



SoftGeneration Co. Ltd
Innovate & Technology Upgrading

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THE COMPANIES ACT (CAP. 212)
A PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

AND

ARTICLES OF ASSOCIATION
OF

SOFTGENERATION COMPANY
ON The date __ of __ 2022

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THE COMPANIES ACT (CAP. 212)
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MEMORANDUM OF ASSOCIATION
OF
SOFTGENERATION COMPANY

1. The name of company is SOFTGENERATION COMPANY.
2. The registered office of the Company will be situated in the United Republic of Tanzania
3. The object of the company will be :
 - a) To deal with the designing and development of website applications and mobile applications for third party uses (Customer's uses)
 - b) To deal with EFD Machines maintenance
 - c) To deal with Network configurations (LAN) and other network peripheral infrastructures
 - d) To deal with cryptographic ciphers coding, Encryption and decryption security basis including One Time Part (OTP), RSA Algorithms, Diffie Hellman, Hill Ciphers, Caesar cipher and other security based cryptographic ciphers
 - e) To deal with data analysis, manipulation and management on research basis
 - f) To deal with ethical hacking techniques with the aim of maintaining security against black hat hackers to the customers so as to avoid extra negative impacts.
 - g) To deal with installation and maintenance of GPRS System and car tracking services
 - h) To deal with IT equipment supply including Laptops, printers, Scanners and other peripheral devices.
 - i) To participate in digital forensic services such as those which relate with digital evidences in criminal cases.
 - j) To deal with installation, maintenance and repair of the security systems Alarms
 - k) To deal with biometric infrastructures installation, maintenance and repair including face recognition, fingerprints, digital signatures and sound based biometrics techniques.
 - l) To deal with installation, maintenance and repair of CCTV Camera services to the customers.
 - m) To deal with websites and Mobile applications hosting
 - n) To deal with designing and management of advanced business posters and fliers
4. The liability of the Member is Limited
5. The authorized share capital of the company is Tshs Divided into ordinary shares of Tshs Each with power for the company to increase or reduce such capital and to divide the shares in the capital for the time being, whether original or

increased, in different classes and to attach thereto respectively, any preferential, deferred, qualified or special rights, privileges or conditions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares, whether preference or otherwise, or any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles of Association registered herewith.

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

Name, Address and Description of the Subscribers	Number of shares taken by each subscriber	Signature of the Subscriber
Name:FRIDOLIN ANTHONY MPIZA Email fridolinmpiza82@gmail.com P.o.Box 6998, Arusha Phone: +255 683 168 429 / +255 713 826 484		
Name : KHALFAN MSUYA Email: khalfanimsuya@gmail.com P.o.Box, Phone: +255 742 086 808		

Dated this Day of 2022

Witness to the above signatures;

Name:

Signature:

Postal Address:

Title:

THE COMPANIES ACT (CAP. 212)
A PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
SOFTGENERATION COMPANY

Interpretation:

1. In these regulations:-

“Board of Directors” shall be the Board of Directors appointed pursuant to the Article 17.

“SoftGeneration” means Software Generation comprising of the next level generation of science and technology in corresponding to the current global development of science and technology with the aim of addressing, solving and manage several challenges and needs of the customers in the society in term of services.

“The government” means the Government of the United Republic of Tanzania.

“The ordinance” means the Companies Ordinance (Chapter 212)

When any provision of the Ordinance is referred to the reference is to such provision as modified by any law for the time being in force. Unless the context otherwise requires, expressions defined in the date at which these regulations become binding on the company shall have the meanings so defined.

Marginal notes and titles are inserted for convenience only and shall not affect the meaning of operation of these Articles unless the context otherwise requires.

Words importing the singular number shall include the plural and the converse shall also apply.

Words importing the masculine gender only shall include the feminine gender and words importing persons shall include companies of corporations.

