

THE COMPANIES ACT, 2002 (CAP. 212)

COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

OF

TANZANIA BANKERS ASSOCIATION LIMITED

1. The name of the Company is TANZANIA BANKERS ASSOCIATION LIMITED
2. The registered office of the Company shall be situated in Tanzania.
3. The objects for which the Company is formed are (and it is expressly declared that the several sub-clauses of this clause and all the powers thereof are to be cumulative and in no case is the generality of any one sub-clause nor is any general expression in any sub-clause to be narrowed or restricted by any particularity of expression in the same sub-clause or by the application of any rule of construction ejusdem generis or otherwise).
 - (a) To create and establish a body of commercial banks and financial institutions that would facilitate the consideration and discussion of matters of common interest;
 - (b) To develop and maintain a Code of Ethics, Rules and Regulations to govern members in their banking dealings/transactions;
 - (c) To strive for harmonization of operations in the banking industry;
 - (d) To encourage members to conduct their business in accordance with the governing laws, ethics and the internationally accepted banking standards;
 - (e) To facilitate the exchange of information between members through members meetings and other appropriate fora;
 - (f) To facilitate the establishment and maintenance of a vibrant national payment system.

- (g) To promote and protect the interests of members and other stakeholders of the banking sector in Tanzania;
- (h) To advise the Government and the Bank of Tanzania in the formulation of financial policies and programmes;
- (i) To recommend to the Government new legislations and amendments required on any legislation affecting the banking industry and other related sectors in the country;
- (j) To encourage members to share information and lobby support in relation to parliamentary legislations and other Regulations;
- (k) To afford formal and informal interaction opportunities between members;
- (l) To establish contacts and encourage exchange of technical know-how between members;
- (m) To facilitate the promotion of on the job-training of staff so as to maintain professionalism in the banking industry;
- (n) To organize and run training courses, seminars and symposia which may be deemed relevant to banking business;
- (o) To establish and act as a reconciliation body of disputes between or involving members;
- (p) To work closely with the Bank of Tanzania and the Government so as to create, maintain and ensure a conducive banking business environment;
- (q) To work closely with the Tanzania Institute of Bankers and other similar institutions in the promotion of financial sector training and general excellence in the financial sector;
- (r) To cooperate or affiliate with any organisation, institution or other bodies whose objects are substantially similar to those of the Association;
- (s) To promote and secure industrial peace and harmonious relations and to regulate relations between its members and their employees.

- (t) To exchange information and or take collective measures or any other necessary steps to prevent frauds and money laundering;
 - (u) To print, publish or support any magazine, periodical, brochure or publication as may seem consistent with any of the objects of the Association;
 - (v) To donate to, finance or participate in social-economic activities as the Association may deem appropriate;
 - (w) To project a good public image of banking as a service industry and develop good public relations.
 - (x) To do or take such actions and measures which the Association may deem appropriate in the promotion of the banking industry;
4. The liability of the members is limited by guarantee.
 5. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that he is a member, or within one year after ceasing to be a member for payments of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves. The sum to be contributed by each subscriber to this Memorandum of Association shall not exceed such amount as may be determined by the Governing Council, after consultation with the liquidator; Provided that the member's liability to contribute to the assets of the Company in the event of the winding up of the Company shall not exceed the member's annual subscription fee for the respective year.
 6. Where upon the winding up or dissolution of the company there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed among the members of the company but shall be given or transferred to some other institution or institutions having objects similar to the objects of this Company, such institution or institutions to be determined by the members of the Company at or before the time of dissolution and in so far as effect cannot be given to such provision hereto the same shall be transferred to some other

institution or institutions having objects similar to the objects of the Company.

7. True accounts shall be kept of the sum of money received and expended by the Company, and the manner in respect of which such receipt and expenditure takes place, and the property, credits, and liabilities of the Company, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the company for the time being shall be open to the inspection of the members, once at least in every year the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by one or more property qualified auditor or auditors.

WE, the several persons, whose names and addresses, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

S/No	Name and Address	Signature	Seal
1.	AccessBank Tanzania Limited Derm House Makumbusho P.O.Box 95068 Dar es Salaam Tel. No. 2774355 Fax. 2761347 Web: www.accessbank.co.tz	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	
2.	Akiba Commercial Bank Limited Amani Place, 3 rd Floor Ohio Street P.O.Box 669 Dar es Salaam Tel. No. 2118340 Fax. No.2114173 E-mail: akiba@cats-net.com Website: www.acbtz.com	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	

S/No	Name and Address	Signature	Seal
3.	<p>Azania Bank Limited Masdo House Samora Avenue P.O.Box 9271 Dar es Salaam Tel. No. 2117997-9 Fax. No.2118010 E-Mail: info@azaniabank.co.tz Website: www.azaniabank.co.tz</p>	<p>Name:----- Qualification: ----- Signature: -----</p> <p>Name: ----- Qualification: ----- Signature: -----</p>	
4.	<p>BancABC 1st Floor, Barclays House Ohio Street P.O.Box 31 Dar es Salaam Tel. No. 2111990; 2119302/4 Fax. No.2112402 E-mail: abctz@africanbankingcorp.com. Website: www.africanbankingcorp.com</p>	<p>Name:----- Qualification: ----- Signature: -----</p> <p>Name: ----- Qualification: ----- Signature: -----</p>	
5.	<p>Barclays Bank Tanzania Limited Barclays House Ohio Street P.O. Box 5137 Dar es Salaam Tel. No. 2136970, 2129742 Fax. No.2129757 Website: www.barclays.com</p>	<p>Name:----- Qualification: ----- Signature: -----</p> <p>Name: ----- Qualification: ----- Signature: -----</p>	
6.	<p>Bank M Tanzania Limited 8 Ocean Road P.O.Box 96 Dar es Salaam Tel. 2345678 Fax: 2127825 Website: www.bankm.co.tz</p>	<p>Name:----- Qualification: ----- Signature: -----</p> <p>Name: ----- Qualification: ----- Signature: -----</p>	

