

money for charitable or benevolent objects, or for any exhibition, or for any public, general, or useful object.

- n) To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this company, or for any other purpose which may seem directly or indirectly calculated to benefit this company.
- o) To invest and deal with the moneys of the company not immediately required in such manner as may from time to time be determined.
- p) To borrow or raise secure the payment of money in such manner as the company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the company's property (both present and future) including its uncalled capital and to purchase, redeem or pay off any such securities.
- q) To amalgamate with any other company having objects altogether or in part similar to those of the company.
- r) To remunerate any person or company for services rendered or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the shares in the company's capital or any debentures, debenture stock or other securities of the company, or in or about the formation or promotion of the company or the conduct of its business.
- s) To draw, make accept, endorse, discount, execute and issue promissory notes, bill of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- t) To sell or dispose of the undertaking of the company or any part thereof for such considerations as the company may think fit; and in particular for shares debentures or securities of any other company having objects altogether or in part similar to those of the company.
- u) To objects any provisional order, ordinance or act of parliament for enabling the company to carry any of its objects into effect or for effecting and modification of the company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications, which may seem calculated, directly or indirectly, to prejudice the company's interests.
- v) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- w) To do all such other things as are incidental or conducive to the attainment of the above objects.
- x) The objects set forth in any sub-clause of this clause shall not except when the context expressly so requires, be in any wise limited or restricted by reference to or inference from the terms of any other sub-clause or by the name of the company. None of such sub-clauses or the objects therein specified, or the powers thereby conferred, shall be

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**THE COMPANIES ACT**  
**CHAPTER 486 LAWS OF KENYA**

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**PRIVATE COMPANY LIMITED BY SHARES**

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**MEMORANDUM AND ARTICLES**

**OF ASSOCIATION**

**OF**

**AFRICAN INVESTMENT ADVISORY SERVICES LIMITED**

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*Incorporated the 10<sup>TH</sup> day of DECEMBER, 2013*

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*Certified as a true  
copy of original  
MARGARET A. OTEGA*  
**MARGARET A. OTEGA**  
Advocate CPS (K) 13/12/2013  
Commissioner For Oaths  
Notary Public  
P. O. Box 46630 - 00100,  
NAIROBI

**Mwagambo & Okonjo**  
**Advocates**  
**View Park Towers**  
**P.O. Box 13724-00800**  
**Nairobi**

*Certified True Copy of Original  
For ECOBANK*  
*Auth. Signature*

- f) To construct, erect and maintain, either by the company or other parties, sewers, roads, streets and all other works, erections and things of any description whatsoever either upon the lands acquired by the company or upon other lands, and generally to alter and improve the lands and other property of the company.
- g) To carry on any other business which may seem to the company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights.
- h) To acquire and undertake the whole or any part of the business, property and liabilities or any person of company carrying on any business which the company is authorised to carry on, or possessed of property suitable for the purposes of the company.
- i) To apply for, purchase, or otherwise acquire, sell and dispose of any patents, brevets d'invention, licences, concessions and the like, conferring any exclusive or non-exclusive or limited right to use any secret or other information as to any invention the acquisition or sale of which may seem calculated directly or indirectly to benefit the company, and to grant licences in respect of or otherwise turn to account such property, rights or information.
- j) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this company is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly benefit this company. And to lend money to guarantee the contracts of, or otherwise assist, any such person or company, and to take or otherwise acquire shares and securities of any such company and to sell, hold re-issue, with or without guarantee, or turn to account the same.
- k) To take, or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this company.
- l) To enter into any arrangements with any government or authorities, supreme, municipal, local or otherwise, that may seem conducive to the company's objects or any of them, and to obtain from any such government or authority, any rights, privileges and concessions which the company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements rights, privileges and concessions.
- m) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences, calculated to benefit employees or ex-employees of the company, or the dependents or connections of such persons, ad to grant pensions and allowances, and to make payments towards insurance and to subscribe or guarantee

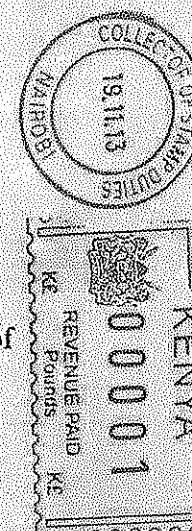
**THE COMPANIES ACT**  
(Chapter 486, Laws of Kenya)

