Tour operators and public transport

(CHAPTER 486,LAWS OF KENYA)
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

RRRRRR & COMPANY LIMITED

1. The name of the Company is “RRRRRR & COMPANY LIMITED"

The registered office of the Company will be situated in the Republic of Kenya.

The objects for which the Company is established are:-

To carry on the business of safari and tour operators organisers and outfitters and to promote arrange organise conduct and facilitate tourism and travel by land sea and air in and to Kenya and elsewhere and to carry on the businesses of travel and tourist agents in all their branches.

To construct equip maintain and work public transport vehicles motor coaches or other vehicles appropriate for the carriage of passengers or goods and to carry on the business of proprietors and carriers of passengers both in public conveyance and in private vehicles.

To provide accommodation in hotels or otherwise for passengers and facilities for the transport of passengers and for the collection delivery or storage of baggage and freight and to make or provide facilities for passengers or freight in connection with all transport services.

To carry on the business as proprietors hirers operators and charterers of land water and air vehicles and crafts of all kinds and howsoever propelled and to manufacture import export buy sell take or let on hire repair modify store and deal in such vehicles and craft and all other things used for or in connection therewith as well as foodstuffs accessories and saddlery fuels spare parts and accessories of all sorts for the same and to carry on business as carriers of passengers freight and mail by sea land and air and to employ such persons as may be necessary to train drive or conduct the same.

To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above calculated directly and indirectly to enhance the value of or render any of the Company's property or rights.
To prospect explore acquire develop maintain and carry on wells mines and mining rights minerals ores and properties of any kind and to erect and operate refineries mill works machinery laboratories workshops dwelling houses and other buildings works and appliances and to aid in or subscribe towards or subsidise any such objects.

To construct, erect and maintain either by the Company or other parties, sewers, roads, streets, buildings, houses, flats, shops and all other works erections and things of any description whatsoever either upon the lands acquired by the Company or upon other lands.

To establish maintain and operate air transport services, public and private joy flights and all trips of all kinds and all ancillary services and to carry on the business of flying instructors aerial photographers, crop sprayers and all other services for which aircraft can be used and for these purposes or as independent undertakings to purchase take in exchange charter hire build construct or otherwise acquire and own work manage and trade with aircraft and all necessary and convenient equipment therefor

engines gear furniture and stores or any shares or interest in aircraft including shares stocks or securities in companies possessed of or interested in any aircraft and to maintain, fit out, improve insure, alter, sell exchange or let out on hire purchase or charter or otherwise deal with and dispose of the aircraft equipment engines gear furniture stores shares stock and securities of the Company.

To carry on the business of proprietors manufacturers and hirers of vehicles of all kinds whatsoever propelled and whether for use on land water or in the air including motor omnibuses, motorcars, motor vans, motor lorries, carts, motor cycles and aircraft of every description.

To carry on the business of garage proprietors dealers in repairers, cleaners, storers and warehousers of omnibuses, cars, vans, lorries and cycles, aircraft, tractors and trailers road making and repairing.

To give instructions in all aviation matters and the use of any of the machines connected therewith and to provide all and any facilities for such instructions, training of pilots, engineers, air traffic controllers, navigators, transport economists, ground and other crew drivers and all other personnel connected with or who are deemed necessary for the carrying on of the business authorized by the Memorandum of Association of the Company.

To operate motor ship and aircraft transport of all kinds including the leasing hiring or chartering for any period or number of journeys of aeroplanes, cars, trucks, ships, or any other kind of vehicles.

To carry on the business of importers and exporters of all kinds and classes of goods, materials and merchandise manufacturers and distributors representatives marketing agents salesmen brokers auctioneers commission agents land and estate tourist travel commercial and financial agents charterer of ships and other vessels warehousemen wharfingers merchants carriers of goods clearing and forwarding agents and transport and management consultants and transport contractors by land sea and air.

To carry on the business as tourist' agents and contractors a travel agency and to facilitate travelling and to provide for tourists and travellers and to promote the provision of conveniences of all kinds in the way of through tickets sleeping cars or berths reserved places hotel and lodging accommodation guides safe deposits inquiry bureaux libraries lavatories reading rooms baggage transport and to fit out organize and conduct hunting trips photographic and scientific expeditions with all necessary and useful equipment and conveniences and generally to do all such things as are connected and incidental to the business of tour operators and contractors.

