

THE COMPANY'S ACT

COMPANY LIMITED BY GUARANTEE
(AND NOT HAVING A SHARE CAPITAL)

AMENDED

ARTICLES OF SOCIETY

OF

UGANDA PERFORMING RIGHT SOCIETY LIMITED

REGISTERED THIS _____ DAY OF _____ 20____

ARTICLE 1 INTERPRETATION CLAUSE:

In these Articles, unless the context requires otherwise: -

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| 1. AFFILIATED SOCIETIES | Means any of the societies in other countries, having objects similar to those of the Society, with which the Society is for the time being affiliated. |
| 2. AUDIOVISUAL WORKS | Means works of authorship that consist of series of related images, which are intrinsically intended to be shown by use of machines or devices together with accompanying sounds. and all fixations and reproduction of musical works with visual motion pictures. |
| 3. AUTHOR | Includes an author, adaptor or translator of any works which are or may be associated with any music and includes a person or authority who commissions a work or employs a person making the work during the course of employment. |
| 4. THE ACT | Means the Companies Act. |
| 5. COMPOSER | Means a composer or arranger of a musical work. |
| 6. COMPANY/SOCIETY | Means Uganda Performing Right Society |
| 7. COPYRIGHT &
NEIGHBOURING RIGHTS
ACT | Means The Copyright And Neighbouring Rights Act 2006 Of Uganda. |
| 6. BOARD | Means the Board of Directors of the Society as constituted under the provisions of the Articles of Association. |
| 7. DIRECTOR | Means a Member of the Board. |
| 8. DISTRIBUTION | Means the distribution of monies received by the Society in respect of the exercise of the Rights, Licenses or Authority granted by the members to the Society. "Distributed" and "Distributable" have corresponding meanings. |
| 9. SYNCHRONISATION RIGHT | Means, in respect of any work, the exclusive right to reproduce the work on a soundtrack simultaneously with a cinematograph film, and the reproduction of the work on the soundtrack of any cinematograph film. |
| 10. MECHANICAL RIGHT | Means, in relation to a fixed work, the right to authorise other persons to produce or reproduce such work in the form of recordings, including phonograms or other audio and audiovisual fixations. |
| 11. MEMBER | Means a member of the Society admitted to membership pursuant to Article 3. |
| 12. MUSICAL WORK | Without prejudice to the generality of the expression, includes: -
(a) Any vocal or instrumental musical work;
(b) Any vocal or instrumental music in a cinematograph film;
(c) Any musical accompaniment to a non-musical play;
(d) Any words or music of monologues having a |

- musical introduction or accompaniment; and
- (e) Any other words and lyrics or parts thereof, which are associated with a musical work.
13. PERFORMANCE Means the presentation of a work by actions such as dancing, acting, playing, reciting, singing, delivering, declaiming or projecting to listeners or spectators, or any such presentation by means of broadcasting or causing of a work to be transmitted to subscribers to a diffusion service, or by the exhibition of a cinematograph film.
14. PERFORMER Means a person presenting a work by actions such as dancing, acting, playing, reciting, singing, delivering, declaiming or projecting to listeners or spectators, including fixed and unfixed works.
15. PERFORMING RIGHT Includes the right to do or to authorise other persons to do any of the following acts: -
- (a) To perform the work in public;
 - (b) To broadcast the work;
 - (c) To cause the work to be transmitted by a diffusion service; and
 - (d) To communicate the work to the public
16. PUBLISHER Means a publisher of a work in which copyright and/or neighbouring rights subsist.
17. RIGHT Means copyright and Neighbouring Rights subsisting in a work.
18. WORK Represents the expression of thoughts and ideas in material form or any part thereof.