S/No	Name and Address	Signature	Seal
7.	Bank of Africa Tanzania Limited NDC Development House Corner Kivukoni/Ohio Street P.O.Box 3054 Dar es Salaam Tel. No. 2110104/2116422 Fax. No.2113740 E-mail: boatanzania @boatanzania.com Website: www.bank-of-africa.net	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	
8.	Bank of Baroda Tanzania Limited Skyways Limited Ohio/Sokoine Drive P.O.Box 5356 Dar es Salaam Tel. No. 2124487/2124472 Fax.: No. 2124457 E-mail: md.tanzania@bankofbaroda.com Website :www.bankofbaroda.com	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	
9.	Bank of India Tanzania Limited Maktaba Street Daily News Building P.O.Box 7581 Dar es Salaam Tel. No. 2135358/62 Fax. No. 2135363 E-mail: BOI.Tanzania@bankofindia.com Website:	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	
10.	CRDB Bank Plc Accommodation Building Scheme Azikiwe Street P.O.Box 268 Dar es Salaam Tel. No. 2117441-7 Fax. No. 2113341 Email:crdb@crdb.com Website: www.crdb.com	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	

S/No	Name and Address	Signature	Seal
11.	Commercial Bank of Africa Tanzania Limited Amani Place 1 st and 2 nd Floor Ohio Street P.O.Box 9640 Dar es Salaam Tel. No. 2130113/2130125 Fax. No. 2130116 Website: www.cba.co.tz	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	
12.	Dar es Salaam Community Bank Plc DCB House Building Magomeni Mwembe Chai Morogoro road P.O. Box 19798 Dar es Salaam Tel: +255-22-2170254 Fax: +255-22-2170259 Email: dcb@africanonline.aco.tz www.dcb.co.tz	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	
13.	Diamond Trust Bank Tanzania Limited J.M.MALL Building 9 th Floor Samora Avenue P.O.Box 3054 Dar es Salaam Tel. No. 2118888 Fax. No.2114210 E-mail: dtbank@intafrika.com Website:www.dtbafrica.com	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	
14.	Ecobank Tanzania Limited Toyota House Sokoine Street P.O.Box 20500 Dar es Salaam Tel. No. 2125581 Fax. No. 2137446 Website: www.ecobank.com	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	

S/No	Name and Address	Signature	Seal
15.	Efatha Bank Limited Plot No. 90 Mikocheni Industrial Area Bagamoyo Road, Mwenge P.O. Box 32050 Dar es Salaam Tel. No. 2775578 Fax. No. 2775347 E-mail: info@efathabank.co.tz Website: www.efathabank.co.tz	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	
16.	Exim Bank Tanzania Limited Exim Tower, 1405 / 45 Ghana Avenue (Off Ohio Street) P.O.Box 1431, Tel. No. 2293000/2293201/ Fax. No.2119737 E-mail:enquiry@eximbank-tz.com Website: www.eximbank-tz.co	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	
17.	FBME Bank Limited TMEC Building Samora P.O.Box 8298 Dar es Salaam Tel. No. 2126000 Fax. No.2126006 E-mail: headoffice@fbme.com Website: www.fbme.com	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	
18.	Habib African Bank Tanzania Limited Zahara Tower -Zanaki Street P.O.Box 70086 Dar es Salaam Tel. No. 2111107 Fax. No. 2111014 E-mail: habibafrikan@cctz.com Website:	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	

S/No	Name and Address	Signature	Seal
19.	<p>I & M Bank Tanzania Limited Maktaba Squire Maktaba Street P.O.Box 1509 Dar es Salaam Tel. No. 2127332 Fax. No. 2118750 Email: invest@imbank.co.tz Website: www.imbank.com</p>	<p>Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----</p>	
20.	<p>International Commercial Bank Tanzania Limited Morogoro/Jamhuri Street P.O.Box 9362 Dar es Salaam Tel. No. 2134989/92 Fax. No.2134286 E-mail:ibm@intafrica.com Website: www.icbank-tz.com</p>	<p>Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----</p>	
21.	<p>KCB (Tanzania) Limited Harambee Plaza Ali Hassan Mwinyi/Kaunda Drive P.O.Box 804 Dar es Salaam Tel. No. 2664335-6 Fax. No. 2115391 Email: kcbtanzania@kcb.co.tz Website: www.kcbbankgroup.com.</p>	<p>Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----</p>	
22.	<p>Kilimanjaro Co-operative Bank Limited J. K. Nyerere Road P.O.Box 1760 Moshi Tel. No. 027 2754470 Fax. No. 027 2753570 E-mail: info@kilikobank.com Website: kilicobank.com</p>	<p>Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----</p>	