To provide and promote the provision of camps buildings and conveniences of all kinds for tourists and others including reserving and providing hotel messing and lodging accommodation guides safe deposits inquiry bureaux and reading rooms.

To carry on business as hotel keepers lodging house and restaurant keepers transport agents and to act as insurance agents.
To acquire by license or otherwise from any Government municipal or other public body or any person the right

to maintain and operate air transport and any other services whether by air or land or by water.

To establish depots and agencies in different parts of the world for the purposes of carrying on any or all of the business of the Company.

To carry on the business of timber and lumber merchants, lumberyard and saw-mill proprietors, and to buy, sell prepare for market, import export and deal in timber and articles of all kinds in the manufacture of which timber or wood is used.

To carry on business and to act as general merchants traders commission agent or in any other capacity and to import export buy sell barter exchange manufacture make advances upon or otherwise deal in goods produce articles stores and merchandise of all kinds both wholesale and retail and to transact every kind of agency business.

To construct garages and store houses and other buildings for the housing or repair of such vehicles the storage of fuel and other oils and substances required for the working of the said vehicles the warehousing of the goods carried and the accommodation of the persons.

To carry on the business of importers and dealers in fuel and other oil petroleum of every kind and the business of lubricating oils and all accessories required for the equipment and operations of the said vehicles.

To purchase or otherwise acquire construct manufacture barter exchange sell equip maintain work run repair hire let or otherwise deal in buses motor coaches motor cars motor vans motor cycles aircraft tractor trailers road-making and road-repairing machinery and equipment plant equipment and vehicles of every description vehicles bodies engines chassis machinery spare parts accessories and other specialized overland

vehicles of all kinds, construction equipment chattels and things used for or in connection with any of the above purposes agricultural plant machinery and equipment of every description.

To enter into contracts with any person or company as to interchange of traffic running powers or otherwise.

To obtain all powers and authorities necessary to carry out or extend any of the above objects.

To purchase or otherwise acquire any interest in any patents brevets d'invention licenses concessions and the like conferring exclusive or limited rights to the use of any secret or other information as to any invention in relation to the production treatment storage application distribution and use of drugs pharmaceutical and industrial chemicals compounds cement oils of all kinds of fats fatty acids esters glycerine and like paints pigments and varnishes agricultural chemicals fertilizers pesticides and the like soaps detergents toilet and beauty preparations photographic surgical and scientific materials and matters articles and commodities of industrial personal household use and consumption textiles and artificial fabrics of all kinds and of any apparatus thereof or generally by invention which may seem to the company capable of being profitably dealt with.

To use exercise develop grant licenses in respect of or otherwise to turn into account any such patent, brevets d'invention licences concessions and the like and information aforesaid.

To carry on the business of soap manufacturers to buy sell manufacture refine prepare and deal in detergents toilet and beauty preparations of all kinds of oils and oleaginous and saponaceous substances and all kinds of unguents and ingredients and to carry on business as manufacturers collectors of flowers and perfume-producing vegetation.

To carry on the business of manufacturers' processors stores distributors and dealers of and in drugs pharmaceuticals and industrial chemicals compounds cements pigments dyeware varnishes agricultural chemicals fertilizers fungicides and the like, photographic surgical materials and matters articles and commodities of industrial personal and household use and consumption.

To carry on the business of weaving clothing material piecegoods and fabrics from grey bleached or dyed yarns and threads of cotton silk linen wool mohair rayon terylene dacron or any other vegetable animal mineral or manmade synthetic fibre or fibres or mixtures thereof bleaching dyeing printing processing starching finishing ironing and making up of the same or any other clothing material piecegoods and fabrics making up or weaving apparel garments and any other articles from the said or any other clothing materials piecegoods and fabrics and dealing in marketing and selling the said or any other clothing material piecegoods fabrics weaving apparel garments and articles.

To carry on the business as manufacturers of and dealers in grey bleached or dyed fibres of vegetable animal mineral or man-made synthetic origin made by mechanical chemical or any other process.

To carry on business as drapers and Hosiers fashion artists or dress agents tailors dressmakers clothiers hatters glovers boot and shoe manufacturers rug and mat manufacturers feather and down purifiers and manufacturers embroiderers hemstitchers plaiters knitters lacemakers costumiers furriers haberdashers pelmet makers stencillers painters dyers cleaners and renovators men's children's and school outfitters naval military tropical and other outfitters engineers electricians wool and metal workers ironmongers and hardware dealers goldsmiths silversmiths watchmakers and jewellers electroplaters and fancy goods dealers and depository proprietors railway coach shipping and

forwarding agents theatre and entertainment agents bankers money changers and upholsterers house office and shop furniture outfitters general warehousemen and shopkeepers.