ARTICLE 2 MEMBERSHIP:

- (a) The number of members of the Society is unlimited but shall not be less than 30;
- (b) For the purpose of registration of the Society, the number of Members is thirty-nine. However, the Society may, from time to time, admit more members provided they meet the requirements;
- (c) Membership of the Society shall be open to all persons, residing in Uganda, who are creators within the field of music in all its form and/or format, with or without lyrics, and shall include producers and performers.
- (d) Legal persons such as Societies, Companies and Organisations that have rights in works falling with a Copyright and/or Neighbouring Rights, are also eligible to become members;
- (e) Any person (other than a legal person) may be admitted as an Honorary Member in recognition of that person's contribution to the protection of Copyright and Neighbouring Rights, which must be exemplary and above normal. An honorary member may attend any meeting of the Society and contribute to the proceedings but shall not have the right to vote;
- (f) Members are entitled to one vote each at any meeting of the Society, save as otherwise provided herein;

- (g) A member shall be entitled to: -
- (i) Minutes of a meeting where that member qualifies to sit;
 - (ii) Inspect the list of voting members during the normal business hours on any day when the offices of the Society are open;
 - (iii) Be supplied, as soon as practicable, with a copy of each part of any document that he/she is entitled to, on payment to the Society of a sum of money at the rate prescribed, from time to time, under the Companies Act in respect of the provision of copies of a Society's Register of Members;
- (i) The information in the list of voting members is confidential to members of the Society and a member who has inspected the list or has been supplied with a copy of the list or part thereof, or with any document or part thereof, that is classified as confidential, shall not disclose any information so obtained to any person who is not a member.
- (j) No member shall be at liberty to transfer membership to any other person or to alienate or exercise the Rights to be administered by the Society on behalf of the member.
- (k) No member shall enter into any contract under which he/she shall or may be required, whether for valuable consideration or not, to write or compose any work for any non-member whether as employer or otherwise, without inserting in such contract an express provision reserving to such member the Rights to be administered by the Society on behalf of the member.
- (l) Members shall pay a membership fee to be determined by the Board from time to time.

ARTICLE 3 APPLICATION AND QUALIFICATION FOR MEMBERSHIP:

- (a) Any person who is eligible may apply to the Society for admission to membership.
- (b) Application for membership shall be made in writing, signed by the applicant and shall be in such form as the Board may prescribe, from time to time.
- (c) The applicant shall submit a fixed copy or text or other form of proof of a work qualifying for copyright or neighbouring right protection alongside the application.
- (d) Each application shall be considered by the Board or in such other manner as the Board may from time to time direct. The Board shall have full and unrestricted power to refuse any application without assigning any reason for such refusal.
- (e) Applicants may be admitted by the Board or Management or in accordance with such procedure as the Board may prescribe from time to time.

ARTICLE 4 TERMINATION OF MEMBERSHIP:

- (a) Upon the death of a member, his/her membership shall cease and may not be transmitted to any other person.

- (b) Where a member is a corporation or firm, its membership shall cease, in the case of a corporation, in the event of and upon the liquidation of such corporation (other than voluntary liquidation for the purpose of reconstruction), and, in the case of a firm, in the event of and upon such firm ceasing to carry on business. Upon such liquidation or cessation of business, the Rights (if any) already vested in the Society by such corporation or firm, or controlled by the Society by virtue of the membership of such corporation or firm, shall subject to provisions for winding up remain so vested or controlled for a period ending on December 31 in the seventh year following the year in which the liquidation or cessation of business occurred. Any payment to which the corporation or firm would, if it had remained a member, have been entitled to in accordance with the Rules in respect of such period shall be made to the person entitled for the time being to receive debts due to the corporation or firm.
- (c) Membership of a member may, for sufficient reasons and at any time, be terminated by the Board or in accordance with such general directions as the Board may from time to time give. The Society shall give the member a notice of three months, at the expiry of which membership shall cease.
- Provided always that if, before the expiration of the notice, such member shall, in writing, require the Board to submit the question of the continuance of his/her membership to the decision of the Society in an Extraordinary General Meeting, he/she shall cease to be a member unless and until the Society shall have approved the action of the Board in the Extraordinary General Meeting.
- (d) A member may, by giving three months' notice in writing to the General Secretary, terminate his/her membership three years after his election to membership at the end of the month in which he was first elected to membership, or at any third anniversary of the date he/she was first elected to membership.