S/No	Name and Address	Signature	Seal
23.	Mkombozi Commercial Bank Plc Plot. No. 40, Mansfield Street Behind St. Joseph's Cathedral P.O.Box 3844 Dar es Salaam Tel. No. 2137806/7 Fax. No. 2137809 Email info@mkombozibank.com Website: www.mkombozibank.com	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	
24.	National Bank of Commerce Limited NBC House Sokoine & Azikiwe Street P.O.Box 1863 Dar es Salaam Tel. No. 2111970 Fax: No : 2112887 E-mail: nbcltd@nbctz.com Website: www.nbctz.com	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	
25.	National Microfinance Bank Plc NMB House Jamhuri/Azikiwe Street P.O.Box 9213 Dar es Salaam Tel. No. 2161360, 2161000 Fax. No.2161361 E-mail: info@nmbtz.com Website: www.nmbtz.com	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	
26.	NIC Bank Tanzania Limited J.M.Mall Ground Floor Samora Avenue P.O.Box 2026268 Dar es Salaam Tel. No. 2118625-8 Fax. No.2116733 Website: www.nic-bank.com	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	

S/No	Name and Address	Signature	Seal
27.	<p>Stanbic Bank Tanzania Limited 99 A Kinondoni Road/Ali Hassan Mwinyi Road P.O.Box 7264 Dar es Salaam Tel. No. 2666430 Fax: 2113616 E-mail: afstat@stanbic.com Website: www.standardbank.com</p>	<p>Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----</p>	
28.	<p>Standard Chartered Bank Tanzania Limited 3rd Floor, International House Shaaban Robert Street/Garden Avenue P.O.Box 9011 Dar es Salaam Tel. No. 2122160 Fax. No.2113770 Email: customercare@tz.standardchartered.com Web: www.standardchartered.com</p>	<p>Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----</p>	
29.	<p>People's Bank of Zanzibar Limited Forodhani, Gizenga Street P.O.Box 1173 Zanzibar Tel. No. 024 2231118, 21231120 Fax. No. 024 2231121 E-mail: pbzLtd@zanlink.com pbzLtd@zanzinet.com Website: www.pbzLtd.com</p>	<p>Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----</p>	
30.	<p>Tanzania Investment Bank Limited Building No.3, Mlimani City Office Park Sam Nujoma Road P.O. Box 9373 Dar es Salaam Tel. No. 2411101-9 Fax. No. 22 2411095 Email: md@tib.co.tz Website: www.tib.co.tz</p>	<p>Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----</p>	

S/No	Name and Address	Signature	Seal
31.	Tanzania Mortgage Refinance Company Limited (TMRC) Bank of Tanzania (BOT) Building, Room No 217, 2 nd Floor, Middle Building, P.O.Box 7539, Dar es Salaam Tel. No. 2235560 Email: info@tmrc.co.tz Website: www.tmrc.co.tz	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	
32.	Tanzania Postal Bank Extelecoms Building Samora Avenue P.O.Box 9300 Dar es Salaam Tel. No. 2110621 Fax. No. 2114815 Website: www.postalbank.co.tz	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	
33.	Tanzania Women's Bank Limited Old Post Office Building Mkwepu Street P.O.Box 72604 Dar es Salaam Tel. No.2137581/83 Fax. No. 2137580 E-mail info@womensbank.co.tz Website : www.womensbank.co.tz	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	
34.	Twiga Bancorp Limited Twiga House Samora Avenue P.O.Box 10119 Dar es Salaam Tel. No. 2115575 Fax. No. 2112350 Email: info@twigabancorp.com Website: www.twigabancorp.com	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	

Dated this day of..... 2011

THE COMPANIES ACT, 2002 (CAP. 212)

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

TANZANIA BANKERS ASSOCIATION LIMITED

1. The regulations contained in Table "A" in the first schedule to the Companies Act of 2002 shall not apply to this Company, but the following shall be the regulations of the Company.
2. In the construction of these Articles the following words shall have the respective meanings hereby assigned to them, unless there be something in the context inconsistent therewith.
 - (a) "The Act" means the Companies Act of 2002 (Cap 212).
 - (b) "The Council" shall mean the Governing Council of the Company.
 - (c) "In writing" or "written" include printing, lithography, typewriting and all other modes of representing or reproducing words in a visible form.
 - (d) "Member" shall mean any bank or financial institution, which has fulfilled the conditions of membership.
 - (e) "Month" shall mean a calendar month.
 - (f) "Office" shall mean the registered office of the Company.
 - (g) "The Seal" means the Common Seal of the Company.

- (h) "Secretary" shall mean any person appointed to perform the duties of the Secretary of the Company.
- (i) "Special Resolution" and "Extraordinary Resolution" have the meaning assigned thereto respectively by the Ordinance.
- (j) Words denoting the singular number only shall include the plural number also, and vice versa,
- (k) Words importing persons or Companies only shall include Corporations.

Subject as aforesaid any words or expressions defined in the Act shall, if not inconsistent with the context, bear the same meaning in these Articles.

- 3. The Company is a private company limited by guarantee, and accordingly any admission of the new member in the company shall require the approval of the members.