To carry on the business as manufacturers of and dealers in cloth leather cotton wadding down feather goods linen silk and textiles and fabrics generally tapestry needlework neckwear ties scarves veils tinsel fabrics and threads and all articles of wearing attire or personal household use or ornament.

To carry on the business as manufacturers of and dealers in boxes trunks suitcases handbags portmanteaux and other carriers glass china porcelain cutlery picture framers cardboard mounts hair and cloth brushes combs toilette and manicure sets and cases games toys photo frames medals badges trophies presentation goods smallware fancy paper and similar goods.

To carry on the business of dealers in hardware and machinery and electrical operators appliances and things and all kinds of things mechanical plant and tools and spare parts of motor cars lorries and all types of engines.

To raise and borrow money by the issue of shares, stock, debentures, debenture stock, bonds, obligations, deposit notes and otherwise howsoever.

To carry on all or any business of manufacturers of and dealers and workers in cement lime plasters whiting clay gravel sand minerals earth coke fuel artificial stone and builder's requisites truck owners quarry owners general contractors and carriers garage and petrol service station proprietors.
To carry on any other business whether mercantile agricultural manufacturing constructional or otherwise which may seem to the Company capable of being conveniently carried on in connection with the objects herein contained or calculated directly or indirectly

to enhance the value of or render more profitable any of the Company's property or rights.

To carry on the business of manufacturers and manufacturer’s representatives which may seem to the Company capable of being conveniently carried on or calculated directly or indirectly to enhance the value of or render more profitable any of the Company’s property.

To act as agents or brokers and as trustees for any person firm or company and to undertake and perform sub-contracts and also to act in any of the business of the Company through or by means of agents brokers sub-contractors or otherwise.

To invest and deal with monies of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.

To borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures debenture stock perpetual or otherwise and to secure the payment of any money borrowed or raised or owing by the mortgage charge or lien upon the whole or any part of the Company's property or assets whether present or future including its uncalled capital and also by a similar mortgage charge or lien to secure and guarantee the performance by the Company or any obligation or liability it may undertake.

To purchase take on lease or in exchange or otherwise acquire buildings and to develop and turn to account the same in any manner and to advance money to or enter into contracts and arrangements of all kinds with the builders tenants and others.

To vary the investments of the Company.

To re-issue any stock or shares or other securities with or without the guarantee of the Company.

To acquire and undertake the whole or any part of the goodwill and assets of any person firm or Company carrying on or proposing to carry on any of the businesses which the Company is authorized to carry on and as part of the consideration of such acquisition to undertake all or any of the liabilities of such person firm or company or to acquire an interest in amalgamate with or enter into partnership or into any arrangement for sharing profits or for co-operation or for limiting competition or for mutual assistance with such person firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired any shares debentures debenture stock or securities and to retain or sell mortgages and deal with any shares debenture stock or securities so received.

To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertake any of the liabilities of this company or for undertaking any business or operations which may appear likely to assist or benefit this company or to enhance the value of any property or business of this company and to place or guarantee the placing of or underwrite subscribe for or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

To enter into any arrangements with any Government or Authorities (Supreme Municipal Local or otherwise) or any companies firms or persons that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such government authority company firm or person any charters contracts decrees rights privileges and concessions which the Company may think desirable and to carry out exercise and comply with any such charters contracts decrees rights privileges and concessions.

To enter into working arrangements of all kinds (including joining in a co-operative arrangement) with other companies corporations firms or persons and also to make and carry into effect arrangements with respect to union of interests or amalgamation either in whole or in part or any other arrangements with other companies corporations firms or persons.
To accept any composition scheme or any securities for any debt or property claimed and to allow any time for payment of any debt and to compromise abandon compound or submit to arbitration or otherwise settle any debt account claim or thing.

To sell mortgage improve manage develop turn to account exchange let rent and grant licenses easements or otherwise rights in respect of and in any other manner deal with or dispose of the undertaking or the property for the time being of the company for any consideration whether in cash or shares (fully or partly paid) debentures debenture stock or other interest in securities of any company or otherwise.

