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MEMORANDUM
&
ARTICLES OF ASSOCIATION
OF
PRINAGE INVESTMENTS
(PRIVATE) LIMITED

PRESENTED FOR FILING BY: DEREFLXION CONSULTING

PSA

PREPARED BY:



 FARAI MAIMBO CA(Z)


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\$1800

ZIMBABWE
COMPANIES AND OTHER BUSINESS ENTITIES ACT
[CHAPTER 24:31]
PRIVATE COMPANY LIMITED BY SHARES**MEMORANDUM OF ASSOCIATION****OF****PRINAGE INVESTMENTS (PRIVATE) LIMITED**

1. The name of the company is **PRINAGE INVESTMENTS (PRIVATE) LIMITED**.
2. The objects for which the company is established are,
 - 2.1 To carry on the business of investors in public and private companies, financial advisors, speculators, discount brokers, any form of partnership and any property together with any other business or trade usually carried in connection therewith.

PRINAGE INVESTMENTS (PRIVATE) LIMITED

- 2.1 To carry on the business of investment, lending, and management of money and assets, strategic business and operations consultancy, accounting, audit and tax consultancy, and any other business incidental or conducive to the attainment of this object.
- 2.2 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 the trade or business carried on in connection therewith.
- 2.3 To carry on the business of farming and supply of farming equipment and other implements, cultivating, developing, irrigating and draining any land, of planting, cultivating, growing, producing, reaping, treating, processing, curing, cleaning, grading, storing, converting, manufacturing, selling, and dealing in any kinds of plants, trees, breeding, feeding, grazing, fodder, vegetables, and agricultural crops, and produce of all kind of breeding, feeding, grazing, watering, caring, caring for, buying, selling and dealing in all kinds of domesticated or wild animals.
- 2.4 To carry on the business or trade of transporters, transport contractors, clearing agents, freight forwarding agents, shipping agents, transporters, warehousemen, cross boarder haulage and any other business related therewith.
- 2.5 To carry on the business of manufacturing, distributing and trading in industrial chemicals, detergents and other preparations and articles, compounds, oil, paints, pigments and varnishes, both wholesale and retail, together with all trades usually associated therewith.
- 2.6 To carry on the business of computer hardware and software dealers and developers, assemblers, repairers, technicians, contractors, marketers, distributors, internet cafe, stockists, training and any other business related thereto.
- 2.7 To carry on the business of design branding, printers and stationery distributors, publishers, producers and distributors of circulars, pictures, magazines, journals together with all the trade or business usually carried on in connection therewith.
- 2.8 To carry on the business or trade of builders, building contractors, civil engineers and contractors, general electrical and mechanical engineers and any business usually carried in connection therewith.
- 2.9 To carry on the business or trade of events management and food catering, together with all the trade or business usually carried on in connection therewith.

- 2.10 To carry on the business of mining minerals in all its aspects, including without derogation from generality of the foregoing, taking or granting tribute of any claims, mines. Dumps, developing the same, extracting, base or precious ores, minerals or metal therefore and marketing the products to the best advantage.
- 2.11 To carry on the business or trade of business consultancy, legal consultancy, human resources consultancy, strategic business and operations consultancy, accounting, audit, risk and tax consultancy, and any other business incidental or conducive to the attainment of this object.
- 2.12 To carry on the business of medical examiners, medical practitioners, dental examiners, dental practitioners, providers and administrators of nursing and healthcare services, and providers of sports and physiological consultancy services, together with all or any trade or business carried on in connection therewith.
- 2.13 To carry on the business of security company offering security services for domestic, commercial and industrial premises, private investigators , cash in transit, personal security and as such to train, equip, employ and deploy security guards personnel, acquiring security weapons and equipment for security use and generally handle security matters and any business related therewith.
- 2.14 To carry on the business of designing, engineering, manufacturing, producing, assembling, fabricating, altering, repairing, marketing, buying, selling, trading acquiring, representing manufacturers, storing, packing, transporting, forwarding, distributing, importing, exporting and disposing of product, components, sub-assemblies and assemblies catering to a wide variety of industry applications including but not limited to solar, power, alternative energy together with all the trade or business usually carried on in connection therewith.
- 2.15 To carry on business of general engineering, repairing and sales of farming engineering equipments, motor vehicles of all types and to import, buy, sell and export spare parts, bearings of all types of the aforesaid engineering equipments.
- 2.16 To carry on the trade or business of operating a school or schools, college or colleges for the purposes of offering education, academic and professional tutorial services in all fields, together with all the trade or business carried on in connection therewith.