**PRIVATE COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**  
**OF**

**AFRICAN INVESTMENT ADVISORY SERVICES LIMITED**

1. The name of the Company is **"AFRICAN INVESTMENT ADVISORY SERVICES LIMITED"**.
2. The registered office of the Company will be situated in the Republic of Kenya.
3. The objects for which the company is established are:-
  - a) To carry on business of architectural practice and consultancy.
  - b) To carry on the business of general consultancy services, investment consultancy, business consultancy, trade consultancy, architectural and building consultancy, Real Estate Investment and consultancy, general trading consultancy and consultancy in relation to any business for which consultancy services may be offered by the company.
  - c) To carry on business on management of land, buildings and architectural practices, consulting in building industry, environmental, urban and interior design whether belonging to the company or not and to collect rents and income, and to supply to tenants and occupiers and other refreshments, attendances, messengers, light, waiting rooms, reading-rooms, lavatories, laundry conveniences, electric conveniences and other advantages.
  - d) To acquire by purchase, lease exchange or otherwise, land and/or buildings of any tenure or description and any estate or interest therein, and any rights over or connected therewith, and to turn the same to account as may seem expedient, and in particular by preparing building sites, and by constructing, reconstructing, altering, improving, decorating, furnishing and maintaining houses, flats, offices, shops, warehouses, factories, buildings, works and conveniences of all kinds, and by consolidating, or connecting or subdividing properties, and by leasing or disposing of the same.
  - e) To carry on business as proprietors of houses and flats and to let on lease or otherwise apartments therein and to provide for the tenants and occupiers thereof any of the conveniences commonly provided in hotels or clubs.



Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the act shall, except where the subject or context forbids bear the same meanings in these Articles.

#### **TO BE A PRIVATE COMPANY**

3. The company is a "private company" within the meaning of the Act, and, for the purpose of complying with the requirements of the said act it is hereby agreed and declared as follows:-

- (a) The company restricts the right to transfer its shares, both present and future;
- (b) Limits the number of its members (exclusive of persons 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 to be Members of the company) to fifty, provided that where two or more persons hold one or more shares in the company jointly, they shall, for the purposes of this clause, be treated as a single member, and
- (c) Prohibits any invitation to the public to subscribe for any shares or debentures, or debenture stock of the company

Anything contained in these articles which is a variance with the above statutory conditions shall be treated as inoperative and void.

#### **ALTERNATION OF ARTICLES**

- 4. The company may from time to time alter any of these articles by passing and registering a special resolution in the manner required by sections 13 and 141 of the Act.
- 5. **The Share capital of the company is Kenya Shillings One Hundred Thousand (Kshs. 100,000/-) divided into 100,000 shares of Kenya Shillings One (Kshs. 1/-) each.**

#### **SHARES**

- 6. Subject to the Provisions of Article 7, the shares shall be under the control of the directors who may allot and dispose of them in such manner as they think fit.

deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause, but the company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of this clause in any part of the world, and notwithstanding that the business undertaking, property or acts proposed to be transacted, acquired dealt with or performed do not fall within the objects of the first sub-clause of this clause.

- 4. The liability of the members is limited.
- 5. **The Capital of the Company is Kenya Shillings One Hundred Thousand (Kshs. 100,000/-) divided into 100,000 Shares of Kenya Shillings One (Kshs. 1/-) each.**



**THE COMPANIES ACT**  
(Chapter 486, Laws of Kenya)

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**  
**OF**  
**AFRICAN INVESTMENT ADVISORY SERVICES LIMITED**

1. The regulations in Table "A" in the first schedule to the Companies Act, Chapter 486, Laws of Kenya, shall not apply to the Company, except so far as the same are repeated or contained in these Articles.



**INTERPRETATION**

2. In these articles the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

WORDS	MEANINGS
The Act	The Companies Act, Chapter 486 , Laws of Kenya, and every other Act for the time being in force concerning joint stock companies and affecting the company.
These Articles	These Articles of Association as originally framed or as altered from time to time by special resolution
The Directors	The Directors for the time being of the Company
The Office	The Registered Office for the time being of the Company
The Seal	The common seal of the Company

Writing shall include printing and lithography and any other mode or modes of representing or reproducing words in a visible form.

We the several persons whose names addresses and descriptions 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.

NAME, POSTAL ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES	SIGNATURES OF SUBSCRIBERS
Cliff Ricky Oduor Otega P.O. Box 46630-00100 <u>NAIROBI</u>	95,000 (Ninety Five Thousand Only)	  
Margaret Abok Otega P.O. Box 46630-00100 <u>NAIROBI</u>	5,000 (Five Thousand Only)	
<b>TOTAL NUMBER OF SHARES TAKEN</b>	<b>100,000</b> <b>One Hundred Thousand Only</b>	

Dated this 14th day of October 2013

WITNESS to the above signatures:-

JOB OMONDI OKWORO  
ADVOCATE  
P.O. Box 52848 - 00200  
NAIROBI.

**CERTIFICATE UNDER THE COMPANIES REGULATIONS**

It is hereby certified that the accompanying **MEMORANDUM OF ASSOCIATION** of **AFRICAN INVESTMENT ADVISORY SERVICES LIMITED** was produced by the process of **Laser Printing**.

JOB OMONDI OKWORO  
ADVOCATE  
P.O. Box 52848 - 00200  
NAIROBI.

unless at the same time the lease of the flat held by the transferor of such shares is assigned to such person.