To sell or otherwise dispose of the whole of any part of the business or property of the Company either together or in portions for such consideration as the Company may think fit and in particular for shares debentures or securities of any company purchasing the same.

To advertise all or any of the products or goods of the Company in any way that may be thought advisable.

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 and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any public general useful objects.

To give as charity to any person firm or institution in any part of the world any reasonable sum of money for the purpose of doing good to humanity at large.

To remunerate any person firm or Company rendering services to this Company either by cash payment or by allotment to him or them of shares or securities of the company credited as paid up in full or in part or otherwise as may be thought expedient.

To distribute among the members of the Company in kind any property of the Company and in particular any shares debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.

To pay all or any expenses incurred in connection with the promotion formation and incorporation of the company or to contract with any person firm or company to pay the same and to pay commission to brokers and others for underwriting placing selling or guaranteeing the subscription of any shares debentures debenture stock or securities of this Company.

To procure the Company to be registered in any part of the world or to take such other steps as may be necessary to give the Company as far as possible the same rights and privileges in any part of the world as are possessed by companies or partnerships of a like character elsewhere.

To carry on all such businesses which may be similar to any of the businesses specified in the foregoing sub-clauses.

Generally to do all such things as may appear to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby 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 in 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.

4. The liability of the members is limited.

5. The Share Capital of the Company is Kenya Shillings One Hundred Thousand (K.Shs.100,000/-) divided into One Thousand (1,000) Ordinary shares of Shillings One Hundred (K.Shs.100/-) each.

6. The Company has power, subject to any consent or confirmation required by law, from time to time to increase or reduce its capital to consolidate the same into shares of larger amount or to sub-divide the same or any part thereof into shares of a lesser amount, to issue any shares either at par or at a premium or (if and so far as the law for the time being shall permit) at a discount or to divide the same into different classes with guaranteed, preferential or other special rights, privileges or advantages over any shares previously issued or to be thereafter issued or with different or qualified rights or subject to such restrictions or limitations as may be prescribed by its Articles of Association or deemed by resolution but so that the special rights or privileges belonging to the holders of any shares that may be issued with preferred or any special rights shall not be varied abrogated or affected except by such sanctions as is provided by the Articles of Association of the Company for the time being.

WE, the several persons whose names, addresses and occupations are subscribed hereto, 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 names.

Names, Addresses and Occupations of Subscribers Subscribers	Number of Shares taken by each Subscribers Signatures of
Total Number of Shares taken	

DATED this day of 1998

WITNESS to the above Signatures:

CERTIFICATE UNDER THE COMPANIES REGULATIONS

It is hereby certified that the above Memorandum of Association of “RRRRRR & COMPANY LIMITED” was produced by the process of Xerography.

MRS RRRRRR
RRRRRR BUREAU LIMITED
P O BOX RRRRRR,
NAIROBI
THE COMPANIES ACT

(CHAPTER 486, LAWS OF KENYA)

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PRIVATE COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

OF

RRRRRR & COMPANY LIMITED

Preliminary

1. Subject as hereinafter provided, the regulations contained in Table "A" in the First Schedule to the Companies Act (Chapter 85) hereinafter referred to as Table "A") shall apply to the Company.

2. Clauses 19, 45, 47, 48, 5O, 53, 54, 59, 64, 66, 72, 89, 90, 91, 92 and 93 and the proviso to Articles

79 of the Table "A" shall not apply to the Company but the Articles hereinafter contained and the remaining clauses of Table "A" subject to the modifications hereinafter expressed shall constitute the regulations of the Company.

PRIVATE COMPANY

3. The Company is a "Private Company" within the meaning of Section 30 of the Act and accordingly:

(a) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company;

the number of members of the Company (not including persons who are in the employment of the Company, and persons having been formerly in the employment of the Company were, while in that employment and have continued after the determination of that employment to be members of the Company) shall be limited to fifty, provided that, for the purposes of this provision, where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single member; and

the right to transfer the shares of the Company is restricted in manner to the extent hereinafter appearing.

4. The Share Capital of the Company is Kenya Shillings One Hundred Thousand (K.Shs.100,000/-) divided into One Thousand (1,000) Ordinary shares of Shillings One Hundred (K.Shs.100/-) each.

5. The shares shall be at the disposal of the Directors and (save as otherwise directed by the Company in General Meeting) they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, subject nevertheless to Article 4 and provided that no shares shall be issued at a discount except as provided by Section 59 of the Act.

6. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribing or agreeing to subscribe whether absolutely or conditionally for any shares in the Company or producing or agreeing to procure subscriptions whether absolute or conditional for any shares in the company provided that the commission does not exceed 10% of the price at which such shares are issued or an amount equivalent thereto and such commission may be paid in whole or in part in cash or fully or partly paid shares of the Company as may be arranged. The statement required by Section 55 of the Act shall be duly delivered to the Registrar of the Companies for registration and Section 54 of the Act shall where necessary be duly complied with and the amount of such commission shall be stated in the balance sheets and annual returns of the Company as required by Section 125 of the Act.

7. Any person whose name is entered as a member in the register of members shall be entitled without payment to receive after allotment or transfer one certificate of all his shares or several certificates each for one or more of his shares upon payment of Kenya Shillings Twenty for every certificate after the first or such less sum as the Directors shall from time to time determine.

LIEN

8. In Clause 7 of Table "A" the words ("not being a fully paid share") and the words ("other than fully paid shares") shall be deemed to be omitted.

TRANSFER AND TRANSMISSION OF SHARES

9. Any share standing in the names of the trustees of any settlement or of the will of any deceased member may be transferred upon any change of trustees to the trustees for the time being of such settlement or Will.

10. Any share may be transferred to any child or other issue father mother brother sister wife or husband of a member and any share of a deceased member may be transferred by his personal representative to any child or other issue father mother brother sister widow or widower of such deceased member and shares standing in the name of the Trustees of the Will of the deceased member or the Trustees of any Settlement made by a member or deceased member may be transferred upon any change of trustees to the trustee for the time being of such Will or Settlement and the restriction in regulation 3 of the Part II of Table A shall not apply to any transfer authorized by this Article.

TRANSFER NOTICES

(a) Before transferring any shares the person proposing to transfer the same (hereinafter called "the proposing transferor") shall give a notice in writing (hereinafter called a "transfer notice") to the Company that he desires to transfer the same and the transfer notice shall constitute the Company his agent for the sale of the shares therein mentioned at the prescribed price to any Member being the holder of shares in the same class of these shares or to any other person selected or approved by the Directors as a person whom it is desirable to admit to membership. A transfer notice once given or deemed to be given shall not be revocable except with the consent of the Directors. Shares of different classes shall not be included in the same transfer notice.

PURCHASERS FOUND BY THE COMPANY

(b) If the Company within the prescribed period shall find Members of other such person as aforesaid (hereinafter called "the Purchasers") willing to purchase the shares concerned or any of them and shall give notice in writing thereof to the proposing transferor, he shall be bound, upon payment of the prescribed price, to transfer such shares to the

respective purchasers thereof. Every such notice shall state the name and address of the purchasers and the number of shares agreed to be purchased by him, and the purchase shall be completed at a place and time to be appointed by the Directors, not being less than Seven days nor more than Twenty-eight days after the date on which the prescribed price of such shares shall have been agreed or fixed as hereinafter provided.

DEFAULT OF TRANSFER

(c) if in any case a proposing transferor, after having become bound to transfer any shares to a purchaser, shall make default in transferring the shares, the Directors may authorize some person to execute on behalf of and as attorney for the proposing transferor any necessary transfers and may receive the purchase money and shall thereupon cause the name of the purchaser to be entered in the register as the holder of the share and hold the purchase money in trust for the proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchaser, who shall not be bound to see to the application thereof, and after the name of the purchaser has been entered in the register in purported exercise of the aforesaid powers, the validity of the proceedings shall not be questioned by any person.

DEFAULT IN FINDING A PURCHASER

(d) If the Company shall not within the prescribed period find purchasers willing to purchase all the shares or if the Company shall within the prescribed period give to the proposing transferor notice in writing that the Company has no prospect of finding purchasers of such shares, or any of them, the proposing transferor at any time within six months after the date on which the transfer notice was given or deemed to be given shall be at liberty (subject only to Regulations 24 and 25 of Table "A") to

transfer those shares for which the Company has not found (or has given notice that it has no prospect of finding) purchasers to any person on a bona fide sale at any price not being less than the prescribed price; provided that the Directors may require to be satisfied in such manner as they may reasonably require that such shares are not being transferred in pursuance of a bona fide sale for the consideration stated in the transfer without any deduction, rebate or allowance whatsoever to the purchaser, and if not so satisfied may refuse to register the instrument of transfer.