MEMBERS MEETING

- 4. Members Meeting shall be held once in three months or as may be determined from time to time by members.
- 5. The business of the Members Meeting shall include, inter-alia, the following:-
 - (a) To transact business as shall be proposed by the Governing Council.
 - (b) To appoint members to serve in various Management Committees of the Association and set their terms of reference.
 - (c) To approve applications for membership or reinstatement.
 - (d) To receive progress reports on the activities of the Association.
 - (e) To receive progress reports from various Management Committees of the Association.
 - (f) To transact such other business as shall be proposed in the Agenda.

6. The Executive Director shall issue to the members a twenty one (21) days written notice convening the meeting and attach thereto the Agenda for the meeting.
7. The Members Meeting shall be attended by the Chief Executive Officers of the member institutions.
8. Any Chief Executive Officer who, for whatever reason(s), is unable to attend the meeting shall appoint, by completing the Proxy Form, a member of top Management of his institution to attend the Meeting and such Proxy Form shall be submitted to the Executive Director at least twenty four hours before the meeting.
9. The Chairman of the Association shall preside over the Members Meeting and in his absence, the Vice-Chairman shall preside. If both the Chairman and Vice-Chairman are absent, the members present shall elect one of their number to chair the meeting.
10. The quorum for the Members Meeting shall be half of the members.

GOVERNING COUNCIL

11. The Governing Council shall be constituted by not less than seven (7) and not more than twelve (12) members including the Chairman and Vice Chairman appointed from members on rotational basis; Provided that the quorum for meetings of the Governing Council shall not be less than 50% of the members. The Executive Director shall be a member of the Governing Council.
12. The Governing Council shall be responsible for the day-to-day conduct of the affairs of the Company and without prejudice to the generality of the foregoing, shall
 - (a) Under the Chairman and subject to the by-laws made or directions given by the members hold regular meetings whose minutes shall be taken by the Secretary.
 - (b) Subject to the Memorandum and Articles of Association (Memarts) and by-laws and to any directions given by the members, be responsible for the keeping of books of account of the Company and the payment of salaries and other outgoings not being of the nature of capital expenditure.

- (c) Be responsible for making policy recommendations to the members and implementing members policy decisions.
 - (d) Refer to the members all matters which under these Memarts, are required to be dealt with or decided by the members.
13. The tenure of the Council members shall be two years unless a member resigns or is disqualified to become a member of the Council.
 14. The decision of the Council shall be that of majority of the members and shall have responsibility similar to that of the Board of Directors.
 15. The Council shall meet at least once in two months. Questions arising at any meeting shall, except as otherwise agreed from time to time by the members, be decided by a majority of votes. A Council member may, and the Secretary on the requisition of a Council member shall, at any time summon a meeting of the Council member. Adequate notice shall in all cases be that which is reasonably calculated to advise Council members of the proposed meeting.
 16. The Chairman and Vice Chairman shall be appointed by the Annual General Meeting. If at any time the Chairman is not present within ten minutes after the time appointed for holding the same, the Vice Chairman will assume the Chair. In the absence of the Vice Chairman, council members may appoint one of their members to be Chairman of the meeting.
 17. The decision of the Council shall be recorded in the form of Minutes to be kept by the Secretary.

ROTATION OF COUNCIL MEMBERS

18. After every one year, at the Annual General Meeting, 50% of the Council Members who have served on the Council for more than two years shall retire.
19. Council Members to retire shall be those who have been longest in office since their last election, but, as between persons who became members on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. A Member holding any executive office shall not be subject to retirement by rotation.

OFFICE BEARERS OF THE COMPANY

20. The office bearers of the Company and their duties and functions are as follows;
- (a) Chairman- The Chairman of the Association shall chair all Members Meetings, Council Meetings and General Meetings of the Company. He shall represent the Company in its dealings with outside persons and organisations.
 - (b) Vice-Chairman- The Vice-Chairman shall assist the Chairman in his duties and deputies for him in his absence.
 - (c) Executive Director- The Executive Director shall be appointed by the Governing Council. He shall be a paid officer of the Company responsible for the day-to-day business and administration of the Company as shall from time to time be directed by the Governing Council. The Executive Director shall be the Chief Executive Officer of the Company and shall act as the Secretary to the Company.
 - (d) Honorary Treasurer - The Honorary Treasurer shall be appointed by the Annual General Meeting upon the recommendation of the Governing Council. He shall hold office for a period of two years. He shall be responsible for keeping proper books of account and submitting them to External Auditors for auditing. He shall also prepare and submit to the Annual General Meeting for consideration and approval the annual budgets and projections of income and expenditure of the Association.

