

ATOGS CHARTER

GOVERNING BY-LAWS

1. OVERVIEW

- 1.1 The Association of Tanzania Oil and Gas Service Providers represents the groups of professionals and business companies or individual's that are bound to one another through exposure to common goal to achieve businesses.

The Association will comprises of all such members that may hereinafter become members of the Association hereby constituted pursuant to or by virtue of the powers granted by these Present, and their successors, shall be by virtue of these Present one Association that exist by the name of "ATOGS" and by the same name shall have perpetual succession and a Common Seal, with power to break, alter, and make anew the said Seal from time to time at their will and pleasure, and by the same name shall implead, and be impleaded in all Courts, and in manner of actions and suits, and shall have power to do all other matters and things incidental or appertaining to a an Association.

2. BY-LAWS OF ATOGS

2.1 INTERPRETATION

In the charter:

"Address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or a telephone number for receiving text messages, in each case registered with the Association;

"the Association" means ATOGS, being the Association registered and held in trust by the Body Corporate Consignia, a Company Limited by Guarantee under registration number 130891 with its registered office at Plot No.2318, Block No 108 Samora Avenue Street, Dar es Salaam;

<i>"ATOGS"</i>	means the Association of Tanzania Oil and Gas Service Providers trading with certificate of registration number 427504 registered on 3 March 2017 and held in trust by the Body Corporate Consignia, a Company Limited by Guarantee under registration number 130891 registered on 3 November 2016 with its registered office at Plot No. 2318, Block No 108 Samora Avenue Street, Dar es Salaam;
<i>"the Body Corporate"</i>	means Consignia Tanzania Company Limited, a Company Limited by Guarantee under registration number 130891 dated 3 November 2016 (with amendments thereto allowed by the shareholders) with its registered offices at Plot No. 2318, Block No. 108, Samora Avenue, Dar es Salaam;
<i>"the Charter"</i>	means this ATOGS charter embodying the By-laws;
<i>"Chief Executive Officer"</i>	means the Chief Executive Officer for the time being of the Association;
<i>"clear days"</i>	in relation to the period of a notice means a period excluding: <ul style="list-style-type: none"> (a) the day when the notice is given or deemed to be given; and (b) the day for which it is given or on which it is to take effect;
<i>"Companies Acts"</i>	means the Companies Acts 2002 insofar as they apply to the Association;
<i>"the Council"</i>	means the collective body of members duly elected and constituting the Council of the Association for the time being;
<i>"honorary member"</i>	means a member of the Association who has been awarded membership by the Council and who is not required to pay any sum of money to become or continue to be a member of the Association and has no voting rights;
<i>"Objects"</i>	has the meaning given to it in article 3;
<i>"Ordinary Member"</i>	means a member who is designated on the register of members of the Association as an ordinary member, and such

class of member shall have the rights and is subject to the restrictions described in article 11;

"President"

has the meaning given to it in article 4.5;

"the seal"

means the common seal of the association;

"the Secretariat"

mean any persons appointed to perform their duties in accordance with article 4.2;

"the Shareholders"

means the shareholders of the Body Corporate and shall not carry on any trade or business or engage in any transaction with a view to the pecuniary gain or profit of the members thereof. No member shall have any personal claim of any property of the Association and no part of the income or property of the Association shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profits to the members of the Association except in the case of and as a salaried officer or servants of the Association.

"Vice-President of the Association" has the meaning given to it by article 4.7;

"Voting Member"

means a paid up member who is designated on the register of members of the Associations a voting member, and such class of member shall have the rights described in article 11.

- 2.2 Words importing one gender shall include all genders, and the singular includes the plural and vice versa.
- 2.3 Unless the context otherwise requires, words or expressions contained in the Charter have the same meaning as in the Companies Acts but excluding any statutory modification not in force when the Charter become binding on the association.
- 2.4 Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

3.