28. The instrument of transfer of a share shall be executed both by the transferor and the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee in the register members in respect thereof.
29. The company shall provide a book to be called the "Register of transfers" which shall be kept by the secretary under the control of the Directors and in which shall be entered the particulars of every transfer or transmission of every share.
30. The directors may refuse to register any transfer of shares on which the company has a lien. If the Directors refuse to register a transfer of any shares, they shall within two months after the date on which the transfer was lodged with the company send to the transferee notice of the refusal, and required by section 80 of the act.
31. Such fee not exceeding twenty shillings for each transfer, as the directors may from time to time determine, may be charged for registration of a transfer and for the registration of any other instrument.
32. The register of transfers may be closed during the fourteen days immediately preceding every ordinary general meeting of the company, and at such other time (if any) and for such period as the Directors may from time to time determine, provided always that it shall not be closed for more than thirty days in any year.
33. In the case of the death of a shareholder the survivors or survivor, where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the company as having any title to his share, but nothing herein contained shall release the estate of the deceased joint holder from any liability in respect of any share jointly held by him.
34. Any person becoming entitled to any shares in consequence of the bankruptcy of any member shall within six months from the date thereof if the Directors so wish transfer the shares at a fair value to a person nominated by the Directors. Any person becoming entitled whether by will or intestacy to a share in consequence of the death of any member, may, upon producing such evidence of title as the Directors may require, be registered himself as hold of the share.
35. A person entitled to a share by transmission shall be entitled to receive, and may give a discharge for any dividends, or other moneys payable in respect of the share, but he shall not be entitled in respect of it to receive notice of, or to attend or vote at meetings of the company, or, save as aforesaid, to exercise any of the rights or privileges of a member, unless and until he shall become a member in respect of the share.

#### FORFEITURE OF SHARES

7. Where two or more persons are registered as the share they shall be deemed to hold the same as joint tenants with benefit of Survivorship, subject to the provision following:-
  - a) The company shall not be bound to register more than three persons as the holders of any share.
  - b) The joint holders of any share shall be liable, severally as well as jointly, in respect of all payments which ought to be made in respect of such share.
  - c) On the death of any one of such joint holders the survivor or survivors shall be the only person or persons recognised by the company as having any title to such share, but the directors may require such evidence of death as they may deem fit.
  - d) Any one of such joint holders may give effectual receipts for any dividend, bonus, or return of capital payable to such joint holders.
  - e) Only the person whose name stands first in the register as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share, or to receive notices from the company, or to attend or vote at General meetings of the company, and any notice given to such person shall be deemed notice to all the joint holders but any one of such joint holders may be appointed the proxy of the person entitled to vote on behalf of such joint holders and as such proxy to attend and vote at General meetings of the company.
8. No person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by or required to recognise any equitable, contingent, future or partial interest in any share or any right whatsoever in respect of any share other than an absolute right to the entirety thereof in the registered holder, except as by these articles otherwise expressly provided or as by the act required or pursuant to any order of Court.
9. Every member shall be entitled, without payment, to receive within two months after allotment or lodgement or transfer (unless the conditions of issue provide for a longer interval) one certificate under the seal of the company for all the shares registered in his name, specifying the number and denoting numbers of shares in respect of which it is issued and the amount paid up thereon; provided that in the case of joint holders the company shall not be bound to issue more than one certificate to all the Joint holders, and delivery of such certificate to any one of them shall be sufficient delivery to all. Every certificate shall be signed by one Director and counter-signed by the secretary or some other person nominated by the Directors for the purpose.
10. If any share certificate shall be defaced, worn out, destroyed or lost, it may be renewed on such evidence being produced and such indemnity (If any) being given as the Directors shall require and (in case of defacement or wearing out) on delivery up of the old certificate, and in any case on payment of such sum not exceeding fifty shillings as the Directors may from time to time require.

19. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed.

20. The joint holders of a Share shall be jointly and severally liable to the payment of all calls and instalments in respect thereof.

21. If before or on the day appointed for payment thereof a call or instalment payable in respect of a share is not paid, the holder or allottee of the share shall pay interest on the amount of the call or instalment at such rate not exceeding 10 per cent per annum as the Directors shall fix from the day appointed for payment thereof to the time of actual payment, but the Directors may waive payment of such interest wholly or in part.

22. Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date whether on account of amount of the share or by way of premium, shall for all purpose of these articles, be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment the provisions of these articles as to payment of interest and expenses, forfeiture and the like, and all other the relevant provisions of these articles, shall apply as if such sum were a call duly made and notified as hereby provided.

23. The directors may from time to time, make arrangements on the issue of the shares for a difference between the holders of such shares in the amount of calls to be paid and in the time of payment of such calls.

24. The directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys due upon his shares beyond the sums actually called up thereon, and upon the moneys, so paid in advance, or so much thereof as exceeds the amount for the time being called up on the shares in respect of which such advance has been made, the Directors may pay or allow such interest as may be agreed upon between them and such member in addition to the dividend payable upon such part of the share in respect of which such advance has been made as is actually called up.

#### **TRANSFER OF SHARES**

25. Subject to the restrictions of these articles shares shall be transferable, but every transfer must be in writing in the usual common form, or in such other form as the Directors shall from time to time approve, and must be left at the office, accompanied by the certificate of the shares to be transferred and such other evidence (if any) as the Directors may require to prove the title of the intending transferor.

26. The Directors may in their discretion, and without assigning any reason, refuse to register a transfer of any shares to any person whom it shall in their opinion be undesirable in the interest of the company to admit to membership.

