

**IN THE HIGH COURT OF THE UNITED REPUBLIC OF TANZANIA  
(MWANZA SUB-REGISTRY)**

**AT MWANZA**

**CIVIL APPLICATION NO.89 OF 2022**

**FLORIANA GABRIEL MUSHI .....APPLICANT**

**VERSUS**

**NYAMUGE SCHOOLS LIMITED .....RESPONDENT**

**RULLING**

**14<sup>th</sup> September, 2022**

**DYANSOBERA, J:.**

This is an application filed under Section 137(1) and (2) of the Companies Act [Cap 212 R.E 2019] whereby the applicant is praying for the following orders:-

1. That, this Honourable Court b pleased to make an order for a meeting of the company to be called, held and conducted in such manner as the court thinks fit on the prevailing situation.
2. That, this Honourable Court to make an order for the sole Director and or member of the respondent company to constitute coram for a valid meeting and resolution of the company.
3. That, this Honourable Court to make an order as for confirmation of Emmanuel Gabriel Masha as the second Director of the respondent
4. That each party to bear her own costs.
5. That, this Honourable Court to make ancillary or consequential directions as it thinks expedient and fit to grant.

The application has been supported by an Affidavit sworn by Applicant Floriana Gabriel Mushi.

At the time of hearing this application, the Applicant and Respondent were represented by learned Counsel Salehe Nassoro.

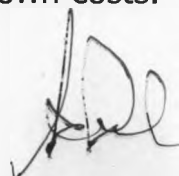
A summary of facts according to the Affidavit is that, the respondent is the registered company under the laws of Tanzania since 3<sup>rd</sup> February, 2011 with the certificate of incorporation No.81318 with two directors namely Gabriel Stephen Mushi and Floriana Gabriel Mushi(spouses), on 23<sup>rd</sup> May,2020 Mr Gabriel Stephen Mushi passed away and company remained under one Director, following to that, the Applicant applied for the letters of Administration at Mwanza Urban Primary Court through Probate Cause No.98 of 2020 whereas on 25<sup>th</sup> June 2020 was granted the same as it was not contested.

The death of Mr Gabriel Stephen Mushi demanded the appointment of a second Director one Emmanuel Gabriel Masha who was formerly a company secretary, the remained Director could not constitute valid coram for a valid meeting of the company to pass a proper resolution as to administer its internal affairs as per the Memorandum and Articles of Association of the Company.

Considering the above factor stated by the parties' Counsel, I find no reason to decline to grant the application. The same is accordingly, granted with the following orders: -

1. A meeting of the company to be called, held and conducted in accordance with the laid down procedures.
2. the sole Director and or member of the respondent company to constitute coram for a valid meeting and resolution of the company.
3. Emmanuel Gabriel Masha, is hereby confirmed as a second Director of the respondent as prayed in the Chamber Summons.
4. Each part to bear its own costs.

Order accordingly.



**W.P. Dyansobera**

**Judge**

**14.09.2022**

This ruling is delivered under my hand and the seal of this Court on this 15<sup>th</sup> day of September, 2022 in the presence of learned Counsel Mr. Salehe Nassoro, representing both parties.



**W.P. Dyansobera**

**Judge**