- 2.17 To carry on trade of offering professional, commercial, academic, technical and mechanical training of computers, in any place as the company may deem expedient and any other business related thereof.
- 2.18 To carry on the business or trade of cutting and designing, dressmaking, mending, sewing, tailoring and altering any or all of the industrial, sporting, leisurewear, protective clothing and any other business related therewith.
- 2.19 To carry on the business manufacturers, importers, exporters, buyers and sellers by retail and wholesale of all electrical goods and to carry on the trade of electrical engineering, electrical installation, repairs, maintenance and any other related electrical services.
- 2.20 To carry on the business of manufacturing, distributing, supplying, maintaining and repairing of security equipment and any other related business.
- 2.21 To carry on the business or trade of fitters, painters, carpenters, plumbers, repairers, locksmith, upholsters, decorators, cleaners, glazers, metal workers, masons, and any other business related thereto.
- 2.22 To carry on business of travel agents, tour services, transport services, transport contractors, cross boarder haulage and any other business related therewith.
- 2.23 To manufacture soap, cleaning detergents, candle wax, rubber, papers, plastics, china glass and supply petroleum products and any other business related thereto.
- 2.24 To engage in the business of Tourism promotion and the tourist trade, to operate hotels, restaurants, rest camps, chalets and any other tourist facilities, to operate safaris and related activities, to be providers of car hire services of all types and to provide tour guide services.
- 2.25 To carry on the business or trade of customs, clearing agents, freight forwarding agents, shipping agents, transporters, warehousemen, suppliers of medical equipment, laboratory equipment, mining equipment and any other business related thereto.
- 2.26 To deal in the business of milling and packaging of flour, mealie-meal, maize stock feeds, edible oils, household pre-packs, poultry feeds, food processing, food microbiology nutrition.

- 2.27 To carry on the business or trade of manufacturing, (wholesale or retail) of food beverages in food outlets, restaurants and takeaway, commodity brokers and general manufacturers together with all trade or business related or carried in connection therewith.
- 2.28 To carry on the business of telecommunications network, activation, sales of air time cards, SIMcards, handsets, phone shop services, mail delivery, prepaid cellular services, procurement and supply of wireless handsets, logistical support, and dealer training services, fast parcel and any other related services.
- 2.29 To carry on all of the business of providing any kind of service to the public or to any section of the public or to any person, body, association, company or group including without derogation from generality of going such business as that butcher, baker, shipper, garage, service station, dry cleaner, laundry, exhibition, sports ground or stadium, riding school, pre-school, stud or ring stable, racing track, taxi, car hire, bus service, ambulance service, employment agents, funeral services, transport operators, company registration, book-keeper and clerical services.
- 2.30 To buy and sell scientific, laboratory equipment, let or hire, lease charge, mortgage, and pledge, donate, give in exchange, and otherwise dispose any, or any right or interest in any of the said movable or immovable property or any of the said things.
- 2.31 To deal in the manufacture and supply of stock bricks, block bricks, cobble pavers, paving slabs, windowsills, airbricks, garden tables, rain water channels, precast boundary wall, clay face bricks, erection of durawalls.
- 2.32 To sell or otherwise dispose of the whole or any part of the undertaking of the company either together or in portions for such consideration of the company may think fit in particular for shares, debentures or securities or any company purchasing the same.
- 2.33 To lend money either with or without security and with or without interest and generally such persons or companies and on such terms and conditions as may seem expedient and including to persons or companies having dealings with the company and to guarantee the performance of contracts and obligations by any such persons or companies and to charge, pledge, or pass bond over any of the assets of the company in connection therewith.