GENERAL MEETINGS

21. (a) The Annual General Meeting shall be held within the first three months after the end of the Financial Year of the Company (which shall be from January 1st to December 31st) for the following purposes:-
- (i) To receive from the outgoing Council the Annual Report and Statement of Accounts for the preceding year and a draft programme of activities for the ensuing year;

- (ii) To appoint a professional firm of auditors for the purpose of Article 50 of these articles from the ensuing year. Such appointed firm may be reappointed each year as the meeting thinks fit. Auditors to be appointed shall not be members of the Council or of the Company or employee of any such member or a firm in which such member has a business interest or be associated with such members in a relationship which may bring such member influence to bear on the auditors:
 - (iii) To appoint the Honorary Treasurer as provided under Clause 20 (d) herein.
 - (iv) To transact any other business duly notified but such other business to be transacted shall be notified in writing to the Secretary, together with the names of the proposers and seconders, not less than twenty-one (21) days before the date fixed for the meeting.
- (b)
 - (i) The Annual General Meeting shall be held at a place, time and date to be determined by the Council, in any given year and notified by the Secretary to all members in writing not less than twenty one (21) days before this date, and the Secretary shall notify all members in writing of the business to be transacted thereat.
 - (ii) This notice shall include the Annual Report and Statement of Accounts and draft programme for the ensuing year, and any other business including those duly notified under this Article.
- 22.
 - (a) Any member entitled to be present and vote at a meeting may submit any motion to any General meeting, provided that in case of an ordinary resolution at least for the prescribed time before the day appointed for the meeting, he shall have served upon the Company a notice in writing by him containing the proposed ordinary resolution, and stating his intention to submit the same.
 - (b) The prescribed time mentioned above shall be such that, between the dates of the notice is served and the day appointed for the meeting there shall not be less than fourteen (14) intervening days.

- 23.
- (a)
 - (i) The Council may convene an Extraordinary General Meeting at any time to conduct any business as it may decide.
 - (ii) The Secretary must convene a meeting of the Council within seven (7) days if required to do so in writing by four members of the Council, to discuss the convening of an Extraordinary General Meeting.
 - (b)
 - (i) An Extraordinary General Meeting shall also be convened by the Secretary on the signed requisition of not less than ten per centum of the total Ordinary General Membership of the Company, stating the purpose of the meeting.
 - (ii) Such meeting shall be convened within fourteen (14) days of the requisition.
 - (c)
 - (i) Any Extraordinary General Meeting shall be held at a place, time and date to be determined by the Council.
 - (ii) Notice of such meeting together with the business to be transacted thereat, shall be given to all members in writing not less than fourteen (14) days before the date fixed for the meeting unless the purpose is passing of the Articles in which event twenty one (21) days notice shall be given.
 - (d) In the event the Council fails to direct the Secretary to call an Extraordinary General Meeting requisitioned by members as aforesaid in this Article, within fourteen (14) days of such requisition, it shall be competent for members signing the requisition if where they represent more than twenty-five per centum of the total voting rights to determine a place, time, date, the business to be transacted and convene the meeting giving notice of such to all members of the Company in writing, but any meeting so convened shall not be held after the expiration of three months from the date of the requisition.
 - (e) No business, except that which has been duly notified may be transacted at an Extraordinary Meeting.

- (f) All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General meeting.
- (g) Any meeting to consider the accounts and balance sheets, the ordinary reports of the Council and Auditors, and the election of officers shall be deemed ordinary.

PROCEEDINGS AT GENERAL MEETING

- 24. (a) The chair at a General Meeting shall be taken by the Chairman of the Association or, in his absence by the Vice Chairman or if he is also absent, by any member elected by the meeting.
- (b) All General Meetings shall be conducted in accordance with these Articles.
- (c) All matters not specifically provided for may be decided by the Chairman of the meeting at his discretion.
- (d) No non-members of the Company may attend General Meetings of the Company except by invitation of the Council and with the consent of the meeting. Such persons may only speak with the permission of the Chairman.

QUORUM AT THE GENERAL MEETING

- 25. (a) The quorum at the General Meeting shall be 60% of the existing members.
- (b) In the event of there being no quorum, the meeting shall:
 - (i) In the case of an Annual General Meeting called by the Council, stand adjourned to a time and date to be determined by the Council not less than one week and not more than two weeks later, such time and date shall be notified to all members in writing by the Secretary within forty eight hours of the adjournment.

- (ii) At an adjourned meeting, the members present and entitled to vote shall form a quorum.
 - (iii) The agenda for the adjournment meeting shall be the same as that for the original meeting.
 - (iv) In the case of lack of quorum of an Extraordinary General Meeting requisitioned or convened by members under clause 22(2) of these Memarts, the meeting shall be considered dissolved.
- (c) Objections if any to the validity of a General Meeting shall be raised and adjudicated when the Chairman calls upon the Secretary to read the notice convening the meeting. Once the meeting has commenced, no objection relating to the validity of the general meeting may be raised during the progress of the meeting.
- (d) No meeting shall become incompetent to transact business for want of a quorum arising after the chair has been taken and the notice convening the meeting has been read.
26. (a) Voting for election to the Council and for purpose of amendment to the Articles shall be by secret ballot.
- (b) Voting on all other matters may be by show of hands.
- (c) Decisions, except where specifically provided for under this constitution shall be by simple majority of those present and voting.
27. A general meeting shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and place as may be determined by the Council Members. In default of a general meeting so held a general meeting may be convened by any one member in the same manner as nearly as possible as that in which meetings are to be convened by the Council Members.
28. All such general meetings shall be called Annual General Meetings and all other general meetings shall be called Extraordinary General Meetings.
29. The Council Members may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or, in default, may be convened by such requisitions as provided by section 114 of the Companies Act of 2002. If at any time there are not within Tanzania sufficient Council Members capable of acting to form a quorum, any Council Member or any one

member of the Company convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council Members.

