**COMPANIES LIMITED BY SHARES**

**MEMORANDUM**

**&**

**ARTICLE OF ASSOCIATION**

**OF**

**ALGORITHMIC AND ELECTRONIC TECHNOLOGIES.**

**(Algo-E Tech)**

**Drawn by:**

Aman S. Tairo.

(Subscriber)

P.O Box 2798,

ARUSHA.

*September 25th, 2023*

**THE COMPANIES ACT (Cap. 212)**

**COMPANY LIMITED BY SHARES.**

**MEMORANDUM**

**OF ASSOCIATION OF**

**ALGORITHMIC AND ELECTRONIC TECHNOLOGIES**

1. The name of the business/company is **Algorithmic and Electronic Technologies (Algo-E Tech).**
2. The registered office of the business will be situated in Arusha Tanzania.
3. The Object for which the business is established is to carry on business as a comprehensive IT solutions provider, including but not limited to Networking, Software development, System integrations, cloud services, cybersecurity and AI.
4. The liability of the member is limited.
5. **Profit and Loss Distribution:** Profits and losses generated by Algo-e Tech shall be distributed among partners in proportion to their equity shares. The distribution of profits shall occur on a regular basis, as mutually agreed upon by the partners.
6. The share capital of the business is Tanzania shillings Two Million (2,000,000/=), divided into two hundred (200) Ordinary shares of Tanzania shillings Ten Thousand (10,000/=) each and the business shall have power to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or in accordance with the Articles of Association of the business.
7. **Decision on Salary and Withdrawals:** The partners shall decide on the remuneration for themselves, considering the financial performance of Algo-e Tech. Partners may withdraw funds from the business for personal use, subject to the financial stability and needs of the business.
8. **Dissolution and Liquidation**: In the event of the dissolution of Algo-e Tech, the partners shall cooperate to wind up the business affairs, settle liabilities, and distribute the remaining assets according to their equity shares after settling any outstanding debts and obligations.
9. **Confidentiality and Non-Compete**: Partners shall maintain strict confidentiality of all business-related information, including client data, trade secrets, and proprietary information. Additionally, partners shall not engage in any activities that directly compete with Algo-e Tech during the partnership and for a reasonable period after its termination.
10. **Duration and Termination:** This MoA shall remain in effect until a mutually agreed-upon date or until termination by unanimous agreement of the partners. Termination of the partnership shall be documented and shall include provisions for the settlement of all outstanding obligations.

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

|  |  |  |  |
| --- | --- | --- | --- |
|  | **Name, Address and Description of Subscriber** | **Number of Shares taken** | **Signature** |
| 1. | **Aman S Tairo,**  P.O. Box 2798,  **Arusha.** | 56.6 |  |
| 2 | **Edmund S William**,  P.O. Box 15233,  **Arusha.** | 56.6 |  |
| 3. | **James C Mwambete**  P.O. Box 12443,  **Arusha.** | 56.6 |  |

Dated at Arusha this ………………….. day of …………………… 2023

Witness to the above signature:

Signature: …………………………………………….

Postal Address: ……………………………………….

Qualifications: ………………………………………..

**THE COMPANIES ACT (Cap. 212)**

**COMPANY LIMITED BY SHARES.**

**ARTICLES OF ASSOCIATION**

**OF**

**ALGORITHMIC AND ELECTRONIC TECHNOLOGIES**

The regulation of Table ‘A’ in the First Schedule to the Companies Act (hereinafter called Table ‘A’ shall apply to this Business as its Articles of Association.

**DIRECTORS**

* 1. Until otherwise determined by the Business in general meeting the Directors shall be not less than two and not more than three.
  2. The following persons shall be the first Directors to the Business:-
* **Edmund S William.**
* **Aman S Tairo .**

\_\_\_\_\_\_\_\_\_\_\_\_\_

|  |  |  |  |
| --- | --- | --- | --- |
|  | **Name, Address and Description of Subscriber** | **Number of Shares taken** | **Signature** |
| 1. | **Aman S Tairo,**  P.O. Box 2798,  **Arusha.** | 56.6 |  |
| 2 | **Edmund S William**,  P.O. Box 15233,  **Arusha.** | 56.6 |  |
| 3. | **James C Mwambete,**  P.O. Box 12443,  **Arusha.** | 56.6 |  |

Dated at Arusha this ………………….. day of …………………… 2023.

Witness to the above signature:

Signature: …………………………………………….

Postal Address: ……………………………………….

Qualifications: ………………………………………..