- 2.34 To borrow money for any of the objects or purpose of the company, and secure the repayment of such money on the security of any part of the movable or immovable property and assets of the company including the issue of mortgage bonds. General bonds, debenture bonds, debentures or debenture stock or by otherwise charging, pledging, hypothecating any of the assets of the company movable or immovable.
- 2.35 To draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and negotiable or transferable instruments and to operate bank account and savings or deposit account and saving or deposit accounts of any kind.
- 2.36 To act as agents or brokers or trustees for any person, firm or company and to undertake and perform subcontracts and also to act in any of the business of the company through or by any means of agents, brokers sub-contractors or others.
- 2.37 To do such all things as are or may be deemed to be incidental to conducive to the attainment of the above objects or any of them.
- 3. The liability of the members is limited.
- 4. The number of shares of the company is 2 000 (Two thousand) Ordinary shares and such shares may be increased or varied from time to time under the provision of the Articles of Association of the company. The company shall have power to reduce and increase the number of shares, divide the shares into several classes to attach thereto respectively any preferential, differed, qualified or special rights, privileges or condition.

We, the persons whose names and addresses are herein described, are desirous of being formed into a company in pursuance to these **MEMORANDUM OF ASSOCIATION** and we agree to take the number of shares opposite to our names.

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Name, Addresses and Occupation of Subscribers	Number of shares taken by each subscriber	Signature of subscriber
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PRINCE NONYANI
23395 UNIT L EXTENSION
SEKE
CHITUNGWIZA
DIRECTOR

70 (SEVENTY)



ROPOFADZO AGNES NDAMBAKUWA
8256 UNIT K
SEKE
CHITUNGWIZA
DIRECTOR

30 (THIRTY)



TOTAL NUMBER OF SHARES TAKEN

100 (ONE HUNDRED)

Dated at **HARARE** this 3rd day of **FEBRUARY 2022**

Witness to the above signatures

SIGNATURE : 

FULL NAME : TRISTAIN TSURO

ADDRESS : 25 MBAURA ROAD, ZENGEZA 2, CHITUNGWIZA

OCCUPATION: ACCOUNTANT

PRINAGE INVESTMENTS (PRIVATE) LIMITED



ZIMBABWE

COMPANIES AND OTHER BUSINESS ENTITIES ACT
[CHAPTER 24:31]

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

PRINAGE INVESTMENTS (PRIVATE) LIMITED

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PART 1: INTERPRETATION AND LIMITATION OF LIABILITY

1. DEFINITIONS

- 1.1 In the articles, unless the context requires otherwise -
- “articles” means the company’s articles of association;
 - “insolvency” includes individual insolvency proceedings in a jurisdiction other than Zimbabwe which have an effect similar to that of insolvency;
 - “chairperson” has the meaning given in article 12;
 - “chairperson of the meeting” has the meaning given in article 39;
 - “Act” means the Companies and Other Business Entities Act [*Chapter: 24:31*];
 - “director” means a director of the company, and includes any person occupying the position of director, by whatever name called;
 - “distribution recipient” has the meaning given in article 31;
 - “document” includes, unless otherwise specified, any document sent or supplied in electronic form;
 - “fully paid” in relation to a share, means that the nominal value and any premium to be paid to the company in respect of that share have been paid to the company;

“holder” in relation to shares means the person whose name is entered in the register of members as the holder of the shares;
 “instrument” means a non-electronic document;
 “ordinary resolution” means a resolution other than a special resolution;
 “paid” means paid or credited as paid;
 “participate”, in relation to a directors ‘meeting, has the meaning given in Article 10;
 “proxy notice” has the meaning given in article 45;
 “shareholder” means a person who is the holder of a share;
 “shares” means shares in the company;
 “special resolution” has the meaning given in section 175 of the Act;
 “subsidiary” has the meaning given in section 185 of the Act;
 “transmittee” means a person entitled to a share by reason of the death or insolvency of a shareholder or otherwise by operation of law;
 “writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, Whether sent or supplied in electronic form or otherwise.

1.2 Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Act as in force on the date when these articles become binding on the company.

2. LIABILITY OF MEMBERS

The liability of the members is limited to the amount, if any, unpaid on the shares held by them.

PART 2: DIRECTORS

DIRECTORS’ POWERS AND RESPONSIBILITIES

3. Directors’ general authority

Subject to the articles, the directors are responsible for the management of the company’s business, for which purpose they may exercise all the powers of the company.