NOTICE OF GENERAL MEETINGS

30. Subject to the provisions of section 135 of the Act relating to special resolutions, three week's notice at the least (exclusive of the day on which the notice is served or deemed to be served by inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and, in case of special business, the general business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner if any, as may be prescribed by the Company in general meeting, to such persons, as are, under the regulations of the Company entitled to receive such notices from the Company but with the consent of all the members entitled to receive notice of some particular meeting that meeting may be convened by such shorter notice and in such manner as those members may think fit.
31. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the request of members, shall be dissolved in any other case, it shall be adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum (as defined in article 24), is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved.
32. No resolution, whether special or extraordinary, shall be carried as being passed at any general meeting or any adjournment thereof, unless the said resolutions received the affirmative vote of not less than seventy-five percent of members being entitled to do so, vote in person or by proxy at a general meeting of which notice specifying the intention to propose the resolution as special or extraordinary has been duly given.

VOTES OF MEMBERS

33. Subject to any rights or restrictions, on a show of hands every member present in person shall have no vote. On a poll every member shall have one vote.
34. On a poll votes may be given either personally or by proxy, provided that no company shall vote by proxy unless a resolution of its Council Members in accordance with the provisions of section 139 and 140 of the Act is in force.

- 35. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing, or, if the appointer is a corporation, either under seal, or under the hands of an officer or attorney duly authorized. A proxy need not be a member of the Company.
- 36. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a naturally certified copy of that power or authority shall be deposited at the registered office of the Company not less than twenty-four hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
- 37. Any instrument appointing a proxy may be in the following form, or any other form which the Council Members shall approve:

"I,.....of
being a member of a
hereby appoint.....
 of
 as my proxy, to vote for me and on my
 behalf at the (ordinary or extraordinary as the case may be) general
 meeting of the company to be held on
 theday of.....
 20....., and at any adjournment thereof.

Signed this day of 20.....

- 38. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

WINDING UP

- 39. (a) The Company shall not be dissolved except with the consent of not less than seventy five per centum of its total membership present and voting at a General Meeting for the purpose.
- (b) Notice of any proposal to dissolve the Company shall be given to all members not less than one calendar month before the date fixed for the meeting stating briefly the reason therefore.

40. Clause 6 of the Memorandum of this Constitution relating to winding up of the Company shall have effect as if the provisions thereof were repeated in this Article.
41. Upon receipt of such permission aforesaid no further action shall be taken by the Council or any office bearer of the Company in connection with the aims of the Company other than to get in and liquidate for cash all assets of the Company. Subject to the payment of all the debts of the Company the balance thereof shall be distributed in such other manner as may be resolved by the Council at the meeting at which the resolution for dissolution is passed.

BY-LAWS AND REGULATIONS

42. The Council may from time to time, make such by- laws and regulations not inconsistent with this constitution as in the judgment of its members may be necessary or desirable in the interest of the Company and particularly to give effect to the provisions of clause 6 of the Memorandum of Association of the Company

THE SEAL

43. The Council shall provide for the safe custody of the seal. The seal shall be used only by the authority of the Council and every instrument to which the seal shall be affixed shall be signed by two Council members or by a Council member and the Secretary or any other person appointed by the Council for the purpose.

SECRETARY

44. The Executive Director shall serve as Secretary of the Company. The Governing Council may, however, appoint any other person to serve as Secretary of the Company for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by the Council.
45. A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a Council member and the Secretary shall not be satisfied by its being done by or to the same person acting both as Council Member and as, or in place of, the Secretary.

ACCOUNTS

46. The Governing Council shall cause proper books of account to be kept with respect to all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place.
47. Books of account shall be kept at the registered office of the Company, or at such other place or places as the Council Members think fit, and shall always be open to the inspection of the Council Members.
48. The Council Members shall from time to time determine whether 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 not being Council Members, and no member (not being a Council Member) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorized by the Council Members or by the Company in general meeting.
49. The Council Members shall from time to time in accordance with section 132 of the Act, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets and reports as are referred to in that section.
50. The income and expenditure account shall show, arranged under the most convenient heads, the amount of gross income, distinguishing the several sources from which it has been derived, and the amount of gross expenditure, distinguishing the expenses of the establishment, salaries and other like matters. Every item of expenditure fairly chargeable against the year's income shall be brought into account, so that a just balance of profit and loss may be laid before the meeting and, in case where any item of expenditure which may in fairness be distributed over several years has been incurred in any one year, the whole amount of such item shall be stated, with the addition of the reasons why only a portion of such expenditure is charged against the income of the year.
51. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting together with a copy of the Auditor's report shall not less than twenty one (21) days before the date of the meeting be sent to all persons entitled to receive notices of general meetings of the Company.

AUDIT

52. The Company shall at each Annual General Meeting appoint an Auditor or Auditors to hold the office until the next Annual General Meeting.
53. A person or corporation other than the retiring Auditor shall not be capable of being appointed Auditor at an Annual General Meeting unless notice of an intention to nominate that person or corporation to the office of Auditor has been given by a member of the Company not less than fourteen (14) days before the Annual General Meeting and the Company shall send such notice to the retiring Auditor and shall give notice thereof to the members not less than seven (7) days before the Annual General Meeting.
54. The remuneration of the Auditors shall be fixed by the Company in General Meeting.
55. The Auditors shall be entitled to attend any general meeting of the Company at which any accounts which have been examined or reported on by them are to be laid before the Company and to make any statement or explanation they desire with respect to the accounts.