2. The Regulations contained in the table shall apply to the company, except in so far the same are repeated or contained in these articles.
3. The Company is a private company and accordingly;
- a) The right to transfer shares is restricted in manner hereafter prescribed

- b) The members of the company (exclusive of persons who are in the employment of the company) is limited to fifty; PROVIDED THAT, where two or more persons hold one or more shares in the company jointly, they shall, for the purpose of this article, be treated as a single member
- c) Any invitation to the public to subscribe for any shares or debentures of the company is prohibited; the company shall not have power to issue share warrants to bearer.

CAPITAL

- 4. The share capital of the company at the date of registration of these Articles of Association is Tanzania shillings, divided Ordinary shares of Tanzania shillings each.
- 5. Without prejudice to any special rights previously conferred on the holder of any existing deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the company may from time to time, by ordinary resolutions determine.
- 6. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

CALLS ON SHARES

- 7. The Directors may, from time to time, subject to the provisions of these Articles and to any conditions of allotment, make such calls upon the shareholders in respect of all moneys unpaid on their shares as they may think fit. A call may be revoked or postponed as the Directors may determine.

CERTIFICATES

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

LIEN

9. The company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the company's lien, if any, on a share, shall extend to all dividends payable thereon.

TRANSFER OF SHARES

10. All transfer of shares may be effected by transfer in writing in the usual common form, under hand only.
11. The instrument of transfer of a share shall be signed by or on behalf of the transferor and transferee and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register in respect thereof.
12. In their opinion is undesirable in the interests of the company to admit to membership. No transfer shall be registered by any reason thereof if the numbers would exceed the limit herein before prescribed
13. The Directors may refuse to register any transfer of a share where the company has a lien on the share

ALTERATION OF CAPITAL

14. The company may be ordinary resolution:
 - a) Increase the share capital by such sum to be divided into shares of such amount as the resolution shall prescribe;
 - b) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - c) Subdivide its shares or any of them into shares of smaller amount than is fixed by the memorandum; so however that in the subdivision the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived
 - d) Cancel shares which at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled.
15. The company may, subject to the act , by special resolution, reduce its share capital and any capital and any capital redemption fund in any manner as deemed necessary

GENERAL MEETING

16. Subject to the provision of section 133 of the act, General Meetings shall be held at least once in every calendar year at such time not being more than fifteen months after the holding of the last preceding General Meeting which shall be called " ordinary General

Meetings" and all other meetings of the company shall be called Extraordinary General Meetings"

17. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and they shall, on the request in writing of the holders of not less than one-tenth of the issued capital of the company, upon which all calls or other sums then due have been paid, forthwith proceed to convene an Extraordinary General Meeting and the provisions of Section 134 of the act shall apply.

NOTICE OF GENERAL MEETING

18. Subject to the provisions of section 135 of the act twenty one days' notice at the least inclusive of the day for which the notice is given, specifying the place, the day and the hour of the meeting and in case of special business, specifying the nature of the business, shall be given to such persons as are entitled, under the regulations of the company, to receive notice from the company, PROVIDED that with the consent of all the members entitled to receive notice of some particular meeting obtained in writing, such meeting may be convened by such shorter notice and in such manner as those members may think fit.
19. The non-receipt of a notice of a meeting by any member, shall not invalidate the proceedings any meeting.

DIRECTORS

20.
 - a) Until otherwise determined by the Company in general meeting the Directors shall be not less than two and not more than 7
 - b) The following persons shall be the first Directors to the Company:-
 1. Fridolin Anthony Mpiza
 2. Khalfani Msuya
21. The Directors shall be entitled to be repaid all travelling, hotel and other expenses incurred by them in and about the business of the company, including their expenses of travelling to and from Board and Committee Meetings or General Meetings.21.
22. There shall be no share qualification for Directors.22.
23. The remuneration of the Directors shall from time to time be determined by the company in General Meetings.23.
24. The Directors shall be entitled to be repaid all travelling, hotel and other expenses incurred by them in and about the business of the company, including their expenses of travelling to and from Board and Committee Meetings or General Meetings.
25. If any Director, being willing, shall be called upon to perform extra services for the purposes of the company, the company shall remunerate such Director by a fixed sum or percentage of profits or otherwise as may be determined by the Board and such remuneration may be either in addition to or in substitution for his reimbursement above provided