27. No share shall in any circumstances be transferred to any bankrupt or person of unsound mind and no transfer shall be made to any person

#### **LIEN**

13. The company shall have a first and paramount lien upon all shares (whether fully paid up or not) registered in the name of any member, either alone or jointly with any other person, for his debts, liabilities and engagements, whether solely or jointly with any other person, to or with the company whether the period for the payment, fulfilment or discharge thereof shall actually have arrived or not, and such lien shall extend to all dividends from time to time declared in respect of such shares but the Directors may at any time declare any share to be exempt, wholly or partially, from the provisions of these Articles.

14. The directors may sell the shares subject to any such lien at such time or times and in such manner as they think fit, but shall not be made until such time as the moneys in respect of which such lien exists or some part thereof are or is presently payable or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, and until a demand and notice in writing stating the amount due or specifying the liability or engagement and demanding payment or fulfilment or discharge thereof and giving notice of intention to sell in default shall have been served on such member or the persons (if any) entitled by transmission to the shares, and default in payment, fulfilment or discharge shall have been made by him or them for seven days after such notice.

15. The net proceeds of any such sale shall be applied in or towards satisfaction of the amount due to the company, or of the liability or engagement, as the case may be, and the balance (if any) shall be paid to the member or the person (if any) entitled by transmission to the shares so sold.

16. Upon any such sale as aforesaid, the Directors may authorise some person to transfer the shares sold to the purchaser and may enter the purchaser's name in the register as holder of the share, and the purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

17. No member shall be entitled to receive any dividend or to exercise any privilege as a member until he shall have paid all call for the time being due and payable on every share held by him, whether alone or jointly with any other person, together with interest and expenses (if any).

#### **CALLS ON SHARES**

18. The Directors may, subject to the provisions of these articles from time to time make such calls upon the members in respect of all moneys unpaid on their shares as they fit, provided that thirty days' notice at least is given of such call and each member shall be liable to pay the amount of every call so made upon him to the persons by the instalments (if any) and at the times and places appointed by the Directors.

52. Subject to the provisions of the Act relating to the convening of meetings to pass special resolutions, seven days' notice at the least, specifying the place, the day and the hour of meeting and in case of special business, the general nature of such business, shall be given in manner hereinafter mentioned to such persons as are under the provisions of these articles entitled to receive notices of general meetings from the company, but with the consent of all persons for the time being entitled as aforesaid, a meeting may be convened upon a shorter notice and in such manner as such persons may approve. The accidental omission to give such notice to, or the non-receipt of such notice by, any such person shall not invalidate any resolution passed or proceeding had at any such meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

53. All business shall be deemed special that is transacted at an extraordinary meeting and all that is transacted at an ordinary meeting shall also be deemed special, with the exception of sanctioning a dividend, the consideration of the accounts and balance sheets and the reports of the Directors and auditors, and any other documents annexed to the balance sheets, the election of directors and the fixing of the remuneration of the auditors.

54. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. For all purposes the quorum shall be members personally present, not being less than two and holding or representing by proxy not less than three quarters of the issued share capital of the company.

55. If within half an hour from the time appointed for holding of a general Meetings a quorum is not present, the meeting if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be a quorum.

56. The Chairman (if any) of the Board of Directors shall preside at every General meeting, but if there be no such chairman of it at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman, the members present shall choose some Director or if no Director be present, or if all the Directors present decline to take the chair, they shall choose some member present to be chairman of the meeting.

57. The Chairman may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting. Save as aforesaid, no member shall be entitled to any notice of an adjourned meeting. No business shall be transacted at any

36. If any member fails to pay the whole or any part of any call or instalment of a call on or before the day appointed for the payment thereof, the directors may at any time thereafter during such time as the call or instalment or any part thereof remains unpaid, serve a notice on him or on the person entitled to the share by transmission requiring him to pay such call or instalment, or such part thereof as remains unpaid, together with interest at such rate not exceeding 10 per cent annum as the Directors shall determine and any expenses that may have accrued by reason of such non-payment.

37. The notice shall name of further day (not earlier than the expiration of seven days from the date of the notice), on or before and expenses that have accrued by reason of such non-payments are to be paid. It shall also name the place where payment is to be made, and shall state that, in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such call was made will be liable to be forfeited.

38. If the requisitions of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. A forfeiture of shares shall include all dividends in respect of the shares not actually paid before the forfeiture, notwithstanding that they shall have been declared.

39. Where any share has been forfeited in accordance with these articles, notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the register of members opposite to the share but the provisions of this article are directory only, and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

40. Notwithstanding any such forfeiture as aforesaid, the Directors may, at any time before the forfeited share has been otherwise disposed of, annul the forfeiture, upon the terms of payment of all calls and interest due upon and expenses incurred in respect of the share and upon such further terms (if any) as they shall see fit.

41. Every share which shall be forfeited shall thereupon become the property of the company, and may be sold or re-allotted, or otherwise disposed of, either to the person who was before forfeiture the holder thereof, or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit, and the Directors may, if necessary authorise some person to transfer the shares to such other person as aforesaid.