4. Shareholders’ reserve power

4.1 The shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action.

4.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

5. Directors may delegate

5.1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles -

- (a) to such person or committee; and
- (b) by such means (including by power of attorney); and
- (c) to such an extent; and
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions; as they think fit.

5.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

5.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

6. Committees

6.1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

6.2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

7. Directors to take decisions collectively

7.1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 8.

7.2 If -

- (a) the company only has one director; and
- (b) no provision of the articles requires it to have more than one director, the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

8. Unanimous decisions

8.1 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.

8.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

8.3 References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting.

8.4 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

9. Calling a directors' meeting

9.1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

9.2 Notice of any directors' meeting must indicate -

- (a) its proposed date and time; and
- (b) where it is to take place; and
- (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

9.3 Notice of a directors' meeting must be given to each director, but need not be in writing.

9.4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

10. Participation in directors' meetings

10.1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when -

- (a) the meeting has been called and takes place in accordance with the articles; and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

10.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

10.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

11. Quorum for directors' meetings

11.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

11.2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.

11.3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision -

- (a) to appoint further directors; or
- (b) to call a general meeting so as to enable the shareholders to appoint further directors.

12. Chairing of directors' meetings

12.1 The directors may appoint a director to chair their meetings.

12.2 The person so appointed for the time being is known as the chairperson.

12.3 The directors may terminate the chairperson's appointment at any time.

12.4 If the chairperson is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

13. Casting vote

13.1 If the numbers of votes for and against a proposal are equal, the chairperson or other director chairing the meeting has a casting vote.

13.2 But this does not apply if, in accordance with the articles, the chairperson or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

14. Conflicts of interest

14.1 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

14.2 But if sub-article (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.

14.3 This sub-article applies when -

- (a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process; or
- (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
- (c) the director's conflict of interest arises from a permitted cause.

14.4 For the purposes of this article, the following are permitted causes -

- (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries; and
- (b) subscription, or an agreement to subscribe, for shares or other securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such shares or securities; and
- (c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.

14.5 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

14.6 Subject to sub-article (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairperson whose ruling in relation to any director other than the chairperson is to be final and conclusive.

14.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairperson, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairperson is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

15. Records of decisions to be kept

The directors must ensure that the company keeps a record, in writing, for at least 8 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

16. Directors' discretion to make further rules

16. Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

17. Methods of appointing directors

17.1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director -

- (a) by ordinary resolution; or
- (b) by a decision of the directors.

17.2 **PRINCE NONYANI and ROPOFADZO AGNES NDAMBAKUWA** are hereby appointed as the first Directors of the company.

17.3 In any case where, as a result of death, the company has no shareholders and no directors, the personal representatives of the last shareholder to have died have the right, by notice in writing, to appoint a person to be a director.

17.4 For the purposes of sub-article (2), where 2 or more shareholders die in circumstances rendering it uncertain who was the last to die, a younger shareholder is deemed to have survived an older shareholder.

18. Termination of director's appointment

18. A person ceases to be a director as soon as -

- (a) that person ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law; or
- (b) on the day on which the person is declared to be insolvent by a court; or
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts; or
- (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that the person has become physically or mentally incapable of acting as a director and may remain so for more than three months; or
- (e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have; or
- (f) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

PRINAGE INVESTMENTS (PRIVATE) LIMITED

19. Directors' remuneration

19.1 Directors may undertake any services for the company that the directors decide.

19.2 Directors are entitled to such remuneration as the directors determine -

- (a) for their services to the company as directors; and
- (b) for any other service which they undertake for the company.

19.3 Subject to the articles, a director's remuneration may -

- (a) take any form; and
- (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.

19.4 Unless the directors decide otherwise, directors' remuneration accrues from day to day.

19.5 Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested.

20. Directors' expenses

The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at -

- (a) meetings of directors or committees of directors;
- (b) general meetings, or
- (c) separate meetings of the holders of any class of shares or of debentures of the company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

PART 3: SHARES AND DISTRIBUTIONS

SHARES

21. All shares to be fully paid up

21.1 No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the company in consideration for its issue.

21.2 This does not apply to shares taken on the formation of the company by the subscribers to the company's memorandum.

22. Powers to issue different classes of share

22.1 Subject to the articles, but without prejudice to the rights attached to any existing share, the company may issue shares with such rights or restrictions as may be determined by ordinary resolution.