INDEMNITY

56. Subject to the provisions of the Act, every Council Member or other officer and auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation thereto unless the same occur through his own dishonesty, negligence, default, breach of duty, criminal etc, or breach of trust wherein the Council Member or officer shall be personally liable.

S/No	Name and Address	Signature	Seal
	AccessBank Tanzania Limited	Name:-----	

1.	Derm House Makumbusho P.O.Box 95068 Dar es Salaam Tel. No. 2774355 Fax. 2761347 Web: www.accessbank.co.tz	Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	
2.	Akiba Commercial Bank Limited Amani Place, 3 rd Floor Ohio Street P.O.Box 669 Dar es Salaam Tel. No. 2118340 Fax. No.2114173 E-mail: akiba@cats-net.com Website: www.acbtz.com	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	
3.	Azania Bank Limited Masdo House Samora Avenue P.O.Box 9271 Dar es Salaam Tel. No. 2117997-9 Fax. No.2118010 E-Mail: info@azaniabank.co.tz Website: www.azaniabank.co.tz	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	
4.	BancABC 1 st Floor, Barclays House Ohio Street P.O.Box 31 Dar es Salaam Tel. No. 2111990; 2119302/4 Fax. No.2112402 E-mail: abctz@africanbankingcorp.com. Website: www.africanbankingcorp.com	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	

S/No	Name and Address	Signature	Seal
5.	Barclays Bank Tanzania Limited Barclays House Ohio Street P.O. Box 5137 Dar es Salaam Tel. No. 2136970, 2129742 Fax. No.2129757 Website: www.barclays.com	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	
6.	Bank M Tanzania Limited 8 Ocean Road P.O.Box 96 Dar es Salaam Tel. 2345678 Fax: 2127825 Website: www.bankm.co.tz	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	
7.	Bank of Africa Tanzania Limited NDC Development House Corner Kivukoni/Ohio Street P.O.Box 3054 Dar es Salaam Tel. No. 2110104/2116422 Fax. No.2113740 E-mail: boatanzania @boatanzania.com Website: www.bank-of-africa.net	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	
8.	Bank of Baroda Tanzania Limited Skyways Limited Ohio/Sokoine Drive P.O.Box 5356 Dar es Salaam Tel. No. 2124487/2124472 Fax.: No. 2124457 E-mail: md.tanzania@bankofbaroda.com Website :www.bankofbaroda.com	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	

S/No	Name and Address	Signature	Seal
9.	Bank of India Tanzania Limited Maktaba Street Daily News Building P.O.Box 7581 Dar es Salaam Tel. No. 2135358/62 Fax. No. 2135363 E-mail: BOI.Tanzania@bankofindia.com Website:	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	
10.	CRDB Bank Plc Accommodation Building Scheme Azikiwe Street P.O.Box 268 Dar es Salaam Tel. No. 2117441-7 Fax. No. 2113341 Email:crdb@crdb.com Website: www.crdb.com	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	
11.	Commercial Bank of Africa Tanzania Limited Amani Place 1 st and 2 nd Floor Ohio Street P.O.Box 9640 Dar es Salaam Tel. No. 2130113/2130125 Fax. No. 2130116 Website: www.cba.co.tz	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	
12.	Dar es Salaam Community Bank Plc DCB House Building Magomeni Mwembe Chai Morogoro road P.O. Box 19798 Dar es Salaam Tel: +255-22-2170254 Fax: +255-22-2170259 Email: dcb@africanonline.aco.tz www.dcb.co.tz	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	

S/No	Name and Address	Signature	Seal
13.	Diamond Trust Bank Tanzania Limited J.M.MALL Building 9 th Floor Samora Avenue P.O.Box 3054 Dar es Salaam Tel. No. 2118888 Fax. No.2114210 E-mail: dtbank@intafrica.com Website:www.dtbafrica.com	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	
14.	Ecobank Tanzania Limited Toyota House Sokoine Street P.O.Box 20500 Dar es Salaam Tel. No. 2125581 Fax. No. 2137446 Website: www.ecobank.com	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	
15.	Efatha Bank Limited Plot No. 90 Mikocheni Industrial Area Bagamoyo Road, Mwenge P.O. Box 32050 Dar es Salaam Tel. No. 2775578 Fax. No. 2775347 E-mail: info@efathabank.co.tz Website: www.efathabank.co.tz	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	
16.	Exim Bank Tanzania Limited Exim Tower, 1405 / 45 Ghana Avenue (Off Ohio Street) P.O.Box 1431, Tel. No. 2293000/2293201/ Fax. No.2119737 E-mail:enquiry@eximbank-tz.com Website: www.eximbank-tz.co	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	

