

**THE COMPANIES ACT
(CAP. 212) ACT NO. 12 OF 2002**

COMPANY LIMITED BY GUARANTEE

Amended Articles of Association

OF

INTERNATIONAL SCHOOL OF TANGANYIKA

PRELIMINARY

1. In these regulations:

"**The ACT**" means the Companies Act, Act No. 12 of 202T, Cap. 212, or any law amending or replacing the same.

When any provision of the ACT is referred to the reference is to such provision as modified by any written law for the time being in force.

Unless the context otherwise requires expressions defined in the Act or in any written law modifying the Act in force at the date at which these regulations become binding on the Company, shall have the meanings so defined.

MEMBERS

2. The number of members with which the Company proposed to be registered is twenty but the Directors may from time to time register an increase of the number of members.
3. The members of the Company shall be the parents or legal guardians of any child formally admitted to the school, the members of the faculty employed by the Company and all company Directors.

Revised at the AGM 21st May 2015

4. Any member may be excluded from the Company by a Resolution of the majority of at least three fourth of the Directors present and voting at a Special Meeting of the Board at which not less than 75 percent of the Directors shall be present. A member so excluded shall forthwith cease to be a member of the Company.

GENERAL MEETINGS

5. The first General Meeting shall be held at such time, not being less than one month or more than three months after the incorporation of the Company, and at such place, as the Directors may determine.

6. 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 preceding General Meeting) and at such place as may be determined by the Directors.
7. The Directors may, whenever they think fit, convene an Extra-Ordinary General meeting, and Extra-Ordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided in the Act.

NOTICE OF GENERAL MEETINGS

8. Notice of any General Meeting shall be given at least 21 days prior to the meeting, exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which the notice is given. The notice shall specify the place, day, and hour of the meeting and, in case of special business, the general nature of that business.
Shorter notice shall only be allowed if all members of the Company have given their consent that the meeting may be convened by such shorter notice and in such manner as those members may think fit. The Board is deemed not to have duly convened a meeting if it convenes a meeting more than twenty eight days after the date of the notice convening the meeting.
9. Notice of any General Meeting shall be given to all members of the Company, either by personal delivery, by electronic means such as email address or by post to any address within Tanzania as provided by each member. The Company is not required to give notice to any member who has not communicated his physical or electronic address of service to the Company.
Unless otherwise authorised in writing by the Board of Directors, no other persons shall be entitled to receive notices on General Meetings.
The accidental omission to give notice of a meeting to any member or the non-receipt of notice of a Meeting by any member shall not invalidate the proceedings at any Meeting.

Revised at the EGM January 31, 2019

- 9a.** A meeting of the Company shall be deemed to have been duly called if it is so agreed by a majority in number of the members having a right to attend and vote at the meeting, together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.

Where a company resolves that a meeting shall be treated as the company's Annual General Meeting, a copy of the resolution shall, within fourteen days after the passing thereof, be forwarded to the Registrar for registration.

8,9 & 9a Addendum at the AGM 22nd May 2014

10. Where the Company in any Meeting provides the facility to its members to exercise voting by electronic means it shall comply with the following procedure:
 - a. subject to Article 8 above in respect of the number of days notice that must be given, the notice of the meeting shall be sent to all the members, directors and auditors of the company either by registered post, electronic means such as emails or by courier services;
 - b. the notice of the meetings shall clearly state that the company is providing a facility for voting by electronic means and that the business of the General Meetings or Extra-Ordinary General Meeting may be transacted through electronic means only;

- c. that the facility for voting through an electronic voting system shall also be made available at the time of the meeting and members attending the meeting who have not already cast their vote or will not have already cast their vote by remote electronic voting by the date of closing shall be able to exercise their right at the meeting; and
- d. that the members who have cast their vote by remote electronic voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

11. The notice shall:

- a. indicate the process and manner for voting by electronic means;
- b. indicate the time schedule, including the time period during which the votes may be cast by remote electronic voting;
- c. provide the details about the login identification to access the electronic online voting; and
- d. specify the process and manner for generating or receiving the password and for casting of vote in a secure manner.

12. The facility for remote electronic voting shall remain open for not less than three (3) days and shall close at 5:00pm on the date of the General Meeting.

10, 11 & 12 Addendum at the EGM January 31, 2019

PROCEEDINGS AT GENERAL MEETINGS

13.