ARTICLE 5 ASSIGNMENTS:

- (a) Upon admission or at any time thereafter, a member shall be required to assign or cause to be assigned to the Society, all Rights to be administered on his/her behalf by the Society;
- (b) Every assignment to the Society, pursuant to this Article shall be in such a form as shall be prescribed by Management, from time to time. The assignment shall remain in force until the assignor ceases to be a member of the Society, or if the assignment is revoked by the assignee in writing;
- (c) The Rights administered by the Society on behalf of a member are all economic rights such as: -
- (i) Performing Rights
 - (ii) Making Available to the Public
 - (iii) Distribution
 - (iv) Neighbouring Rights
 - (v) Mechanical Rights
 - (vi) Synchronisation Rights
 - (vii) Derivative Rights

- (viii) Communication to the Public by any means.
 - (ix) Such other Rights or such parts of the Rights mentioned in sub-paragraphs (i) to (viii) above, as the Board may direct, for the whole world or such part or parts of the whole world as the Board may direct, in all or any works or parts of the works, present and future, of which the member is the author, publisher, producer or owner.
- (d) Pending the assignment of the Rights to the Society, pursuant to this Article, and in so far as such assignment may not extend, every member, by virtue of his/her admission, grants to the Society, for and during the period of his/her membership, subject to the provisions of Article 3 in his/her name or in that of the Society but at the Society's sole charge and expense, the sole power and authority: -
- (i) to authorise or permit or forbid the exercise of the Rights to be administered by the Society on behalf of the member;
 - (ii) to grant licenses for the exercise of such Rights;
 - (iii) to collect royalties, fees, subscriptions or monies whether for the authorised use of any of the member's work, or by way of damages or compensation for the unauthorised use of such works;
 - (iv) to institute, in its name, legal proceedings against all persons infringing the said Rights and, if the Society, in its discretion thinks fit to defend or oppose any proceedings taken against any member in respect of such Rights and to compound, compromise, refer to arbitration or submit to judgement in any such proceedings, and generally to represent the member in all matters concerning the said Rights; and
 - (v) to delegate authority to do any acts as aforesaid to any affiliated society and to any agent or representative in other territories, for the purpose of exercising the said Rights in such territories.
- (e) The Society may exercise and enforce the Rights of Members of any affiliated societies pursuant to the terms of any contract now existing or which may hereafter be made between the Society and such affiliated societies.
- (f) The assignor may bequeath his/her Rights administered by the Society to his/her heir or successor in title, and the heir or successor in title shall assume the Rights so bequeathed upon the demise of the assignor, and may apply to become a member of the Society if he/she qualifies. The Rights shall be administered until they lapse into public domain as by law prescribed.

ARTICLE 6 ANNUAL GENERAL MEETING

- (a) The Society shall in each year hold a General Meeting as its Annual General Meeting, in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than sixteen months shall elapse between the date of one Annual General Meeting of the Society and that of the next.

- (b) The Annual General Meeting shall be held at such date, time and place as the Board shall appoint.
- (c) The Society shall elect a Board of Directors from amongst the members, for a term as herein prescribed. The Chairman shall preside over all meetings of the Annual General Meetings and Board Meetings, and the General Secretary shall record all proceedings of the Annual General Meetings and Board Meetings.
- (d) The Agenda of the Annual General Meeting: -
 - (i) Roll Call
 - (ii) Prayer
 - (iii) Opening the meeting and miscellaneous announcements
 - (iv) Communication from the Chair
 - (v) Matters arising
 - (vi) Minutes of the previous Meeting
 - (vii) Matters arising
 - (viii) Financial matters
 - (a) Presentation of Final Accounts
 - (b) External Auditors' Report
 - (c) Presentation of the Budget
 - (ix) Matters arising
 - (x) Election of Auditors (if due)
 - (xi) Membership changes
 - (xii) Election of the Board (If due)
 - (xiii) Closure of the Meeting
- (d) The Chairperson of the Society, failing whom, the vice Chairperson, shall preside as Chairperson at every General Meeting of the Society. If, after 15 minutes from the appointed time of the commencement of the General Meeting, the Chairperson, and the Vice Chairperson are not present, the Directors present shall choose from amongst themselves a person to chair the meeting. If no Directors are present, members of the Society present shall choose from amongst themselves a person to chair the meeting.