OBJECTS OF THE ASSOCIATION

3.1 The association's objects (the "Objects") are specifically restricted to the following:

- (a) To lobby for and promote the participation of indigenous Tanzanian individuals and bodies corporate in the provision of services to the Oil and Gas sector. In the furtherance of these purposes, the Association may, among other things:-
 - (i) Render advise to the Government of Tanzania with regard to matters pertaining to the Oil and Gas industry in Tanzania;
 - (ii) Conduct and commission research studies in the Oil and Gas sector with view of improving service delivery in the sector;
 - (iii) Promote Oil and Gas production activities through the formation, promotion and empowerment of indigenous-owned Corporations and Joint Ventures to provide services in the sector;
 - (v) Encourage partnerships, joint ventures and any other forms of Association between indigenous Tanzanian individuals and or/ corporate bodies for purposes of providing services in the Oil and Gas sector;
 - (vi) Train and support the training of indigenous Tanzanians in the various aspects of requisite services in the Oil and Gas sector;
 - (vii) Liaise and work hand in hand with other research and consultancy bodies and any other role players in the Oil and Gas sector in attaining the objects for which the Association has been formed;
 - (viii) promote public knowledge, awareness and understanding of obligations , rights and remedies available to the oil and gas sector.
 - (ix) Encourage indigenous Tanzania to bid for the provision of services in the Oil and Gas sector and to enable them to access capital, inputs, or financial assistance from developmental partners such as the Government, Non-Governmental Organisations and any other partners as may from to time be established;
 - (x) Empower and assist young Tanzanian graduates to attain technical proficiency in the Oil and Gas production and other related services so as to enable them to be formally employed in the Oil and Gas industry;

- (xi) Establish formal or informal partnerships with the Government of Tanzania and its ministries including but not limited to the Ministry of Energy and Minerals and other agencies, municipalities, local or otherwise, multinational donor organisations, Tanzanian and international non-governmental organisations which have supported or support the Oil and Gas industry in Tanzania for purposes of meeting the same goals for which this Association is being established and other goals which may seem conducive to the Association's objects;
- (xiii) To participate in deliberations and proceedings of government, commissions, regulatory bodies in relations to oil and government sectors, further to carry out inquiries studies on government policies, procedures and programmes. Legislations and proposal to assess their effect in the sector that directs the association is at interest.

Do all such other things as are incidentals to or conducive to the attainment of the above objects and generally to do such other lawful things as may be necessary for the attainment of the aims, objectives and aspirations of the Association.

4. THE COUNCIL OF ATOGS

(A) COMPOSITION

4.1 The Council shall consist of:

- (a) The President;
- (b) The Vice Presidents;
- (c) The CEO;
- (d) Four members from the Industries/Businesses;
- (e) a member from TPSF;
- (f) a member from the Donors;
- (g) a Policy and Advisory member; and
- (h) a member from NEEC.

4.2 The Secretariat shall consist of:

- (a) The CEO;
- (b) The Honorary Secretary;
- (c) The Finance/ HR member
- (d) The Compliance member;
- (e) The Marketing/Membership and PR member; and
- (f) The Advisory member.

4.3 The Council shall normally meet four times a year, or at such times as the Council may decide, or whenever summoned by the President or Vice President or on a requisition signed by five members of the Council. At every meeting, six shall be a quorum. Seven days clear notice of a meeting of the Council shall be given in writing by the Chief Executive Officer to every member of the Council. The decision of the Council on all matters dealt with by them in accordance with the By-laws shall be final and binding on all members of the Association.