All business shall be deemed special that is transacted at an Extra-Ordinary Meeting, and all that is transacted at an Ordinary Meeting, with the exception of the consideration of the accounts, balance sheet, and the ordinary report of the Directors and Auditors, the election of the Directors and other officers in the place of those retiring by rotation, and the fixing of the remuneration of the Auditors.

13a. Any acquisition or disposal of immovable property by the Company shall require approval at a General Meeting of the Company, either Annual or Extra-ordinary, provided that the Company shall not mortgage or otherwise charge any immovable property on which educational facilities are situated, including the boundary walls of such facilities

Addendum at the AGM 24th May 2012

14. 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. Twenty –five members of the Company personally present at the meeting shall constitute a quorum for the transaction of business.

15. If within half an hour from the time appointed for the Meeting a quorum is not present, the Meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place. If at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting the members present shall form a quorum.

No 11 & 12 Revised at the AGM 22nd May 2014

16. The Chairman, if any, of the Board of Directors shall preside as Chairman at every General Meeting of the Company.
17. If there is no such Chairman, or if at any Meeting he/she is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman, the Vice-Chair of the Board of Directors shall chair the meeting. If the Vice-Chair of the Board of Directors is also not present at the Meeting within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chair, the members present shall choose any other Director present to be a Chair with respect to that particular meeting.
18. The Chairman may, with the consent of any Meeting at which a quorum is present (and shall if so directed by the Meeting), adjourn the Meeting from time to time and from place to place. No business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.
Notice of an adjourned meeting shall be given at least 4 days prior to the meeting, exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which the notice is given.
19. At any General Meeting a resolution put to the vote of the Meeting shall be decided on by a show of hands, electronic means, or unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chair or at least two members present in person or by proxy entitled to vote. Unless a poll or electronic voting is so demanded, a declaration by the Chairman that a resolution has, on a show of hands carried, carried unanimously or not carried, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution. An entry to that effect shall be recorded in the book of the proceedings of the Company.
Revised at the EGM January 31, 2019
20. If a poll or electronic voting is duly demanded it shall be taken in such manner as the Chairman directs, and the results of the poll or electronic voting shall be deemed to be the resolution of the Meeting at which the poll or electronic voting was demanded. The demand for a poll or electronic voting may, before the poll or electronic voting is taken, be withdrawn.
No 14, 15, 16 & 17 Revised at the AGM 22nd May 2014
Amended at the EGM January 31, 2019
21. In the case of an equality of votes, regardless of the means of voting, the Chairman of the meeting shall be entitled to a second or casting vote.
Revised at the EGM January 31, 2019
22. A poll or electronic voting demanded on a question of adjournment, shall be taken forthwith. A poll or electronic voting demanded on any other question shall be taken at such time as the Chairman of the Meeting directs.
Revised at the AGM 22nd May 2014
Revised at the EGM January 31, 2019
23. A member may attend the General Meeting or Extra-Ordinary General Meeting after exercising his right to vote through remote electronic voting but shall not be allowed to vote in any poll demanded in the meeting on which the member has already voted.
24. The Board of Directors shall prepare a policy which specifies the procedures for electronic voting and the manner of counting electronic votes.
23 & 24 Addendum at the EGM January 31, 2019

VOTES OF MEMBERS

25. Every member shall have one vote save that members of the faculty who are not parents of students in the school shall not be able to vote.
26. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him or her to the Company have been paid.
27. If polling or a show of hands maybe cast without the use of an electronic voting process, votes may be given either personally or by proxy No proxies are allowed as part of an electronic voting process.
28. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing.
29. The instrument appointing a proxy and the power of attorney or other authority, if any, under which, it is signed or a notarially certified copy of that power or authority shall be deposited at the Registered Office of the Company not more than forty-eight 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.
Revised at the AGM 22nd May 2014
30. An instrument appointing a proxy may be in the following form, or any other form, which the Directors shall approve:

International School of Tanganyika

"I _____ of _____ being a member of the International School of Tanganyika, hereby appoint, _____ of _____ as my proxy to vote for me and on my behalf at the (ordinary or extra-ordinary, as the case may be) General Meeting of the Company to be held on the _____ day of _____ and at any adjournment thereof".