ARTICLE 7 EXTRAORDINARY GENERAL MEETING

- (a) All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
- (b) The Board may, whenever it thinks it fit, convene an Extraordinary General Meeting. The Agenda must be communicated to members.
- (c) A member may, in writing, petition the Board to convene an Extraordinary General Meeting if $\frac{1}{3}$ of the members second the petition in writing. The petition and the secondments must be delivered to the General Secretary by registered mail or by hand delivery, which must be acknowledged by the General Secretary

and the Board shall cause the Extraordinary General Meeting to take place twenty-one days from the date of receiving the petition.

- (d) Only matters raised in the petition shall be discussed at an Extraordinary General Meeting.

ARTICLE 8 NOTICE OF GENERAL MEETINGS

- (a) Every General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the time of the meeting. In the case of special business, the general nature of that business, and the agenda shall be given in the manner herein after mentioned or in such other manner, as may be prescribed by the Society in General Meeting.
- (b) The accidental omission to give notice of a meeting to, or the non-receipt of the notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

ARTICLE 9 QUORUM

- (a) No business of the Society shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, 20% of the registered members present in person shall constitute a quorum.
- (b) If, after one hour after the time appointed for the meeting, a quorum is not present, the meeting, upon the requisition of members, shall proceed with the members present.

ARTICLE 10 METHOD OF VOTING

- (i) At any meeting of the Society, any matter put to the vote of the meeting shall be decided on a show of hands unless a poll is requested by the Chairman or any member present supported by at least $\frac{1}{3}$ of the members present and eligible to vote, prior to the voting.
- (ii) Every member shall have one vote.
- (iii) The Chairman of the meeting shall have a casting vote.
- (iv) Voting by proxy is permitted.
- (v) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing, or, if the appointer is a Corporation, either under the common seal, or hand of an Officer thereof duly authorised; or, if the appointer is a firm, under the hand of a partner in the firm, or their attorney duly authorised.
- (vi) The instrument appointing a proxy shall be deposited at the registered office of the Society at least 48 hours before the time for holding the meeting.

- (vii) No person shall act as a proxy unless that person is entitled on his/her own behalf to be present and to vote at the meeting at which that person acts as a proxy.

ARTICLE 11 THE BOARD OF DIRECTORS

(a) POWERS AND DUTIES OF THE BOARD

The Society shall have its Headquarters in Uganda. The Business and operations of the Society shall be supervised by the Board, who may exercise all such powers of the Society as are not, by these Articles, required to be exercised by the General Meeting, subject, nevertheless, to the provisions of these Articles, and to such Regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Society in a General Meeting; but no Regulation made by the Society in a General Meeting shall invalidate any prior act of the Board which would have been valid if that Regulation had not been made.

(b) FUNCTIONS OF THE CHAIRPERSON

The Chairman is accountable to the Board and acts as a direct liaison between the Board and the management of the Society through the Chief Executive Officer (CEO). He/She shall manage and provide leadership to the Board, and more specifically, the Chairperson shall:

1. Chair Board meetings
2. Provide independent advice and counsel to the CEO guided by resolutions of the General Assembly
3. Ensure that the Directors are properly informed and that sufficient information is provided to enable the Directors to form appropriate judgments
4. In concert with the CEO, develop and set agendas for meetings of the Board
5. Review and sign minutes of Board meetings
6. Sit on other Committees of the Board where appropriate as determined by the Board
7. Call special meetings of the Board where appropriate

(c) FUNCTIONS OF THE VICE CHAIRPERSON

In the absence of the Chairperson, the Vice Chairperson shall perform the functions of the Chairperson, *mutatis mutandis*.

(d) FUNCTIONS OF THE GENERAL SECRETARY

The General Secretary shall support the Chairperson in ensuring the smooth functioning of the management of the Society. Specifically, the Secretary shall:

1. Be responsible for ensuring Board meetings are effectively organised and minutes taken
2. Maintain effective records of the meetings of the Board

(e) POWERS OF ATTORNEY

- (i) The Board may, from time to time, and at any time, by powers of attorney, appoint a Company, Firm, Person or Body of Persons, whether nominated directly or indirectly by the Board to be attorney or attorneys of the Society for such purposes, and with such powers, authorities and discretions (not exceeding those vested in or exercised by the Board under these Articles), and for such period, and subject to such conditions as it may think fit.
- (ii) Any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him/her.

(f) EXECUTION OF CHEQUES ETC

All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for monies paid to the Society, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by Resolution determine.

