIMHOMBE

FULL ADDRESS

NO. 165 KWAME NKRUMAH AVENUE  
HARARE  
ZIMBABWE

OCCUPATION

ACCOUNTANT

SIGNATURE