(B) **THE PRESIDENT**

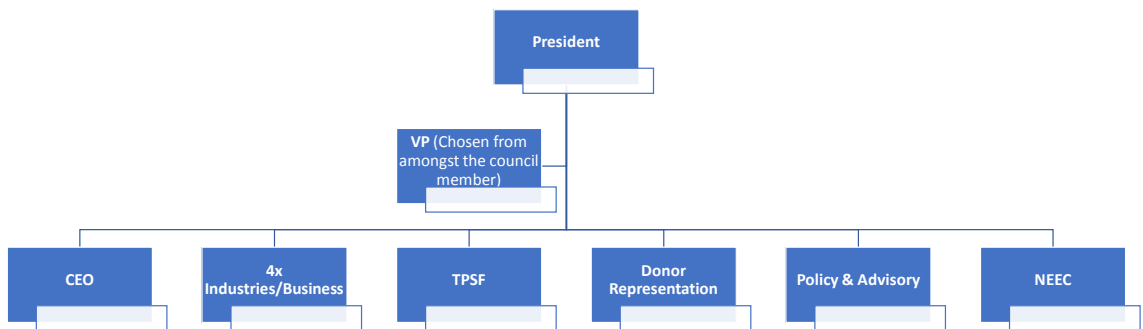
4.5 The President shall be nominated by the Council and shall hold office for one year. He shall take office at the conclusion of the Annual General Meeting. No person shall be eligible for re-election to the office of President no more than one occasion save in circumstances resolved by Council to be extraordinary.

4.6 The President shall take the chair at all meetings of the Council, Annual General Meetings, Special General Meetings and General Meetings of the Association at which he is present, and may take the chair at any other meeting of the Association. In the absence of the President, the Vice-President shall take the chair at meetings of the Council, Annual General Meetings, Special General Meetings and General Meetings.

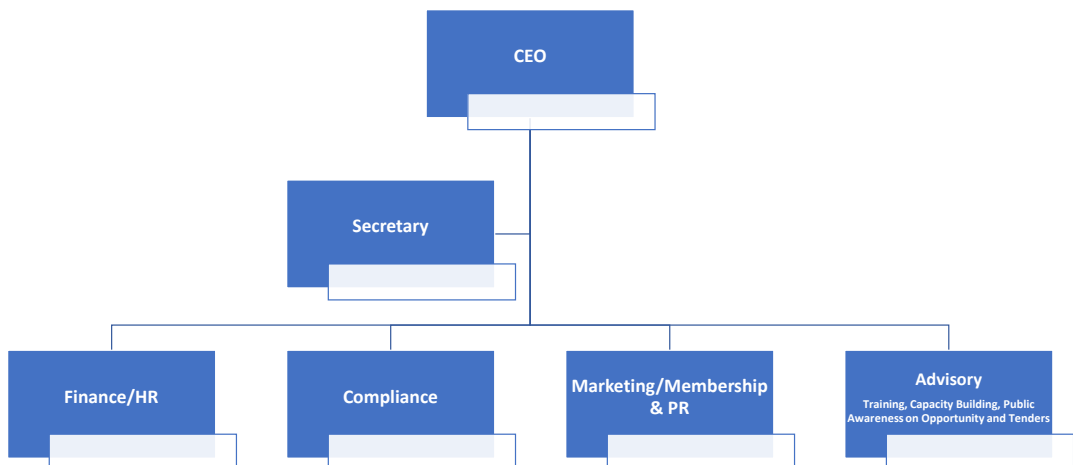
(D) THE VICE PRESIDENT

4.7 At its meeting immediately preceding the Annual General Meeting the Council shall elect a Vice-President from among the current or past Voting Members of the Council, and they shall take office following the Annual General Meeting. The Vice-President shall hold office for not more than two years. The Vice-President shall be deemed to remain as a nonvoting member of the Council and their role shall be to support the President in representing the Association.

ATOGS Advisory Council



ATOGS Secretariat



5. **APPLICATION OF INCOME AND PROPERTY**

5.1 The income and the property of the Association shall be applied solely towards the promotion of the Objects.

6. **MEMBERS WHO MAY RECEIVE A SALARY**

6.1 This article 6 applies to the Secretariat members only.

6.2 The Secretariat shall be employees of the Association and shall undertake such duties of employment as the Council determines.

6.3 Members of the Secretariat are entitled to such remuneration as the Council determines for his/her services as employees of the Association.

6.4 Subject to the Articles, the remuneration of the Secretariat may:

- (a) take any form; and
- (b) include any arrangement in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of him/her.

7. **DECLARATION OF MEMBERS' INTERESTS**

7.1 A member must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Association or in any transaction or arrangement entered into by the Association which has not previously been declared. A member must absent himself or herself from any discussions of the Association members in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Association and any personal interest (including but not limited to any personal financial interest).