(g) DISTRIBUTION OF RECEIPTS GENERAL

All monies received by the Society in respect of the exercise of the Rights, License or Authority granted by the members and the affiliated societies shall, subject to Article 11(e), be distributed or otherwise dealt with by the Board in accordance with the Rules.

(h) DISTRIBUTION OF RECEIPTS SPECIFIED PURPOSES

The Board may, before making any distribution among the members apply out of the receipts such sums as it thinks proper or has agreed, to contribute as: -

- (i) Gratuities, donations, pensions and emoluments to any member or ex-member of the Society or any person at any time in the employment of the Society, or engaged in any business acquired by the Society, and the spouses, widows, widowers, families and dependants of any such persons;
- (ii) Contributions to any benevolent, pension or similar fund which may be established for the benefit of members, ex-members or employees of the Society or their spouses, widows, widowers, families or dependants;
- (iii) Make payments by way of loan or gift or on such terms as may be thought fit, provided that the aggregate of such payment shall not, in any one accounting year, exceed a total sum which is equivalent to five percent of the total of the receipts of the Society in the preceding financial year;
- (iv) Set aside, out of the receipts, such sum as it thinks proper as a reserve fund to meet contingencies or for future distribution, or for repairing, improving and maintaining any of the property or premises of the Society, and for such other purposes as the Board shall in its absolute discretion think necessary or conclusive to the interest of the Society, and may invest the several sums so

set aside in such investments as it may think fit, and from time to time deal with or vary such investments and dispose of all or any part thereof for the benefit of the Society, and may divide the reserve fund in such special funds as it thinks fit, and employ the reserve fund or any part thereof for the general purposes of the Society, and that without being bound to keep the same separate from the other assets.

ARTICLE 12 COMPOSITION OF THE BOARD

- (i) The Board shall consist of 14 Directors elected at a General Meeting. To qualify for election to the Board, a member must have been a member for not less than 5 years. The Board shall be made up as follows: -
 - (a) 01 Chairperson – To be elected directly by the General Meeting
 - (b) 01 Vice Chairperson – To be elected directly by the General Meeting
 - (c) 01 General Secretary – To be elected directly by the General Meeting
 - (d) 02 Publishers – To be nominated by Publishers during the General Meeting
 - (e) 01 Women Representative – To be elected directly by the General Meeting
 - (f) 02 Producers – To be nominated by Producers during the General Meeting
 - (g) 02 Composers – To be elected directly by the General Meeting
 - (h) 04 Composers representing Regions viz. North 1; East 1; West 1; Central 1 – To be nominated by the Regions during the General Meeting
- (ii) Directors in each category shall be nominated by their respective category but elected by the Annual General Meeting of the Society.
- (iii) A person shall only be eligible for election as a Director under this Article if that person is a member.

(iv) TERM OF THE BOARD

- (a) The term of a Director shall be five years and shall be eligible for re-election for a further term, save that any person who has served as Director for two consecutive terms shall not be eligible for re-election until five further years have elapsed.
- (b) Notwithstanding provisions of Article 12 (iv)(a) above, to ensure continuity, NOT more than 40% of the members of the Board shall be dropped at an elective General Meeting; one of whom must be either the Chairperson or the Vice Chairperson or the General Secretary.

ARTICLE 13 DIRECTORS' REMUNERATION AND EXPENSES

- (i) The Board may remunerate in such manner as it thinks fit the Chairperson, Vice Chairperson or any Director of the Board, who shall be called upon to

render any special services and which that person may agree to render to the Society, or who shall have rendered any special services to the Society.

- (ii) The Chairperson, the Vice Chairperson and Directors of the Board shall also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board, or any Committee of the Board, or General Meetings of the Society, or in connection with the Society's business.
- (iii) The Chairperson, Vice Chairperson or any Director shall be entitled to receive for each meeting of the Board or of any Committee of the Board, which that person attends a fee to be determined from time to time by the General Meeting.

ARTICLE 14 CONSULTANT DIRECTORS

Consultant Directors may be appointed by the Board on such terms and for such period as it shall deem expedient.