42. A shareholder whose shares have been forfeited shall, notwithstanding, be liable to pay to the company all calls made and not paid on such shares at the time of forfeiture, and interest thereon to the date of payment, in the same manner in all respects as if the shares had not been forfeited and to satisfy all (if any) the claims and demands which the



## INCREASE OF CAPITAL

46. The company in general meeting may from time to time, whether all the shares for the time being authorised shall have been issued, or all the shares for the time being issued shall have been fully called up or not, increase its share capital by the creation of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts and (subject to any special rights for the time being attached to any existing class of shares) to carry preferential, deferred or other special rights (if any), or to be subject to such conditions or restrictions (if any) in regard to divided, return of capital, voting or otherwise as the General Meeting resolving upon such increase directs.
47. Unless otherwise determined by the Company in General Meeting, any original shares for the time being un issued and any new shares from time to time to be created shall, before they are issued, be offered to the holders of the shares of that class in pro-portion, as nearly as may be, to the member of such shares held by them. Such offer shall be made by notice specifying the number of shares offered and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the directors may, subject to these articles, dispose of the same in such manner as they think most beneficial to the company. The Directors may, in like manner dispose of any such new or original shares as aforesaid which, by reason of the proportion born by them to the number of persons entitled to such offer as aforesaid, or by reason of any other difficulty in apportioning the same, cannot, in the opinion of the Directors, be conveniently offered in manner hereinbefore provided.
48. Except so far as otherwise provided by or pursuant to these articles or by the conditions of issue, any new share capital shall be considered as part of the original ordinary share capital of the company and shall be subject to the same provisions with reference to the payment of call, lien, transfer, transmission, forfeiture and otherwise as the original share capital.

## GENERAL MEETINGS

49. A general meeting shall be held once in every calendar year, at such time and place as may be determined by the Directors, but so that not more than fifteen months shall to elapse between any two such general meetings.
50. The above-mentioned general meetings shall be called ordinary meetings. All other general meetings shall be called extraordinary.
51. The directors may call an extraordinary meeting wherever they think fit, and extraordinary general meetings shall also be convened by such requisitions as provided by Section 132 of the Act.

company might have enforced in respect of the share at the time of forfeiture, without any deduction or allowance for the value of the shares at the time of forfeiture.

43. The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in all claims and demands against the company in respect of the share and all other rights and liabilities incidental to the share as between the shareholder whose share is forfeited and the company except only such of those rights and liabilities as are by these Articles save, or as are by the Act given or imposed in the case of past members.
44. A statutory declaration in writing that the declarant is a Director of the company, and that a share has been duly forfeited in pursuance of these articles, and stating the date upon which it was forfeited, shall, as against all persons claiming to be entitled to the share adversely to the forfeiture thereof, be conclusive evidence of the facts therein stated, and such declaration together with the receipt of the company for the consideration (if any) given for the share on the sale or disposition thereof and a certificate of proprietorship of the share under the seal delivered to the person to whom the same is sold or disposed of, shall constitute a good title to the share, and (subject to the execution of any necessary transfer) such person shall be registered as the holder of the share, and shall be discharged from all calls made prior to such sale or disposition, and shall not be bound to see to the application of the purchase money (if any), nor shall his title to the share be affected by any act, omission or irregularity related to or connected with the proceedings in reference to the forfeiture, sale re-allotment or disposal of the share.

## ALTERATIONS OF CAPITAL

45. The company alter the conditions of its memorandum of association by ordinary resolution:-
- (a) To consolidate and divide its share capital into shares of larger amount than its existing shares, or
  - (b) To cancel any shares not taken or agreed to be taken by any person, or
  - (c) To divide its share capital or any part thereof into shares of smaller amount than is fixed by its Memorandum of Association by subdivision of its existing shares or any of them, subject nevertheless to the provision of the act and so that as between the resulting shares one or more of such shares may by the resolution by which such subdivision is affected be given any preference of advantage as regards divided, capital, voting or otherwise, over the others of such shares.
- And by special resolution
- (d) to reduce its capital and any capital redemption reserve fund in any manner authorised and subject to any conditions prescribed by the act.



and determine. Any revocation under this clause shall be effected by notice in writing under the hand of the director making the same and any such notice if left at the office of the company shall be sufficient evidence of such revocation. It shall not be necessary for any such alternate director to hold any share in the Company, nor have any other qualification for the appointment.

#### **POWERS AND DUTIES OF DIRECTORS**

77. The business of the company shall be managed by the directors, who may pay all such expenses preliminary and incidental to the promotion, formation, establishment and registration of the company, as they think fit, and may exercise all such powers of the company, and do on behalf of the company all such acts as may be exercised and done by the company, and as are not by the act or by these articles required to be exercised or done by the company in general meeting, subject nevertheless to any regulations or these articles, to the provisions of the act and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in general meeting. But no regulation made by the company in general meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

78. Until the company in general meeting shall otherwise resolve, the Directors may issue debentures, bonds or obligations of the company at any time and in any form or manner and for any amount, and may raise or borrow or may themselves lend for the purposes of the company's business any sums of money; either upon mortgage or charge of any of the property of the company, including uncalled capital; or on bonds or debentures or otherwise as they may think fit, and they may cause or permit any such mortgages, charges, bonds, debentures or obligations to be redeemed or transferred as they may think fit. Provided that no invitation shall be issued to the public to subscribe for any such debentures or debenture stock of the company.

