

4133/2017(2)

THE COMPANIES ACT
(CHAPTER 24:03)

COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

GOFFER ENTERPRISES (PRIVATE) LIMITED

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- a) To carry on the business of providing convenience transport and business solutions, logistic support by offering clients services such as bill payments, collection of children from schools, connecting producers or retailers with the market together with all or any other business usually carried on in connection therewith.
- b) To carry on business of operating motor omnibuses and caravanned of all other vehicles for the purpose of transporting passengers, animals and goods; of carriers, omnibus garage and public and private conveyance proprietors; of purchasing, selling, hiring and letting omnibuses and other vehicle and machinery and goods used for any of the foresaid purpose; of providing accommodation for passengers wherever necessary.
- c) To carry the business of production machining, fitting and turning, gear cutting and general sheet metal engineering and fabrication, hot and cold insulation, boiler and steam pipe insulation boiler servicing and repairs, general maintenance, valve repairs, spare and accessories.
- d) To carry on any of all the business as motor garage, filling station proprietors and operators, to buy, sell and deal in petrol, diesel, oils and other petroleum products, tyres, tubes, components and types of accessories and spare parts thereof; and as car-dealers, car breakers, instrument fitters, spray-painters and to provide facilities for the safe keeping, storage, cleaning, repairing, breaking refueling and general maintenance and care of vehicles, hardware and motor spares dealers, assemblers, repairs, maintenance, contractors..
- e) To carry on the business of buying and selling computers, computer consumables, networking, printing and supplying of printing equipment and products, faxing, photocopying, typing and stationery items, and to engage in all or any activities usually related to the printing and computer industry, marketers, distributors, stockiest, and any other business related therewith.
- f) To carry on the business of general enterprising, buying and selling, commodity broking, retailers and wholesalers of different commodities in public and private companies, any form of partnership and any property, together with any other business usually carried on in connection therewith.
- g) Manufacturers, importers, exporters, buyers, sellers, distributors and dealers in all types of clothing, cutting and designing, footwear and accessories, to carry on the business of safari and tour operators, wildlife sanctuaries, bush and mountain excursions, rafting and, fishing, game viewing, hunting, shooting and other related outdoor activities; to manufacture, buy, sell, distribute and deal in all types of camping equipment.

PREPARED BY: **SPARKLING GOLD SERVICES (PVT) LTD**

(Jerry Nyazungu)

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Grad ICSA



ZIMBABWE

THE COMPANIES ACT (CHAPTER 24:03)

MEMORANDUM OF ASSOCIATION

GOFFER ENTERPRISES (PRIVATE) LIMITED

1. The name of the Company is **GOFFER ENTERPRISES (PRIVATE) LIMITED**
2. The registered office of the company shall be situated in **ZIMBABWE**
3. The objects for which the Company is established are-

- h) To carry on the business as proprietors of take-away and fast food outlets, restaurants, hotels, refreshment and tea-rooms, cafes, milk and snack bars (whether fixed or mobile); to carry on general catering; to become wholesalers or retailers of catering equipment and any other goods or services usually associated therewith.
- i) To carry on the business of information technology, computer software and hardware, importers and exporters, distributors, developing of software, provide business and computer systems including development, marketing and support of custom made and packaged security services, also specialized in manufacturing and assembling together with all or any other business usually carried out in connection therewith
- j) To carry on the business of beauty therapist, cosmeticians and anything related to this type of business.
- k) To carry on the business as providers of educational services, to provide tuition in academic, professional and technical fields, to operate examination centers, bookshops, libraries, publishing houses, printing presses, distance education facilities and to act as representatives and agents for tertiary institutions within and outside Zimbabwe; to buy sell, import, export and print educational books literature; to act as consultants in the field of education and to provide educational materials in the form of audio tapes, film, documentaries, and other media.
- l) To sell, improve, manage, develop, alter, exchange, lease, mortgage, let out or hire, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company, and to sell or dispose of the undertaking of the Company, or any part thereof, upon such terms and for such consideration as the Directors of the Company may think fit and in particular for shares, debentures of securities of any other company having objects similar to those of this Company
- m) To offer domestic, industrial and commercial cleaning services; to train butlers, maids, chauffeurs and other domestic and support staff; to manufacture, import, export, buy, sell, assemble, design, repair, and be agents, hirers and dealers in all types of cleaning equipment, parts and accessories.
- n) To carry on and conduct the business of hair dressers, hair-cutters and barbers, hairstylists, hair-designers, instructors, consultants and specialist in hair dressing, hair and beauty treatments of all kinds, face and scalp massage and all activities pertaining to hair, skin and beauty treatment; manufacturers and dealers in all kinds of all of false hair, toilet requisites, soap and other health and beauty products.
- o) To borrow or to raise money on such terms and to such extent as to the

Directors of the Company may seem expedient, and in particular issue of bills of sale, mortgages, debenture or debenture stock, perpetual or otherwise, charged upon the whole or any part of the Company's undertakings, upon such terms as the Directors may for the time being think fit, and to redeem, purchase or pay off any such securities.