ARTICLE 15 APPOINTMENT OF CHIEF EXECUTIVE OFFICER

The Board may from time to time appoint any person (whether being a member or not) as Chief Executive Officer, and/or other Officers of the Society for such term and at such remuneration as it may think fit, and (subject to any contract entered into between the Board and such Chief Executive Officer and/or other Officers) may from time to time remove that person from office. The Chief Executive Officer shall be an Ex-Officio of the Board

ARTICLE 16 POWERS OF THE CHIEF EXECUTIVE OFFICER

The Chief Executive Officer shall be the chief executive officer of the Society and shall manage and run the day to day affairs of the Society under the general direction of the Board. The Chief Executive Office may recruit staff of the Society

The Board may delegate to the Chief Executive Officer and/or other Officer all such of its administrative powers as it may deem necessary for the full and proper administration of the affairs of the Society.

ARTICLE 17 REGULATION OF EXPENSES AND SALARIES

The Board may regulate the general expenses of the Society and fix the salaries and emoluments of all employees, in consultation with the Chief Executive Officer.

ARTICLE 18 EXPENSES AND LIABILITIES OF THE SOCIETY

The Board shall pay and defray the expenses and liabilities of the Society incurred in the exercise or enforcement of the Rights vested in or controlled by the Society, out of the monies received by the Society in respect of the exercise or enforcement of such Rights.

ARTICLE 19 BORROWING POWERS

The Board may from time to time borrow, raise or secure the payment of such sum or sums of money as it may deem requisite for any purpose which it may deem expedient in the interests of the Society but not so as to charge any right or interest of any member in respect of that person's works.

ARTICLE 20 AMENDMENTS

Amendments to the Memorandum and Articles of Association may be made only by the General Meeting, save as otherwise provided herein.

The Board may make, and from time to time alter, the Rules specified in Clause 3 of the memorandum of Association, and without prejudice to the generality of the foregoing, may also make, and from time to time alter, separate or additional rules for regulating the provisions, through trusts or associations, of gratuities, donations, or pensions for members; Ex-members or employees of the Society, or their spouses, widows, widowers, families or dependants: Provided that any Rules (other than such separate or additional Rules) or any alterations of such Rules (other than as aforesaid) shall not take effect or come into force unless or until the same have been approved by the Society in a General Meeting.

ARTICLE 21 MINUTES

- (i) The General Secretary shall record all minutes of the General Meetings.
- (ii) The Board shall cause minutes to be duly made preserved/stored for the purpose of: -
 - (a) Keeping the records of the Resolutions and proceedings of every meeting of the Society; and any such minutes of any meeting of the Society, if purporting to be signed by the Chairman of that meeting, shall be receivable as prima facie evidence of the matters stated in such minutes.
 - (b) Recording all appointments of Officers made by the Board;
 - (c) Recording the names of the Directors present at each and every meeting;

ARTICLE 22 DISQUALIFICATION OF DIRECTORS

The Office of Director shall be vacated: -

- (a) If the Director ceases to be a member, or in the case of a Director appointed as a nominee of a Corporation or Firm, if such Corporation or Firm ceases to be a member;
- (b) If Director becomes bankrupt and is not discharged;
- (c) If the Director becomes prohibited from being a Director in accordance with the laws of Uganda;
- (d) If the Director becomes of unsound mind;

- (e) If the Director, by notice in writing to the Society, resigns his office; or
- (f) If the Director, without special leave of absence from the Board, absents himself/herself from the meetings, either during a period of six successive calendar months or during a period covered by three consecutive meetings, whichever is the longer.

ARTICLE 23 REMOVAL OF DIRECTOR

- (a) The Society may, by Ordinary Resolution, at a General Meeting, vote by a $\frac{2}{3}$ majority, to remove a Director before the expiration of his/her term, if that Director is in gross contempt of the Objects of the Society, or is in gross breach of these Articles, or if his/her conduct is prejudicial to the reputation of the Society.
- (b) A Director removed under this Article shall not be eligible for re-election as a Director until after the expiry of five years after his/her removal.

ARTICLE 24 FILLING VACANCY CAUSED BY REMOVAL

The Society shall, within 90 days of the removal of a Director convene a General Meeting for the purpose of filling the vacancy, provided that the immediate next General Meeting is not falling within 120 days of the removal of the Director, in which case, the vacancy shall be filled at the scheduled General Meeting.