79. The continuing directors may act at any time notwithstanding any vacancy in their body; provided always that in case the Directors shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these articles it shall be lawful for them to act as Directors for the purpose of filling up vacancies in their body, or if summoning a General meeting of the company, but not for any other purpose.

80. All moneys, bills, and notes belonging to the company shall be paid or deposited with the company's bankers to an account to be opened in the name of the company. Cheques on the company's bankers, until otherwise from time to time resolved upon by the Directors, shall be signed by at least one Director and counter signed by the secretary. The company's banking account shall be kept with such banker or bankers as the Directors shall from time to time determine.

81. The Directors shall duly comply with the provisions of the act and particularly the provisions as to registration and keeping copies of mortgages and charges, keeping of the register of members, keeping a

74. The remuneration of the Directors shall be determined by the company in general meeting. The directors shall also be entitled to be repaid all travelling and hotel expenses incurred by them respectively in or about the performance of their duties as Directors including their expenses of travelling to or from Board Meetings. If by arrangement with the other Directors any Director shall perform or render any special duties or services outside his ordinary duties as a Director, the Directors may pay him special remuneration in addition to his ordinary remuneration, and such special remuneration may be by way of salary, commission, participation in profits or otherwise as may be arranged.

75. Subject as herein otherwise provided or to the terms of any subsisting agreement, the office of a Director shall be vacated.

(a) If a receiving order is made against him or he makes any arrangement or composition with his creditors.

(b) If he be found lunatic or becomes of unsound mind.

(c) If he absents himself from the meetings of the Board during a continuous period of six months without special leave of absence from the directors, and they pass a resolution that he has by reason of such absence vacated his office.

(d) If he is prohibited from being a Director by any order made under any provisions of the act.

(e) If by notice in writing given to the company he resigns his office.

(f) If he is no longer a member of the company

A director may hold any other office of place of profit under the company (except that of Auditor) in conjunction with his office of director and on such terms as to remuneration as the directors shall arrange.

#### **ALTERNATE DIRECTORS**

76. If any director shall be unable through any reasons to attend any meeting or meetings of the Directors or shall be about to leave or shall not be in Kenya he may by writing under his hand appoint any other person to be his substitute and every such substitute shall, during such absence of the Director appointing him, be entitled to notices of and to attend and vote at meetings of the Directors and generally shall have and exercise all the powers, rights, duties and authorities of the Director appointing him. Provided always that no such appointment of any person not being a Director shall be operative unless or until the approval of the Board by a majority consisting of two thirds of the whole board shall have been given and entered in the directors' minute book. A director may at any time revoke the appointment of a substitute appointed by him and (subject to such approval as aforesaid) appoint another person in his place and if a Director shall die or cease to hold the office of Director the appointment of his substitute shall thereupon cease

68. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and if none then under the hand of some officers duly authorised in that behalf. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand or concur in demanding a poll on behalf of the appointor. A proxy need not be a member of the Company.
69. The instrument appointing a proxy, together with the power of attorney (if any) under which it is signed, or a certified copy thereof, shall be deposited at the office at least forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposed to vote; otherwise the person so named shall not be entitled to vote in respect thereof.
70. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

**AFRICAN INVESTMENT ADVISORY SERVICES LIMITED**

"....., a member of **AFRICAN INVESTMENT ADVISORY SERVICES LIMITED**

"hereby appoint.....of

".....,and failing him,....., of

"....., to vote for me and on my "behalf at the (Ordinary, Extraordinary or adjourned, as the "case may be) General Meeting of the Company, to be held on "the .....day of.....and

at every adjournment thereof."

"**AS WITNESS** my hand this.....day of....., 20...."

**DIRECTORS**

72. The Directors shall have power from time to time and at any time to appoint additional Directors, provided that the total number of Directors shall not exceed the prescribed maximum.
73. Every shareholder of the company shall be entitled to be a director of the company and in the case of joint holders of any one share any one such Joint Holders.

adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

58. At all general meetings a resolution put to the vote of the meeting shall be decided on show of hands, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the Chairman (being a person entitled to vote) or by at least two persons for the time being entitled to vote at the meeting that a resolution has been carried, or has been carried unanimously, or by a particular majority, shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution.
59. If a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner as the chairman shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
60. No poll shall be demanded on the election of a chairman of a meeting or on any question of adjournment.
61. In the case of an equality of votes, either on a show of hands or on a poll, the chairman of the meeting shall be entitled to a further or casting vote.
62. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business, other than the question on which a poll has been demanded.