8. CONFLICTS OF INTERESTS AND CONFLICTS OF LOYALTIES

8.1 If a conflict of interests arises for a member because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provisions in the Charter, the un-conflicted members may authorise such a conflict of interests where the following conditions apply:

- (a) the conflicted member is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- (b) the conflicted member does not vote on any such matter and is not to be counted when considering whether a quorum of members is present at the meeting; and
- (c) the unconflicted members consider it is in the interests of the Association to authorise the conflict of interests in the circumstances applying.

8.2 In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a member or to a connected persons.

9. MEMBERSHIP OF THE ASSOCIATION

(A) CLASSES OF MEMBERSHIP

9.1 There shall be three classes of membership of the Association, which shall be termed respectively, Honorary Member, Ordinary Member and Voting Member.

9.2 Any class of member shall be licensed by the relevant authorities to operate in their prescribed areas of activity.

			Membership Fee (\$)	Entrance Fee (\$)
Income	Honorary Members	Provide individuals access to the formal aspects of the sector in terms of gaining knowledge, opportunity for employment or career advancement and access to the significant market players for business development opportunities	NONE	1000
	Ordinary Members	Providers will be a category for those companies or institutions that are involved with the sector indirectly through the wider value chain of the sector	80 PM	1000
	Voting Members	This category of membership will cater for companies and organisations that are directly involved in the sector	100 PM	1000

(B) SUBSCRIPTION

9.3 The Annual rates of subscriptions transfer and entrance fees payable by members shall be those determined from time to time by the Council. If any proposed increase in such rates at any time exceeds fifteen percent of the then current rate, that increase, before it becomes effective, shall be approved either by simple majority of the Voting Members voting in a postal ballot, or by means of a General Meeting of Voting Members, as determined by the Council.

9.4 All annual subscriptions shall be due on the first day of January for the year then beginning. The subscription of any member shall be due on his election and shall be that appropriate to his class and to his age or place of residence at the date of the election. Any members elected on or after the first day of July and before the thirtieth day of September in any year shall be liable for six months subscription to cover the unexpired part of the year of election. The subscription of any member elected on or after the first day of October in any year shall cover both the unexpired part of the year of the election and the year following.

(C) RESIGNATION AND SUSPENSION

9.5 Every members shall be liable for the payment of his annual subscription unless he has notified the Association in writing of his intention to resign, having previously paid all arrears, including the subscription of the year current at the date of his notice. Such notice shall be given before the last day of November of the current year.

9.6 Any member whose subscription has not been paid before the first day of April shall be in arrears of subscription and shall be notified that he is not entitled to attend or vote at any meeting or to receive any publications.

(D) **RE-ADMITTANCE**

9.7 A member whose membership has lapsed under this By-law may re-apply for membership under the same procedure as laid down for new applicants.

9.8 If an application for re-admittance is made within three years and the member has not brought the Association generally into disrepute, he may at the discretion of the Council be exempt from a further profession review.

10. VOTING MEMBERSHIP

10.1 Notwithstanding any other provision of the Charter or the Rules, there are two classes of member of the Association within the meaning given in the Companies Acts:

- (a) Voting Members; and
- (b) Ordinary Members.

For the avoidance of doubt, those members who are not registered on the register of members of the Association are not members of the Association within the meaning given in the Companies Acts and are neither Voting Members nor Ordinary Members for the purposes of the articles.

10.2 The Voting Members and the Ordinary Members shall each have the same entitlements by virtue of their membership save that Ordinary Members shall not have the right to:

- (a) receive notice of or attend general meetings (including the annual general meeting) of the association;
- (b) vote or appoint a proxy to vote at general meetings of the association; or
- (c) vote by means of written resolutions of the association.