Signed this _____ day of _____
(Signature) _____

- 31a. The proxy appointed to attend and vote shall have the same right as the member to speak at the meeting and demand a poll.

Revised at the AGM 22nd May 2014

- 31b. No person shall be allowed to carry more than two proxies to a General Meeting

*Revised at the AGM May 17, 2007
Amended at the AGM 22nd May 2014*

DIRECTORS

32. Until otherwise determined by a General Meeting the number of Directors shall not be less than seven nor more than twelve exclusive of any Additional Directors appointed under the provisions of Article 43 of whom at most two may serve concurrently.

The names of the first Directors shall be determined in writing by a majority of the subscribers to the Memorandum of Association.

*Revised at the AGM May 31, 2013
Amended at the AGM 21st May 2015*

33. A resolution in writing signed by all the Directors in Tanzania shall be valid and effectual as if it had been passed at a Meeting of the Directors duly called and constituted.

POWERS AND DUTIES OF DIRECTORS

34. The business of the Company shall be managed by the Directors either themselves or through a Manager with the assistance of such other Officers including a Secretary or Secretaries as the Directors deem fit. And the Directors shall have power to make such rules and regulations for the management of the business and property of the Company as they shall from time to time think proper and shall carry on the business of the Company in such manner, as they may think most expedient. The Directors may give guarantees or assurances of places for pupils in any school of the Company to such persons or bodies, as they deem fit.
35. The Directors may exercise all such powers from time to time to make, alter and repeal all such rules, regulations and by-laws and fix such fees and employ and dismiss such teachers, instructors and other employees as they may deem necessary, expedient or convenient for the proper conduct, management, control and direction of any School or Schools conducted by the Company subject nevertheless to the provisions of the Act, and to such Regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by Ordinary Resolution of the Company, but no regulation so made by the Company shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. Provided however that the Directors shall not without the authority of any Ordinary Resolution of the Company arrange terms for the amalgamation of the Company with any other Company or individual or sell or dispose of the business or undertaking of the Company.
The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article.
36. The Directors shall cause minutes to be made in books provided for the purpose:-
- a) of all appointments of officers made by the Directors;
 - b) of the names of the Directors present at each Meeting of the Directors and of any committee of the Directors;
 - c) of all resolutions and proceedings at all Meetings of the Company, and of the Directors, and of committees of Directors.
37. The office of Director shall be vacated, if the Director:-
- a) without the consent of the Company in General Meeting holds any office or profit under the Company: or
 - b) becomes prohibited from being a Director by reason of any order made under the Act
 - c) is found lunatic or becomes of unsound mind; or
 - d) resigns his office by notice in writing to the Company;
 - e) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest
 - f) be absent from meetings of the Board without leave and the Directors resolve that the office be vacated.

g) ceases to be a member of the Company.

A Director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

ROTATION OF DIRECTORS

38. Directors serve for a three year term of office.

*Revised at EGM 19th November 2008
Amended at AGM 21st May 2015*

39. Directors who retire after one term of office shall be eligible to serve a further term. Directors who retire after two terms of office shall not be eligible to serve again until the following school year after their retirement. ”

*Revised at EGM 19th November 2008
Amended at AGM 21st May 2015*

40. Directors who retire at a General Meeting before completion of a term of office (i.e. after one, two, four or five years) may be replaced in accordance with the normal procedures.”

*Revised at EGM 19th November 2008
Amended at AGM 21st May 2015*

41. The Company may from time to time in General Meeting increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.

42. Any casual vacancy occurring in the Board of Directors may be filled by the Directors but the person so chosen shall retire from office at the next Ordinary General Meeting of the Company.

43. The Directors shall have power at any time, and from time to time, so as to ensure fair and adequate representation on the Board of any financial or other interest in the Company, to appoint a person, as an Additional Director who shall serve a normal term of office and be eligible for re-appointment under provisions of Article 39.

Revised at AGM 21st May 2015

44. Only members of the Company who are not members of the faculty or their spouses shall be eligible to be elected Directors of the Company.

45. The Company may by extra-ordinary resolution remove any Director or Additional Director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Directors in whose place he is appointed was last elected or appointed a Director.