S/No	Name and Address	Signature	Seal
17.	FBME Bank Limited TMEC Building Samora P.O.Box 8298 Dar es Salaam Tel. No. 2126000 Fax. No.2126006 E-mail: headoffice@fbme.com Website: www.fbme.com	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	
18.	Habib African Bank Tanzania Limited Zahara Tower -Zanaki Street P.O.Box 70086 Dar es Salaam Tel. No. 2111107 Fax. No. 2111014 E-mail: habibafrican@cctz.com Website:	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	
19.	I & M Bank Tanzania Limited Maktaba Squire Maktaba Street P.O.Box 1509 Dar es Salaam Tel. No. 2127332 Fax. No. 2118750 Email: invest@imbank.co.tz Website: www.imbank.com	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	
20.	International Commercial Bank Tanzania Limited Morogoro/Jamhuri Street P.O.Box 9362 Dar es Salaam Tel. No. 2134989/92 Fax. No.2134286 E-mail:ibm@intafrica.com Website: www.icbank-tz.com	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	

S/No	Name and Address	Signature	Seal
21.	<p>KCB (Tanzania) Limited Harambee Plaza Ali Hassan Mwinyi/Kaunda Drive P.O.Box 804 Dar es Salaam Tel. No. 2664335-6 Fax. No. 2115391 Email: kcbtanzania@kcb.co.tz Website: www.kcbbankgroup.com.</p>	<p>Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----</p>	
22.	<p>Kilimanjaro Co-operative Bank Limited J. K. Nyerere Road P.O.Box 1760 Moshi Tel. No. 027 2754470 Fax. No. 027 2753570 E-mail: info@kilikobank.com Website: kilicobank.com</p>	<p>Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----</p>	
23.	<p>Mkombozi Commercial Bank Plc Plot. No. 40, Mansfield Street Behind St. Joseph's Cathedral P.O.Box 3844 Dar es Salaam Tel. No. 2137806/7 Fax. No. 2137809 Email info@mkombozibank.com Website: www.mkombozibank.com</p>	<p>Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----</p>	
24.	<p>National Bank of Commerce Limited NBC House Sokoine & Azikiwe Street P.O.Box 1863 Dar es Salaam Tel. No. 2111970 Fax: No : 2112887 E-mail: nbcltd@nbctz.com Website: www.nbctz.com</p>	<p>Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----</p>	

S/No	Name and Address	Signature	Seal
25.	National Microfinance Bank Plc NMB House Jamhuri/Azikiwe Street P.O.Box 9213 Dar es Salaam Tel. No. 2161360, 2161000 Fax. No.2161361 E-mail: info@nmbtz.com Website: www.nmbtz.com	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	
26.	NIC Bank Tanzania Limited J.M.Mall Ground Floor Samora Avenue P.O.Box 2026268 Dar es Salaam Tel. No. 2118625-8 Fax. No.2116733 Website: www.nic-bank.com	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	
27.	Stanbic Bank Tanzania Limited 99 A Kinondoni Road/Ali Hassan Mwinyi Road P.O.Box 7264 Dar es Salaam Tel. No. 2666430 Fax: 2113616 E-mail: afstat@stanbic.com Website: www.standardbank.com	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	
28.	Standard Chartered Bank Tanzania Limited 3 rd Floor, International House Shaaban Robert Street/Garden Avenue P.O.Box 9011 Dar es Salaam Tel. No. 2122160 Fax. No.2113770 Email: customercare@tz.standardchartered.com Web: www.standardchartered.com	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	

S/No	Name and Address	Signature	Seal
29.	People's Bank of Zanzibar Limited Forodhani, Gizenga Street P.O.Box 1173 Zanzibar Tel. No. 024 2231118, 21231120 Fax. No. 024 2231121 E-mail:pbzLtd@zanlink.com <u>pbzLtd@zanzinet.com</u> Website: www.pbzLtd.com	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	
30.	Tanzania Investment Bank Limited Building No.3, Mlimani City Office Park Sam Nujoma Road P.O. Box 9373 Dar es Salaam Tel. No. 2411101-9 Fax. No. 22 2411095 Email: md@tib.co.tz Website: www.tib.co.tz	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	
31.	Tanzania Mortgage Refinance Company Limited (TMRC) Bank of Tanzania (BOT) Building, Room No 217, 2 nd Floor, Middle Building, P.O.Box 7539, Dar es Salaam Tel. No. 2235560 Email: info@tmrc.co.tz Website: www.tmrc.co.tz	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	
32.	Tanzania Postal Bank Extelecoms Building Samora Avenue P.O.Box 9300 Dar es Salaam Tel. No. 2110621 Fax. No. 2114815 Website:_www.postalbank.co.tz	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	

S/No	Name and Address	Signature	Seal
33.	Tanzania Women's Bank Limited Old Post Office Building Mkwepu Street P.O.Box 72604 Dar es Salaam Tel. No.2137581/83 Fax. No. 2137580 E-mail info@womensbank.co.tz Website : www.womensbank.co.tz	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	
34.	Twiga Bancorp Limited Twiga House Samora Avenue P.O.Box 10119 Dar es Salaam Tel. No. 2115575 Fax. No. 2112350 Email: info@twigabancorp.com Website: www.twigabancorp.com	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	

Dated this day of 2011

S/No	Name and Address	Signature	Seal
35.	First National Bank Tanzania Limited FNB House Ohio Street P.O.Box 72290 Dar es Salaam Tel. No. 0758 245 286 0768 989 000 Fax. 0768 989 044 Email: rhudson@fnb.co.tz	Name:----- Qualification: ----- Signature: ----- Name: ----- Qualification: ----- Signature: -----	