- 10.3 The rights attached to a class of membership may only be varied if:
- (a) three quarters of the members of that class consent in writing to the variation; or
 - (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
 - (c) At all times, the Council shall have a deciding vote in the approval of any variation in relation to the rights attached to a class of membership.
- 10.4 The provisions in the Charter about general meetings shall apply to any meeting relating to the variation of the rights of any class of members *mutatis mutandis*.
- 10.5 Following the appointment of a member, the Association may, by ordinary resolution, register such member as a Voting Member (or, in the event that he is already an Ordinary Member, re-designate him as a Voting Member) and register such re-designation on the register of members of the association.
- 10.6 Each member who is a Voting Member agrees that, upon his ceasing to hold office as member for whatever reason, the Association may, by ordinary resolution, re-designate him as an Ordinary Member and register such re-designation on the register of members of the association, without the need for any further consent from him.
- 10.7 Every Voting Member shall have one vote.
- 10.8 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

11. ELECTION OF MEMBERSHIP

(A) GENERAL

11.1 No person shall be elected to membership of any class unless the Council has approved his election.

(B) NOTIFICATION OF MEMBERSHIP

11.2 Every person duly elected as a member shall be informed by letter. His membership shall not be effective until he has paid monies due. If such monies are not paid within three months of the date of election, the election may be declared void.

(C) CERTIFICATE OF ELECTION

11.3 Every person whose election has become effective in any class shall receive a Certificate of his election. The Certificate remains the property of the Association and shall be returned on application by the Council or when the holder ceases to be a member of the Association.

12. TERMINATION OF MEMBERSHIP

12.1 Membership is terminated if:

- (a) the member dies or, if it is an organisation, ceases to exist;
- (b) the member resigns by written notice to the Association unless, after the resignation, there would be less than two members;
- (c) any sum due from the member to the Association is not paid in full within six months of it falling due;
- (d) the member is removed from the membership by a resolution of the members that is in the best interests of the Association that his or her or its membership is terminated. A resolution to remove a member from membership may be passed only if:

- (i) the member has been given at least twenty one days' notice in writing of the meeting of the members at which the resolution will be proposed and the reasons why it is to be proposed; and
- (ii) the member or, at the option of the member, the member's representative (who need not be a member of the association) has been allowed to make representations to the meeting.

13. LIABILITY OF THE MEMBERS

13.1 The liability of the members is limited to a sum not exceeding US1 (United States Dollar One), being the amount that each member undertakes to contribute to the assets of the Association in the event of its being wound up while he, she, or it is a member or within one year after he, she or it ceases to be member, for:

- (a) payment of the association's debts and liabilities incurred before he, she or it ceases to be a member;
- (b) payments of the costs, charges and expenses of winding up; and
- (c) adjustment of the rights of the contributories among themselves

14. ANNUAL GENERAL MEETINGS

14.1 The Association must hold its first annual general meeting within eighteen months after the date of its incorporation.

14.2 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

14.3 The business of the Annual General Meeting shall be to receive and consider the minutes of the previous Annual General Meeting, the Audited accounts and the Report of the Council on the state of the Association, to appoint the Auditors for the ensuing year, and to receive the names of those newly-elected to the Council.

14.4 Not less than twenty-one days clear notice shall be given to the members in writing of an Annual General Meeting and the notice convening the meeting shall state the nature of the business to be transacted.

14.5 The quorum for the Annual General Meeting shall be ten Voting Members. In the event of a quorum not being obtained within thirty minutes of the time fixed for the commencement of the Annual General Meeting, the meeting shall stand adjourned to a time (within the following fifteen days but not less than seven days ahead) and place designated by the Chairman, when the Corporate Members then present, whatever their number, shall constitute a quorum.

15. **SPECIAL GENERAL MEETINGS**

15.1 The Council shall convene a Special General Meeting on receipt of a requisition in writing of thirty Voting Members. Such requisition shall state the matters brought before and the resolutions to be moved at the Special General Meeting, and shall be deposited with the Chief Executive Officer and may consist of several documents of like form, each signed by one requisitionists.

15.2 If:

- (a) a quorum is not present within half an hour of the time appointed for the meeting; or
- (b) during the meeting a quorum ceases to be present,

the meeting shall be adjourned to a time and place as determined by the members.