22.2 The company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the company or the holder, and the directors may determine the terms, conditions and manner of redemption of any such shares.

23. Company not bound by less than absolute interests

Except as required by law, no person is to be recognised by the company as holding any share upon any trust, and except as otherwise required by law or the articles, the company is not in any way to be bound by or recognise any interest in a share other than the holder's absolute ownership of it and all the rights attaching to it.

24. Share certificates

24.1 The company must issue each shareholder, free of charge, with one or more certificates in respect of the shares which that shareholder holds.

24.2 Every certificate must specify -

- (a) in respect of how many shares, of what class, it is issued; and
- (b) the nominal value of those shares; and
- (c) that the shares are fully paid; and
- (d) any distinguishing numbers assigned to them.

24.3 No certificate may be issued in respect of shares of more than one class.

24.4 If more than one person holds a share, only one certificate may be issued in respect of it.

24.5 Certificates must -

- (a) have affixed to them the company's common seal; or
- (b) be otherwise executed in accordance with the Act.

25. Replacements share certificates

25.1 If a certificate issued in respect of a shareholder's shares is -

- (a) damaged or defaced; or
 - (b) said to be lost, stolen or destroyed;
- that shareholder is entitled to be issued with a replacement certificate in respect of the same shares.

25.2 A shareholder exercising the right to be issued with such a replacement certificate -

- (a) may at the same time exercise the right to be issued with a single certificate or separate certificates; and
- (b) must return the certificate which is to be replaced to the company if it is damaged or defaced; and
- (c) must pay a fee of ZW\$100 (One Hundred Zimbabwean Dollars) per certificate; and
- (d) must comply with such conditions as to evidence and indemnity as the directors may determine.

26. Share transfers

26.1 Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of the transferor.

26.2 No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share.

26.3 The company may retain any instrument of transfer which is registered.

26.4 The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it.

26.5 The directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent.

27. Transmission of shares

27.1 If title to a share passes to a transmittee, the company may only recognize the transmittee as having any title to that share.

27.2 A transmittee who produces such evidence of entitlement to shares as the directors may properly require -

- (a) may, subject to the articles, choose either to become the holder of those shares or to have them transferred to another person; and
- (b) subject to the articles, and pending any transfer of the shares to another person, has the same rights as the holder had.

27.3 But transmittees do not have the right to attend or vote at a general meeting, or agree to a proposed written resolution, in respect of shares to which they are entitled, by reason of the holder's death or insolvency or otherwise, unless they become the holders of those shares.

28. Exercise of transmitters' rights

28.1 Transmitters who wish to become the holders of shares to which they have become entitled must notify the company in writing of that wish.

28.2 If the transmitter wishes to have a share transferred to another person, the transmitter must execute an instrument of transfer in respect of it.

28.3 Any transfer made or executed under this article is to be treated as if it were made or executed by the person from whom the transmitter has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred.

29. Transmitters bound by prior notices

If a notice is given to a shareholder in respect of shares and a transmitter is entitled to those shares, the transmitter is bound by the notice if it was given to the shareholder before the transmitter's name has been entered in the register of members.

DIVIDENDS AND OTHER DISTRIBUTIONS

30. Procedure for declaring dividends

30.1 The company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends.

30.2 A dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors.

30.3 No dividend may be declared or paid unless it is in accordance with shareholders' respective rights.

30.4 Unless the shareholders' resolution to declare or directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each shareholder's holding of shares on the date of the resolution or decision to declare or pay it.

30.5 If the company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear.

30.6 The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment.

30.7 If the directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights.

31. Payment of dividends and other distributions

31.1 Where a dividend or other sum which is a distribution is payable in respect of a share, it must be paid by one or more of the following means -

- (a) transfer to a bank or building society account specified by the distribution recipient either in writing or as the directors may otherwise decide;
- (b) sending a cheque made payable to the distribution recipient by post to the distribution recipient at the distribution recipient's registered address (if the distribution recipient is a holder of the share), or (in any other case) to an address specified by the distribution recipient either in writing or as the directors may otherwise decide;
- (c) sending a cheque made payable to such person by post to such person at such address as the distribution recipient has specified either in writing or as the directors may otherwise decide; or
- (d) any other means of payment as the directors agree with the distribution recipient either in writing or by such other means as the directors decide.