PRESCRIBED PERIOD AND PRICE DEFINED

(e) The expression "the Prescribed Period" shall mean a period of Three months from the date on which the transfer notice is given or deemed to be given. The expression "the Prescribed Price" shall, where applicable, mean the sum per share specified in the transfer notice as the sum which the proposing transferor claims to be the fair value of the shares therein mentioned (unless the purchaser, when agreeing to purchase those of the shares which are to be purchased by him, notifies the Company that he does not accept such sum as the fair value of the shares) and in any other case shall mean the fair value of the shares to be agreed between the proposing transferor and the purchaser within seven days after the name and address of the purchaser is notified by the Company to the proposing transferor, or, failing such agreement, to be determined and certified by the Auditors for the time being of the Company on the application of either party or of the Company, such Auditors to act as experts and not as arbitrators in so determining and certifying and their decision to be final.

SELLING AND BORROWING POWERS

11. The Directors may raise or borrow for the purpose of the Company's business such sum or sums of money as they think fit. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by Mortgage or Charge upon the whole or any part of the property and assets of the Company, present and future including its uncalled or unissued capital or by the issue at such price as they may see fit, of bonds or debentures either charged upon the whole or any part of the property and assets of the Company or not so charged or in such other ways as the Directors may think expedient.

PROCEEDINGS OF GENERAL MEETINGS

12. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Two members personally present shall be a quorum.

13. The Chairman of the Board of Directors shall preside at every General Meeting, but if at any meeting he shall not be present within 30 minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman, the members present shall choose some member present to be Chairman of the meeting.

14. At any General Meeting a resolution put to vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by a member present in person or by proxy and entitled to vote at the meeting. Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the Minute Book of the Company shall be

conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution

VOTES OF MEMBERS

15. On show of hands every member present in person shall have one vote and upon a poll every member present in person or by proxy shall have one for every share held by him. Except as hereinafter provided no member not personally present shall be entitled to vote on a show of hands.

In case of any dispute as to the admission or rejection of a vote the Chairman shall determine the same and such determination made in good faith be final and conclusive.

17. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing. No person shall act as proxy unless either he is entitled on his own behalf to be present and vote at a Meeting at which he acts as proxy, or he is appointed to act at that meeting for a corporation, but a representative of a corporation unless entitled on his own behalf to be present and vote at the meeting shall not act except for the corporation which appointed him.

Where a Company registered under the Companies Act (Chapter 85) is a member of the Company, a person duly appointed to represent such Company at a meeting of the Company in accordance with the provisions of the Act shall not be deemed to be a proxy and the production at a meeting of a copy of such resolution duly signed by one Director of such Company and by the Secretary (if any) and certified by him or them as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the validity of his appointment.

DIRECTORS

19. Unless and until otherwise determined by the Company in General Meeting the number of the Directors shall not be less than two or more than five.

POWERS AND DUTIES OF DIRECTORS

20. Clause 68 of Table "A" shall be modified by omitting therefrom all the words "from any cause to be a Director".

21. (a) The Directors from time to time, and at any time, may provide through Local Boards, Attorney or Agencies for the management of the affairs of the Company abroad, and may appoint any persons to be members of such Boards or as Attorneys or Agents and may fix their remuneration. The Company may exercise the powers conferred by Sections 37 and 121 of the Act, and those powers shall accordingly be exercisable by the Directors.

(b) The Directors from time to time, and at any time, may delegate to any such Local Board, Attorney or Agent, any of the powers authorities and discretions for the time being vested in the Directors, and any such delegation may be made on such terms and subject to such conditions as the Directors may think fit, and may include a power to sub-delegate, and the Directors may at any time annul or vary any such delegation, but no person dealing in good faith and without notice of such annulment or variation shall be affected thereby.

ALTERNATE DIRECTORS

22. A Director who intends to leave Kenya may appoint any other Director or any other person approved of by the Board to be Director in his place for any period not exceeding twelve calendar months, and such appointment shall have effect and such appointee while he holds office as Director shall be entitled to

receive notice of meetings of Directors and to attend and vote thereat accordingly. Such Alternate Director shall in all respects be bound by the rules and regulations affecting the Directors in all the same manner as the Director for who he acts is bound and he shall ipso facto vacate office if and when his appointer returns to Kenya, attends a Board Meeting or vacates office or removes the appointee from office and any appointment, or removal under this Article shall be by notice in writing under the hand of the Director making the same.