15.3 The members must then reconvene the meeting, giving at least seven clear days' notice to all Voting Members of the reconvened meeting stating the date, time and place of the meeting.

15.4 If no quorum is present at the reconvened meeting, within fifteen minutes of the time specified for the start of the meeting, the Voting Members present in person or by proxy at that time shall constitute the quorum for that meeting

The minimum periods of notice required to hold a general meeting of the Association are:

- (a) twenty-one clear days for an annual general meeting or for a general meeting called for the passing of a special resolution; and
- (b) fourteen clear days for all other general meetings.

16 PROCEEDINGS AT ORDINARY MEETINGS

16.1 No business shall be transacted at any general meeting unless a quorum is present at the time that the business of the meeting commences.

16.2 A quorum is:

- (a) 5 Voting Members present in person or by proxy and entitled to vote on the business to be conducted at the meeting; or
- (b) 50% of the total number of Voting Members from time to time, whichever is fewer.

16.3 General meetings shall be chaired by the President of the Association or, in the absence of the President, the Vice-President of the Association. If there is no such person present within fifteen minutes of the time appointed for the meeting a member, nominated by the members present, shall chair the meeting.

16.4 A proxy holder who is not a Voting Member shall not be entitled to be chair of the meeting. The Voting Members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

16.5 The person chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.

16.6 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place. If a

meeting is adjourned by a resolution of the Voting Members for more than seven days, at least seven days' clear notice shall be given to all Voting Members of the reconvened meeting stating the date, time and place of the meeting.

- 16.7 Any vote at a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- (a) by the person chairing the meeting; or
 - (b) by at least two Voting Members present in person or by proxy and having the right to vote at the meeting; or
 - (c) by any Voting Member or Voting Members present in person or by proxy representing not less than one-tenth of the total voting rights of all the Voting Members having the right to vote at the meeting.
- 16.8 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded. The result of the vote must be recorded in the minutes but the number or proportion of votes cast need not be recorded.
- 16.9 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting. The withdrawal of the demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 16.10 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 16.11 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately. A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.

16.12 The poll must be taken within thirty days after it has been demanded. If the poll is taken after the meeting at which it was demanded, all Voting Members are entitled to vote. If the poll is not taken immediately, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken. If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

17. CONTENT AND DELIVERY OF PROXY NOTICES

17.1 Proxies may be validated only by a notice in writing 7 days prior to the commencement of the meeting (a "proxy notice") which:

- (a) states the name and address of the Voting Member appointing the proxy;
- (b) identifies the person appointed to be that Voting Member's proxy and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the Voting Member appointing the proxy, or is authenticated in such manner as the members may determine; and
- (d) is delivered to the Association in accordance with the Charter and any instructions contained in the notice of the general meeting to which they relate.

17.2 The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

17.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

17.4 Unless an appointment of a proxy indicates otherwise, it must be treated as:

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as to the meeting itself.

- 17.5 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of that person.
- 17.6 An appointment under a proxy notice may be revoked by delivering to the Association notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 17.7 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 17.8 If the proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

18. WRITTEN RESOLUTIONS

- 18.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the Voting Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- (a) a copy of the proposed resolution has been sent to every eligible Voting Member; and
 - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of Voting Members has signified its agreement to the resolution in accordance with article 24(2).
- 18.2 A Voting Member's agreement to a written resolution is valid only if it is contained in an authenticated document which has been received at the registered office of the Association within the period of 28 days beginning with the circulation date.

18.3 A resolution in writing may comprise several copies to which one or more Voting Members have signified their agreement.

18.4 In the case of a Voting Member that is an organisation, its authorised representative may signify its agreement.

19. SEAL

19.1 If the Association has a seal it must only be used by the authority of the members or of a committee of members authorised by the members. The members may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a member and by the secretary or by a second member.

20. MINUTES

20.1 The CEO/SECRETARY must keep minutes of all:

- (a) proceedings at meetings of the Association; and
- (b) meetings of the members and committees including:
 - (i) the names of the members present at the meeting;
 - (ii) the decisions made at the meetings; and
 - (iii) where appropriate the reasons for the decisions.