ARTICLE 25 MEETINGS OF THE BOARD AND COMMITTEES

- (a) Meetings of the Board shall be convened and chaired by the Chairperson;
- (b) If the Chairperson is not present 15 minutes after the time appointed for holding the meeting, the Vice Chairperson shall chair the meeting. If the Vice Chairperson is not present, the Directors present and forming a quorum, shall choose from amongst themselves a person to chair the meeting;
- (c) The Board may meet together for the despatch of business, adjourn or otherwise regulate its meetings as it thinks fit;
- (d) Questions arising at any meeting shall be decided by a majority of votes;
- (e) In the case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote;
- (f) A Director or the Chief Executive Officer may summon a meeting of the Board, or of any Committee of the Board if supported by at least five other Directors; and
- (g) The Quorum required to transact the business of the Board or of any Committee of the Board may be fixed by the Board and, unless so fixed, shall be seven.

ARTICLE 26 COMMITTEES

The Board may delegate any of its powers to Committees consisting of such Directors and/or other persons as they think fit. Any Committee so formed shall, in exercise of the powers so delegated, conform to any Regulations that may be imposed on it by the Board.

ARTICLE 27 VALIDATION OF APPOINTMENTS OF DIRECTORS

All acts done by any meeting of the Board, or of a Committee of the Board or by any person acting as a Director, shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, and that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

ARTICLE 28 RESOLUTIONS IN WRITING

A Resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Board or of any Committee of the Board, shall be as valid and effectual as if it had been passed at such a meeting duly convened and held.

ARTICLE 29 THE SEAL

The seal of the Society shall not be affixed to any instrument except by the authority of a Resolution of the Board, or (if authorised by the Board for the purpose) of any Committee of the Board and in the presence of at least two Directors and such other person as the Board may appoint for the purpose; and such two Directors and such other person as aforesaid, shall sign every instrument to which the Seal of the Society is so affixed in their presence.

ARTICLE 30 ACCOUNTS

- (a) The Board shall cause to be kept proper books of accounts in accordance with Sections 69 and 70 of the Copyright and Neighbouring Rights Act 2006;
- (b) The books of accounts shall be kept at the registered office of the Society;
- (c) Members may examine the books of accounts upon written request to the Chief Executive Officer;
- (d) The Board shall cause the books of accounts to be audited by the External Auditors appointed at the Annual General Meeting at least once a year; and
- (e) A copy of every Balance Sheet (including every document required by law to be annexed thereto), which is to be laid before the Society in a General Meeting, together with a copy of the Auditor's Report, shall be communicated to all members not less than twenty-one days before the date of the meeting.

ARTICLE 31 NOTICES

A notice may be given by the Society to any member either personally, electronically or by sending it by post to that person's registered address, or (if that person has no registered address within Uganda) to the address (if any) within Uganda supplied by that person to the Society for the giving of notices to him/her.

ARTICLE 32 INDEMNITY

The Chairperson, Vice Chairperson, General Secretary, Directors, Chief Executive Officer, Auditors or any other Officer of the Society, and the Trustees (if any) for the time being acting in relation to any of the affairs of the Society, and every one of them, their heirs, executors and administrators, shall be indemnified and secured harmless out of the assets and property of the Society from and against all actions, costs, charges, losses, damages and expenses which they or any of them may, their or any of their heirs, executors or administrators, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices or trusts, except such (if any) as they shall incur or sustain by or through their own wilful neglect or default respectively, and none of them shall be answerable for the acts, receipts neglects or defaults of the other or others of them, or for joining in any receipt for the sake of conformity or for any bankers or other persons with whom any monies or effects belonging to the Society shall or may be lodged or deposited for safe custody or for insufficiency or deficiency of any security upon which any monies of or belonging to the Society shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, unless the same shall happen by or through their own wilful neglect or default respectively.

ARTICLE 33 WINDING UP

In the event and upon the winding up of the Society, whether voluntarily or otherwise, at any time, the assets of the Society (other than the Rights vested in or controlled by the Society pursuant to these Articles, and any sums distributable in accordance with the Rules) shall, in so far as they are available for the purpose, not be paid to or distributed among the members of the Society, but shall be transferred to a Society of similar objects.