- q) To carry on the business by wholesale and retail of chemists, pharmacists, druggists, herbalists, photographers, manufacturers and importers of and dealers in pharmaceutical, medicinal, dental, optical, veterinary, chemical, photographic industrial and other preparations, substances, compounds and drugs.
- r) To remunerate any person, firm, or company rendering services to this Company, whether by cash payment or by allotment to him or them of shares or securities of the Company, credited as paid in full or part or otherwise.
- s) To pay the costs, charges and expenses, preliminary and incidental to the formation, registration, and establishment of the Company and to the issue of any capital and securities of the Company.
- t) To carry on the business of medicals including buying and selling, importers, exporters, distributors of medicinal consumables in public and private Companies, any form of partnership and any property, together with any other business usually carried on in connection therewith.
- u) To act as agents or brokers, and as trustees for any persons, firm or company, either or gratuitously or otherwise, and to undertake and perform sub-contract and also to act in any of the business of the Company through or by means of agents, brokers, sub-contractors or others.
- v) To carry on the business of mining and mining consultancy in all its aspects, processing of diamond, gold, nickel, copper, platinum, lithium, chrome, oil base ore, and other precious metals, suppliers of mining equipment, pumps, mining protective clothing, manufactures, engineers, maintenance of all mining equipment, marketing, importers and exporters, technologists contractors and agents of all precious minerals together with any other business usually carried on in connection therewith.
- w) To offer catering services in hospitals schools, colleges and to operate any food outlets where permitted by law in Zimbabwe. Liquor merchants, wholesalers, retailers, traders, dealers in alcoholic and non-alcoholic drinks, bottle store and beer hall proprietors together with any other goods or services usually associated therewith
- x) To carry on the business of builders and contractors, constructional and sanitary engineers and architects, bricklayers, plasters, tillers,

carpenters, plumbers, decorators and painters, iron founders, metal workers, welders and forgers, jobbing contractors, handymen and renovators.

- y) To establish laboratories for analytical and testing purposes. searching and exploring for proving and developing , acquiring and holding title to and mining, exploiting, winning, recovering, processing treating, extracting, amalgamating, refining, assaying, working, selling, buying and generally dealing in any way with all kinds of mines and mineral substances including in particular but without prejudice to the generality of that term, precious stones, minerals, oils and natural gases and coal and such slimes, concentrates, slags, tailings and residues as are valuable and contain mineral and sand, clay and limestone
- z) To carry on the business of safari and tour operators, travel agents, promoters of Tourism, agents for expeditions, operators of Game Park lodges, chalets and caravans. Wildlife sanctuaries bush and mountain excursions, rafting and, fishing, game viewing, hunting, shooting and other related outdoor activities and to deal in all types of camping equipment and anything that is related to tours and safaris.
- aa) 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.
- bb) To carry on the business as property managers and developers, property and investments consultants investigators, mortgage and loan brokers, valuers, insurance agents. Building society agents, management of land, buildings and other property, commission, trustees brokers, financiers, investors, underwriters, guarantors, sureties company promoters, speculators and dealers in all classes and kinds of movable and immovable properties.
- cc) To carry on a business as a security company in all its branches; to set, equip and maintain a training school for guards and guard dogs; to provide cash in transit services; to provide security services at functions and for buildings and to do all things incidental thereto.
- dd) To carry on the business of consultancy in the fields of accounting and marketing, human resources and economics, bookkeepers, accommodation agents, consultants and financial advisors together with any other business usually carried on in connection therewith
- ee) To carry on the business as providers of debt collection, moneylenders and paralegal services together with administration of deceased estates therewith.