DISQUALIFICATION OF DIRECTORS

23. The office of a Director shall be vacated:

(1) If by notice in writing to the Company he resigns the office of Directors;

(2) If he ceases to be a Director by virtue of Section 183 of the Act;

(3) If he absents himself from the meetings of the Directors during a continuous period of six months without special leave of absence from the other Directors and they pass a resolution that he has by reason of such absence vacated office;

(4) If he becomes bankrupt in Kenya or in any other territory which is declared to be a reciprocating territory under the Bankruptcy Act, or insolvent, or enters into any agreement with his creditors;

(5) If he is prohibited from being a Director by an order made under Section 189 or 323 of the Act;

(6) If he is found lunatic or become of unsound mind.

24. A Director may hold any other office or place of profit under the Company except that of Auditor, upon such terms as to remunerate tenure of office and otherwise as may be determined by the Board and may

act and receive remuneration in a professional capacity for the Company in conjunction with his office of Director.

25. A Director shall be capable of contracting or participating in the profits of any contract with the Company in the same manner as if he were not a Director, provided that he shall declare the nature of his interest in any contract or proposed contract in which he is interested in manner required by Section 200 of the Act.

PROCEEDINGS OF DIRECTORS

26. A resolution in writing signed by every member of the Board shall have the same effect and validity as a resolution of the Board duly passed at a meeting of the Board duly convened and constituted.

DIVIDENDS

27. (a) The Company at any General Meeting at which a dividend is declared may resolve that such dividend be paid wholly or in part by the distribution of specific assets and, in particular of paid up shares, debentures or debenture stock of the Company, or paid up shares debenture stock of any other Company, or in any one or more of such ways; provided always that no distribution shall be made which would amount to a reduction of capital except in the manner appointed by law.

(b) The Company in General Meeting may resolve that any monies, investments, or other assets forming part of the undivided profits of the Company, standing to the credit of a 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 premium account) be capitalised and distributed among such of the members as would be entitled to receive the same if distributed by way of dividend and in 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 members in paying up in full either at par or at such premium as the resolution may prescribe, any unissued shares or debenture stock of the Company which shall be distributed accordingly or in or towards the payment of the uncalled liability on any issued shares or debentures or debenture stock, and that such distribution or re-payment shall be accepted by such members in full satisfaction of their interest in the said capitalised sum. When such resolution has been passed, the Directors shall have power to make such provisions, by the issue of fractional certificates or otherwise, as they think expedient in the case of fractions and prior to the allotment and shares to be distributed as aforesaid, may (if they think fit) authorize any person on behalf of the members entitled to such allotment to enter into an agreement with the Company providing for such allotment to such members or (or their nominees) of such shares debentures, or debenture stock credited as fully paid up and in satisfaction as aforesaid and any agreement made under such authority shall be effective.

WINDING UP

28. In winding up the Liquidator may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by such resolution, provided always that if any such distribution is determined to be made otherwise than in accordance with the existing rights of the members, every member shall have the same right or dissent and other ancillary rights as if such resolution were a Special Resolution passed pursuant to Section 280 of the Act.

ARBITRATION

29. Whenever any difference arises between the Company on the one hand and any of the members, their

executors, administrators, or assigns on the other hand, touching the true intent or construction, or the incidents, or consequences of these Articles, or of the statutes, or touching anything then of thereafter done, executed, omitted, or suffered in pursuance of these Articles, or of the statues or touching any breach, or alleged breach, or otherwise relating to the premises, to these Articles, or to any statutes affecting the Company, or to any of the affairs of the Company, every such difference shall be referred to the decision of an arbitrator, to be appointed by the parties in difference, or if they cannot agree upon a single arbitrator to the decision of two arbitrators, of whom one shall be appointed by each of the parties in difference.

INDEMNITY

30. Every Director or other officer of the Company shall be entitled to be indemnified 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 office or otherwise in relation thereto and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to be incurred by the Company in the execution of the duties of his office in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the said section.

Names, Addresses and Occupations of Subscribers

Signatures of Subscribers

DATED this day of 1998.

WITNESS to the above Signatures:-

CERTIFICATE UNDER THE COMPANIES REGULATIONS

It is hereby certified that the above Articles of Association of "RRRRRR & COMPANY LIMITED" was produced by the process of Xerography.

MRS RRRRRR
RRRRRR BUREAU LIMITED
P O BOX RRRRRR
NAIROBI