**VOTES OF MEMBERS**

63. Subject and without prejudice to any special privileges or restrictions as to voting for the time being attached to any special class of shares for the time forming part of the capital of the company, every member shall have one vote for every share of which he is the holder.
64. If any member be a lunatic, idiot or non compos mentis he may vote by his committee, receiver, curator bonis or other legal curator, and such last-mentioned persons may give their votes either personally or by proxy.
65. If two or more persons are jointly entitled to a share then, in voting upon any question the vote of the senior who tenders a vote, whether in person or by proxy shall be accepted to the exclusion of the votes of the other registered holders of the share, and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
66. Save as herein expressly provided, no person other than a member duly registered, and who shall have paid everything for the time being due from him and payable to the company in respect of his shares, shall be entitled to be present or to vote on any question or to be reckoned in a quorum at any general meeting.
67. Votes may be given either personally or by proxy.

The books of account shall be kept at the office, or at such other place as the Directors shall think fit, and shall always be open to the inspection of the directors.

103. The Directors shall from time to time determine whether in any particular case or cases, or generally, and to what extent and at what times and places and under what conditions, or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members, and no member shall have any right of inspecting any account or book or document of the company except as conferred by statute or authorised by the Directors or by a resolution of the company in general meeting.
104. Once at least in every year the Directors shall lay before the company in general Meeting a profit and loss account for the period since the preceding account, or (in the case of the first account since the incorporation of the company, made up to date not more than six months before such meeting. A balance sheet shall also be made out in every year as at the date to which the profit and loss account is made up, and shall be laid before the company in general meeting. The said account and balance sheet shall be accompanied by such reports and documents and shall contain such particulars as are prescribed by the act and the directors shall in their report state the amount which they recommend to be paid by way of dividend, and the amount (if any) which they propose to carry to any reserve fund. The Auditors' report shall be attached to the balance sheet and shall be read before the company in general meeting and be open to inspection by any members as required by section 155 of the Act.

#### **AUDIT**

105. Once at least in every year the accounts of the company shall be examined, and the correctness of the profit and loss account and balance sheet ascertained by one or more Auditor or Auditors and the provisions of sections 159, 161 and 162 of the act and any modification or re-enactment thereof for the time being in force in regard to audit and auditors shall be observed.

#### **NOTICES**

106. A notice or any their document may be served by the company upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register of members.
107. All notices directed to be given to the members shall with respect to any share to which persons are jointly entitled be given to whichever of such persons is named first in the register of members and any notice so given shall be sufficient notice to the holders of such share.
108. Any member described in the register of members by an address not within Kenya, who shall from time to time give the company an address within Kenya at which notices may be served upon him, shall be entitled

register of directors and entering all necessary particulars therein and sending a copy thereof or a notification of any charges therein to the Registrar of Companies, and sending to such Registrar an annual return, together with the certificates required by section 129 of the act, the particulars required by section 125 of the act, notices as to increase of capital, returns of allotment and contracts relating thereto, copies of resolutions and agreements and other particulars connected with the above.

82. A director may contract with and be interest in any contract or proposed contract with the company, and shall not be liable to account for any profit made by him by reason of any such contract, provided that the nature of the interest of the Director in any such contract must be declared at a meeting of the Directors, as required by section 200 of the act. No director shall vote as a Director in respect of any contract or arrangement in which he shall be interested but this prohibition shall not apply to any contract or arrangement, for giving a Director security for any advance made or guarantee given by him to or for the benefit of the company, or to any contract or arrangement for relating to any allotment or proposed allotment of shares or debentures to a Director and it may at any time be suspended or relaxed by the company in general meeting.

#### **ROTATION OF DIRECTORS**

83. The first directors shall be appointed by the subscribers to these articles and shall hold office until the first general meeting of the company. At such first general meeting further directors may be elected, the first directors being eligible for re-election.
84. Upon the death, retirement or removal of any director the surviving or remaining directors shall be entitled to appoint a successor in the place of the director so dying, retiring or removed.
85. The company may from time to time in general meeting increase or reduce the number of directors, and may make any appointment necessary for effecting any such increase as aforesaid.
86. Any causal vacancy occurring in the Board of Directors may be filled up by the Directors.
87. The company may by extraordinary resolution remove any director before the expiration of his period of office, and may, if thought fit, by ordinary resolution appoint another director in his stead.

#### **PROCEEDINGS OF DIRECTORS**

88. The Directors may meet together in Kenya for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, two shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. The chairman shall have a second or casting vote.



recommended by the Directors but, the company in general meeting may declare a smaller dividend.

97. No dividend shall be payable except out of the profits of the company and no dividend shall carry interest as against the company.

98. No declaration of the directors as to the amount of the net profits of the company shall be conclusive.

99. The directors may from time to time pay to the members such interim dividend as in their judgement the position of the company justifies.

100. The directors may, before recommending any dividend, set aside, out of the profits of the company, such sums as they think proper as a reserve fund to meet contingencies or for equalizing dividends, or for special dividends, or for repairing, improving and maintaining any of the property of the company and for such other purposes as the directors shall in their absolute discretion think conducive to the interest of the company, and may invest the several sums so set aside upon such investments (other than shares of the company) as they may think fit and from time to time deal with and vary such investments and dispose of all or any part thereof for the benefit of the company and may divide the reserve fund into such special funds as they think fit and employ the reserve fund or any part thereof in the business of the company and that without being bound to keep the same separate from the other assets.