31.2 In the articles, "the distribution recipient" means, in respect of a share for which a dividend or other sum is payable -

- (a) the holder of the share; or
- (b) if the share has two or more joint holders, whichever of them is named first in the register of members; or
- (c) if the holder is no longer entitled to the share by reason of death or insolvency, or otherwise by operation of law, the transmittee.

32. No interest on distributions

The company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by -

- (a) the terms on which the share was issued, or
- (b) the provisions of another agreement between the holder of that share and the company.

33. Unclaimed distributions

33.1 All dividends or other sums which are -

- (a) payable in respect of shares; and
- (b) unclaimed after having been declared or become payable; may be invested or otherwise made use of by the directors for the benefit of the company until claimed.

33.2 The payment of any such dividend or other sum into a separate account does not make the company a trustee in respect of it.

33.3 If -

- (a) eight years have passed from the date on which a dividend or other sum became due for payment; and
- (b) (b) the distribution recipient has not claimed it; the distribution recipient is no longer entitled to that dividend or other sum and it ceases to remain owing by the company.

34. Non-cash distributions

34.1 Subject to the terms of issue of the share in question, the company may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company).

34.2 For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution -

- (a) fixing the value of any assets; and
- (b) paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients; and
- (c) vesting any assets in trustees.

35. Waiver of distributions

Distribution recipients may waive their entitlement to a dividend or other distribution payable in respect of a share by giving the company notice in writing to that effect, but if -

- (a) the share has more than one holder; or
- (b) more than one person is entitled to the share, whether by reason of the death or insolvency of one or more joint holders, or otherwise; the notice is not effective unless it is expressed to be given, and signed, by all the holders or persons otherwise entitled to the share.

CAPITALISATION OF PROFITS

36. Authority to capitalise and appropriation of capitalised sums

36.1 Subject to the articles, the directors may, if they are so authorised by an ordinary resolution -

- (a) decide to capitalise any profits of the company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of the company's share premium account or capital redemption reserve; and
- (b) appropriate any sum which they so decide to capitalise (a "capitalised sum") to the persons who would have been entitled to it if it were distributed by way of dividend (the "persons entitled") and in the same proportions.

36.2 Capitalised sums must be applied -

- (a) on behalf of the persons entitled; and
- (b) in the same proportions as a dividend would have been distributed to them.

36.3 Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct.

36.4 A capitalised sum which was appropriated from profits available for distribution may be applied in paying up new debentures of the company which are then allotted credited as fully paid to the persons entitled or as they may direct.

36.5 Subject to the articles the directors may -

- (a) apply capitalised sums in accordance with sub-articles (3) and (4) partly in one way and partly in another; and
- (b) make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this article (including the issuing of fractional certificates or the making of cash payments); and
- (c) authorise any person to enter into an agreement with the company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this article.

PART 4: DECISION-MAKING BY SHAREHOLDERS

ORGANISATION OF GENERAL MEETINGS

37. Attendance and speaking at general meetings

37.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

37.2 A person is able to exercise the right to vote at a general meeting when -

- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

37.3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

37.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

37.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

38. Quorum for general meetings

No business other than the appointment of the chairperson of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

39. Chairing general meetings

39.1 If the directors have appointed a chairperson, the chairperson shall chair general meetings if present and willing to do so.

39.2 If the directors have not appointed a chairperson, or if the chairperson is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start -

- (a) the directors present; or
- (b) (if no directors are present), the meeting; must appoint a director or shareholder to chair the meeting, and the appointment of the chairperson of the meeting must be the first business of the meeting.

39.3 The person chairing a meeting in accordance with this article is referred to as "the chairperson of the meeting".

40. Attendance and speaking by directors and non-members

40.1 Directors may attend and speak at general meetings, whether or not they are shareholders.

- 40.2 The chairperson of the meeting may permit other persons who are not -
- (a) shareholders of the company; or
 - (b) otherwise entitled to exercise the rights of shareholders in relation to general meetings;
to attend and speak at a general meeting.