4. The liability of the members is limited.
5. The share capital of the Company is Two Thousand (US\$2 000) divided into Two Thousand (2 000) ordinary shares of One Dollar (US\$1.00) 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, are desirous of being formed into a company in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the company set opposite our respective names:

Names, addresses and Occupation of Subscribers:	Number of shares taken by each Subscriber:	Signature of Subscriber:
TENDAI MURISA 44 HIGHWAY ROAD MZARE CHINHOYI DIRECTOR	Sixty (60)	<u>T. Murisa</u>
REGINA MZIME NDEBELE 44 HIGHWAY ROAD MZARE CHINHOYI DIRECTOR	fourty (40)	<u>R. m Ndebele</u>
CHIPO RWAPUNGA 32 ADYLINN ROAD MALBOROUGH HARARE DIRECTOR	TEN 10	<u></u>

Dated at Harare this 9th day of JUNE 2017

Witness to the above signatures: 

Full Name: SARAH JAVANGWE
Address: 07 ROWLAND SQUARE
MILTON PARK
HARARE
Occupation: ACCOUNTANT



THE COMPANIES ACT
(CHAPTER 24:03)

ARTICLES OF ASSOCIATION

OF

GOFFER ENTERPRISES (PRIVATE LIMITED)

1. The regulations contained in Part 1 of table A of the First Schedule of Companies Act Chapter (24.03), with exceptions of regulations 24 and 74, shall apply.
2. **The Company is a private company and accordingly –**
 - (a) The right to transfer shares is restricted in the manner hereinafter prescribed;
 - (b) The number of members of the company, exclusive of persons who are in the employment of the company and of persons who have been formerly in the employment to the members of the company, is limited to fifty.

Provided that where two or more persons holding on one or two shares in the company jointly they shall for the purpose of this regulation be treated as single member.

any invitation to the public to subscribe for any shares or debentures of the company is prohibited.

- (c) Save as provided by the last paragraph of this Article no share shall be transferred to any person unless and until the rights of pre – emption, hereinafter conferred shall be exhausted.
- (d) Any shareholder desiring to transfer or dispose of any of that Shareholder's Shares called the "Vendor" shall give thirty days written notice (called "offer notice") to each of the remaining shareholders upon the terms and at a price specified in the offer notice.
- (e) If after the expiry of the notice the total number of shares for which offers have been received from each of the remaining shareholders is equal to or greater than the number of shares which the Vendor has offered to transfer, the Vendor shall transfer to or amongst the remaining shareholders who shall have made offers on a pro rata basis: provided that none of the remaining shareholders shall be obliged to take more than the maximum number of shares so notified to the Vendor.

GOFFER ENTERPRISES (PRIVATE) LIMITED

- (f) If after the expiry of the offer notice number of shares for which offers have received from each of the remaining shareholders is less than the number which the Vendor has offered to transfer has offered, the Vendor shall for a period of sixty days only from the date of expiry of the offer be entitled to transfer to any person at the same price and upon the same terms as were one of these exceptions.
 - (g) The provision hereof relating to transfer of shares shall not apply to a transfer of merely for the purpose of effectuating the appointment of new trustee, nor to a transfer by personal representative of a deceased member to heir ab intestate or to a legatee or heir under the Will provided to the satisfaction of the Board that the transfer bona fide falls within one of these exceptions.
- 3. 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 fully paid share.
 - 4. Subject to the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings or, being corporations, by their duly authorized representative shall be as valid and effective as if the same had been passed at a general meeting of the company duly company convened and held.
 - 5. The subscribers to the memorandum shall be the directors of the company and shall hold once until directors of the company are appointed by the company in general meeting.
 - 6. The first directors of the company are:
 - i. TENDAI MURISA
 - ii. REGINAMZIME NDEBELE
 - iii. CHIPO RWAPUNGA

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

Signature	Full name(s)	Occupational and Address
<u>T. Murisa</u>	TENDAI MURISA	44 HIGHWAY ROAD, MZARE CHINHOYI DIRECTOR
<u>R.M Ndebele</u>	REGINA MZIME NDEBELE	44 HIGHWAY ROAD, MZARE CHINHOYI DIRECTOR
<u>Chiapo</u>	CHIPO RWAPUNGA	32 ADYLINN ROAD, MALBOROUGH HARARE DIRECTOR

Date at Harare this ^{1st} day
of JUNE 2017

WITNESS TO THE ABOVE SIGNATURES:-

SIGNATURE	<u>Sarah Javangwe</u>
FULL NAMES	SARAH JAVANGWE 15 ST ANDREWS HATFIELD HARARE
OCCUPATION	ACCOUNTANT

GOFFER ENTERPRISES (PRIVATE) LIMITED