101. Any general meeting may resolve that any moneys, investments, or other assets forming part of the undivided profits of the company standing to the credit of the reserve fund, or any capital redemption reserve fund, or in the hands of the company and available for dividend (or representing premiums received on the issue of shares and standing to the credit of the share premiums account) be capitalised and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalised fund be applied on behalf of such shareholders in paying up in full either at par or at such premium as the resolution may provide, any unissued shares or debentures or debenture stock of the company which shall be distributed accordingly or in towards payment of the uncalled liability on any issued shares or debentures or debenture stock, and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalised sum.

#### ACCOUNTS

102. The Directors shall cause proper accounts to be kept:-

- (a) of the assets and liabilities of the company
- (b) of all sums of money received and expended by the company and the matters in respect of which such receipts and expenditure take place, and
- (c) of all sales and purchases of goods by the company

89. A director may, and on the request of a director the secretary shall, at any time summon a meeting of the directors.

90. The directors may from time to time elect a chairman who shall preside at the meetings of the Directors, and determine the period for which he is to hold office, but if no such Chairman be elected or if at any meeting the chairman be not present within five minutes after time appointed for holding the same, the Directors present shall choose some one of their number to be chairman of such meeting.

91. All acts bona fide done by any meeting of directors or by any person acting as a director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

92. The directors shall cause proper minutes to be made of all general meetings of the company and also of all appointments of officers, and of the proceedings of all meetings of directors and committees, and of the attendances thereat, and all business transacted at such meetings; and any such minute of any meeting, if purporting to be signed by the chairman of such meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

93. A resolution in writing signed by all the directors then in Kenya shall be as effective for all purposes as a resolution passed by a meeting of the Directors duly convened, held and constituted.

#### THE SEAL

94. The seal shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least one Director and of the secretary and such director and the secretary shall sign every instrument to which the seal shall be affixed in their presence and in favour of any purchaser or person bona fide dealing with the company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

#### DIVIDENDS AND RESERVE

95. The profits of the company subject to any special rights relating thereto created or authorised to be created by these presents, and subject to the provisions of these presents as to the reserve fund, shall be divisible among the members in proportion to the amount of capital paid up on the shares held by them respectively.

96. The company in general meeting may declare a dividend to be paid to the members according to their rights and interests in the profits, and may fix the time for payment. No larger dividend shall be declared than is

to have served upon him at such address any notice to which he would be entitled under these articles but, save as aforesaid, no member other than a member described in the register of members by an address within Kenya shall be entitled to receive any notice from the company.



109. A notice may be given by the company to the person entitled to any share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name or by the title of representatives or trustees of such deceased or bankrupt member, at the address (if any) in Kenya supplied for the purpose by such persons as aforesaid, or (until such an address has been supplied) by giving the notice in the manner in which the same would have been given if the death or bankruptcy and not occurred.
110. Any notice or other document, if served or sent by post, shall be deemed to have been served or delivered at the time when the letter containing the same is put into the post, and in proving such service or sending it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office as a prepaid letter.
111. Where a given number of days' notice or notice extending over any other period is required to be given, the day of service shall be counted in such number of days or other period.

#### **WINDING UP**

112. If the company shall be wound up the liquidators may, with the sanction of an extraordinary resolution, divide among the members in specie any part of the assets of the company, and any such division may otherwise than in accordance with the existing rights of the members, but so that if any division is resolved on otherwise than in accordance with such rights the members shall have the same rights of dissent and consequential rights as if such resolution were a special resolution passed pursuant to section 280 of the act. A special resolution sanctioning a sale to another company duly passed pursuant to the said section may in like manner determine that any shares or other consideration receivable by the liquidators be distributed amongst the members otherwise than in accordance with their existing rights, and any such determination shall be binding upon all the members, subject to the right of dissent and consequential rights conferred by the said section.

#### **INDEMNITY**

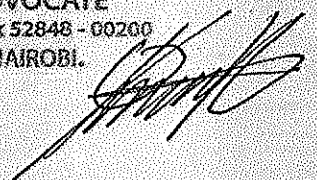
113. Every director or other officer of the company shall be entitled to be indemnified out of the assets of the company against all losses or liabilities (including any such liability as is mentioned in paragraph (ii) of the proviso to Section 206 of the Act, which he may sustain or incur in or about the execution of the duties of his offices or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the said section.

NAMES, POSTAL ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	SIGNATURES OF SUBSCRIBERS
<p>Cliff Ricky Oduor Otega P.O. Box 46630-00100 <u>NAIROBI</u></p> <p>Margaret Abok Otega P.O. Box 46630-00100 <u>NAIROBI</u></p>	 

Dated this 14<sup>th</sup> day October .....2013

WITNESS to the above signatures:

JOB OMONDI OKWORO  
ADVOCATE  
P.O. Box 52848 - 00200  
NAIROBI.



**CERTIFICATE UNDER THE COMPANIES REGULATIONS**

It is hereby certified that the accompanying **Articles Of Association of AFRICAN INVESTMENT ADVISORY SERVICES LIMITED** was produced by the process of **Laser Printing**.

JOB OMONDI OKWORO  
ADVOCATE  
P.O. Box 52848 - 00200  
NAIROBI.