PROCEEDINGS OF DIRECTORS

46. The Directors may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any Meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of the Director shall, at any time summon a Meeting of the Directors.
47. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall, when the number of Directors exceed three, be three and shall, when the number of Directors does not exceed three, be two.
48. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Company as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the Company.
49. The Directors may elect a Chairman of their Meetings and determine the period for which he is to hold office; but, if no such Chairman is elected, or if at any Meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be the Chairman of the Meeting.
50. The Directors may delegate any of their powers to Committees consisting of such persons whether members or not as they shall think fit to appoint and may recall or revoke any such delegation or appointment. Any such committee shall, in the exercise of the powers so delegated, conform to any regulations that may be prescribed by the Directors.
51. A Committee may elect a Chairman of its Meetings; if such Chairman is elected, or if at any Meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the Meeting.
52. A Committee may meet and adjourn, as it thinks proper. Questions arising at any Meeting shall be determined by a majority of votes of the members present, and in case of any equality of votes the Chairman shall have a second or casting vote.
53. All acts done by any Meeting of the Directors or of a committee of Directors, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, or that they or any of them were disqualified, be as if every such person had been duly appointed and was qualified to be a Director.

ACCOUNTS

54. The Directors shall cause proper books of account to be kept with respect to:-

All sums of money received and expended by the Company and the matter in respect of which the receipt and expenditure takes place;

All sales and purchases of goods by the Company; and

The assets and liabilities of the Company.

55. The books of account shall be kept at the Registered Office of the Company or at such place or places as the Directors think fit, and shall always be open to the inspection of the Directors.
56. The Directors 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 Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in General Meeting.
57. The Directors shall from time to time in accordance with the ACT cause to be prepared and to be laid before the Company in General Meeting such income and expenditure accounts, balance sheets and reports as are referred to in the ACT.
58. 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 seven days before the date of the Meeting be available for collection from the registered office of the Company by all persons entitled to receive notices of General Meetings of the Company.
59. The income of the Company shall be applied solely towards the promotion of the objects of the Company as set forth in its Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company.

AUDIT

60. Auditors shall be appointed and their duties regulated in accordance with the ACT.

THE SEAL

61. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors, and in the presence of a Director and of the Secretary or such other person as the Directors may appoint for the purpose; and that the Director and the Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

INDEMNITY

62. Every director, manager, agent, auditor, secretary and other officer or employee of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him or her in or about the execution of his or her office or otherwise in relation thereto: Provided that no person shall be entitled to be indemnified by the Company under this Article in any matter arising through his or her own willful default.

In witness whereof the subscribers to the Memorandum of Association have hereto set and subscribed their names at the places and on the dates hereinafter written.

No.	Names	Addresses and Description of Subscribers	
1.	W.C. Latham	Box 9083, Dar es Salaam	Doctor
2.	C.H. Bransgrove	Box 1049, Dar es Salaam	Architect
3.	G. Chantler	Box 2142, Dar es Salaam	Bank Manager
4.	P.A. Carter	Box 9200, Dar es Salaam	Business Manager
5.	S.H. Butterfield	Box 9130, Dar es Salaam	Diplomat
6.	E.M. Glamin	Box 2266, Dar es Salaam	Diplomat
7.	Penelope Twining	Box 9184, Dar es Salaam	Housewife
8.	R. Mead	Box 9043, Dar es Salaam	Business Manager
9.	D.K. Joss	Box 9104, Dar es Salaam	Business Manager
10.	J. Chande	Box 2714, Dar es Salaam	Merchant
11.	E.D. Gallaher	Box 9230, Dar es Salaam	Teacher
12.	C.E. Panaotopoulos	Box 1670, Dar es Salaam	Engineer
13.	Patricia Latham	Box 9083, Dar es Salaam	Housewife
14.	Josephine M. Sharp	Box 486, Dar es Salaam	Housewife
15.	R.E. Sharp	Box 486, Dar es Salaam	Town Planner
16.	L.G. Gallaher	Box 9230, Dar es Salaam	Civil Servant
17.	W.M. Ramsey	Box 9153, Dar es Salaam	Civil Servant
18.	Elizabeth Walker	Box 9043, Dar es Salaam	Housewife
19.	Beryl Bransgrove	Box 1049, Dar es Salaam	Housewife
20.	Kenneth Walker	Box 9043, Dar es Salaam	Business Manager

DATED the 30th day of July 1963
Witness to the above signatures

R.S. Grimble
P.O. Box 1820
DAR ES SALAAM

Advocate