21. FINANCE

(A) ACCOUNTS

21.1 The Council shall cause proper books of accounts to be kept with respect to:

- (a) all sums of money received and expended by the Council;
- (b) all matters in respect of which receipt and expenditure takes place; and

(c) all sales and purchases of goods by the Association and the assets and liabilities of the Association.

21.2 Proper books shall be deemed to be such as are necessary to give true and fair view of the state of the Associations affairs and to explain its transactions.

21.3 The books of accounts shall be kept in the offices of the Association or at such other places in Tanzania as the Council may direct and they shall always be open to inspection by members of the Council.

22. INSPECTION OF ACCOUNTS

22.1 The Council 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 Association or any of them shall be open to the inspection of members not being members of the Council and no member shall have any right of inspecting any account or book or document of the Association except as so determined.

23. AUDITORS

A. APPOINTMENT OF AUDITORS

23.1 The Auditors shall be qualified in accordance with the current positions of the relevant Companies Act, and shall be appointed annually by the Corporate Members at the Annual General Meeting.

B. AUDITORS REPORT

23.2 The Auditor shall make a report to the members on the accounts examined by them and all accounts and financial statements laid before the Association in the Annual General Meeting during their tenure of office and such report shall state

whether they have obtained all necessary information for the purposes of their audit and whether in their opinion all proper books of accounts have been kept by the Association and whether financial statements and accounts laid before the Association in Annual General Meeting give a true and fair view of the Associations affairs.

- 23.3 The Auditors report shall be read before the Association in the Annual General Meeting and shall be open to inspection by any member.
- 23.4 The Auditors of the Association shall be entitled to attend any Annual General Meeting of the Association and to receive all notices relating to the Annual General meeting which any member of the Association is entitled to receive and to be heard at any Annual General Meeting which concerns them as Auditors.

24. MEANS OF COMMUNICATION TO BE USED

- 24.1 Subject to the By-laws, anything sent or supplied by or to the Association under the Charter may be sent or supplied in any way in which the Companies Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Association.
- 24.2 Subject to the By-laws, any notice or document to be sent or supplied to a member in connection with the taking of decisions by members may also be sent or supplied by the means by which that member has asked to be sent or supplied with such notices or documents for the time being.
- 24.3 Any notice to be given to or by any person pursuant to the By-laws:
- (a) must be in writing; or
 - (b) must be given in electronic form.
- 24.4 The Association may give any notice to a member either:
- (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or

- (d) by giving it in electronic form to the member's address; or
- (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on a website. The notification must state that it concerns a notice of a company meeting and must specify the place, date and time of the meeting.

24.5 A member who does not register an address with the Association or who registers only a postal address that is not within the Tanzania shall not be entitled to receive any notice from the association. A member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and of the purposes for which it was called. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

24.6 Notice shall be deemed to be given:

- (a) 48 hours after the envelope containing it was posted; or
- (b) in the case of an electronic communication, 48 hours after it was sent.

25. LEGAL LIABILITIES

A. LIABILITY OF THE COUNCIL

25.1 No act of the Council which shall have received the expressed or implied sanction of the Corporate Members present at a meeting of the Association, shall be impeached by any member of the Association on any grounds whatsoever, but shall be deemed to be an act of the Association.

B. LIABILITY OF MEMBERS OF THE SECRETARIAT AND THE ASSOCIATION

25.2 No member of the Secretariat or of any class in the Association shall have the power, without the authorisation of the Council, to enter into any contract,

obligation, pledge, or expense on behalf of the Association, and if he should do so, he shall be personally liable thereto.

- 25.3 Each member of the Council and any other officer of the Association shall be indemnified out of the funds and property of the Association.

26. GOVERNING LAW AND JURISDICTION

26.1 The Charter shall in respects be governed by and construed in accordance with laws of Tanzania. All notices, communications and correspondences with or arising out of this Charter shall be in English.

26.2 In the event that a dispute cannot be settled within the Association, the Tanzania Courts shall have exclusive jurisdiction in respect of any dispute or matter arising out of or in connection with this Charter.