41. Adjournment

41.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairperson of the meeting must adjourn it.

- 41.2 The chairperson of the meeting may adjourn a general meeting at which a quorum is present if -
- (a) the meeting consents to an adjournment; or
 - (b) it appears to the chairperson of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

41.3 The chairperson of the meeting must adjourn a general meeting if directed to do so by the meeting.

- 41.4 When adjourning a general meeting, the chairperson of the meeting must -
- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors; and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

41.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)

- (a) to the same persons to whom notice of the company's general meetings is required to be given; and
- (b) containing the same information which such notice is required to contain.

41.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

42. Voting: general

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

43. Errors and disputes

43.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

43.2 Any such objection must be referred to the chairperson of the meeting, whose decision is final.

44. Poll votes

44.1 A poll on a resolution may be demanded -

- (a) in advance of the general meeting where it is to be put to the vote, or
- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

44.2 A poll may be demanded by -

- (a) the chairperson of the meeting; or
- (b) the directors; or
- (c) two or more persons having the right to vote on the resolution; or
- (d) a person or persons representing not less than one tenth of the total voting rights of all the shareholders having the right to vote on the resolution.

44.3 A demand for a poll may be withdrawn if -

- (a) the poll has not yet been taken; and
- (b) the chairperson of the meeting consents to the withdrawal.

44.4 Polls must be taken immediately and in such manner as the chairperson of the meeting directs.

45. Content of proxy notices

45.1 Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which -

- (a) states the name and address of the shareholder appointing the proxy; and
- (b) identifies the person appointed to be that shareholder’s proxy and the general meeting in relation to which that person is appointed; and
- (c) is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the directors may determine; and
- (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

45.2 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

45.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

45.4 Unless a proxy notice indicates otherwise, it must be treated as -

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

46. Delivery of proxy notices

46.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.

46.2 An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

46.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

46.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

47. Amendments to resolutions

47.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if -

- (a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairperson of the meeting may determine); and
- (b) the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.

47.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if -

- (a) the chairperson of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
- (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

47.3 If the chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairperson's error does not invalidate the vote on that resolution.

PART 5 : ADMINISTRATIVE ARRANGEMENTS

48. Means of communication to be used

48.1 Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.

48.2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

48.3 A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

49. Company seals

49.1 Any common seal may only be used by the authority of the directors.

49.2 The directors may decide by what means and in what form any common seal is to be used.

49.3 Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

49.4 For the purposes of this article, an authorised person is -

- (a) any director of the company;
- (b) the company secretary (if any); or
- (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

50. No right to inspect accounts and other records

Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a shareholder.

51. Provision for employees on cessation of business

The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

52. Indemnity

52.1 Subject to sub-article (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against -

- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company;
- (b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of a pension scheme (as defined in section 84(6) of the Act),
- (c) any other liability incurred by that director as an officer of the company or an associated company.

52.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law.

52.3 In this article -

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
- (b) a "relevant director" means any director or former director of the company or an associated company.

53. Insurance

53.1 The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

53.2 In this article -

- (a) a "relevant director" means any director or former director of the company or an associated company;
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company; and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

We, the persons, whose names, and addresses are herein described, are desirous of being formed into a company in pursuance to these **ARTICLES OF ASSOCIATION**.

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Name and Address of Subscriber	Signature of Subscriber	Occupation of Subscriber
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PRINCE NONYANI
23395 UNIT L EXTENSION
SEKE
CHITUNGWIZA



DIRECTOR

ROPOFADZO AGNES NDAMBAKUWA
8256 UNIT K
SEKE
CHITUNGWIZA



DIRECTOR

Dated at **HARARE** this 3rd day of **FEBRUARY 2022**

Witness to the above signatures

SIGNATURE : 

FULL NAME : TRISTAIN TSURO

ADDRESS : 25 MBAURA ROAD, ZENGEZA 2, CHITUNGWIZA

OCCUPATION: ACCOUNTANT

PRINAGE INVESTMENTS (PRIVATE) LIMITED