

By Resolution of the Special General Meeting, the Articles of Association of UPRS is amended as follows;

Article	Current	Proposed Amendment / Insertion
2(c) Membership	Membership of the Society shall be open to all persons residing in Uganda who are creators within the fields such as Musical, Dramatical, audio-visual, artistic, literary, graphic, plastic, photographic and scientific fields	Membership of the Society shall be open to all persons, owning copyright in musical works and sound recording within the meaning of the Act.
2(d)	Any person who inherits the rights of a deceased member	The legal Representative of a deceased member shall be registered as a member upon presentation of legal documents. .
3(d) Application and qualification for membership	Each application shall be considered by the Council or in such other manner as the Board may from time to time direct. The Council shall have full and unrestricted power to refuse an application without assigning any reason for such refusal. (e) Applicants may be admitted by the Board or in accordance with such procedure as the Board may prescribe from time to time	Applicants may be admitted by the Board or in accordance with such procedure as the Board may prescribe from time to time. 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 power to refuse any application which does not satisfy the requirements under these Articles or for any other reason that is in the best interests of the society. Any person whose application has been rejected under clause (3d) above shall be notified of the rejection and the reasons thereof in writing. A member shall be required to pay membership fees which shall be prescribed by the Board.

Article	Current	Proposed Amendment / Insertion
<p>Article 4 Termination</p>	<p>a) Upon the death of a member, his/her membership shall cease and may not be transmitted to another person.</p> <p>c) Membership of a member may, for sufficient reasons and at any time, be terminated by the Council or in accordance with such general directions as the Council 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.</p> <p>Provided always that if, before the expiration of the notice, such member shall, in writing require the Council to submit the question of his/her 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</p>	<p>Now Article (5) (a) In the event of death of a Member, the Permitted Successor, may on their written application to the Board and upon providing evidence of such Succession be elected to Membership and the interests of such deceased Member in the IP Rights and Assignment may be transferred to the Permitted Successor. The Board may impose any conditions or terms as it may reasonably require on the grant of any such application.</p> <p>(b) From the date of death of any Member, until the earlier of the date on which a Deceased Member's Interest is transferred to the Permitted Successor any Royalty Payments to which the Member would, if living, have been entitled in relation to the Member's IP Rights, shall be held and accumulated by UPRS on a special account</p> <p>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 written notice of three months signed by an officer of the Society duly authorised to do so</p> <p>Provided always that if, before the expiration of the notice, such member shall if they so wish, 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 not cease to be a member unless and until the Society shall have approved the action of the Board in the Extraordinary General Meeting. If, at such Extra Ordinary General Meeting, termination of the Membership is approved,</p>

Article	Current	Proposed Amendment / Insertion
	and until the Society shall have approved the action of the Council in the Extraordinary General Meeting.	the Member shall cease to be a Member from date of such approval or the expiry of the Notice of termination whichever is later.
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; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Society and that of the next.	(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 the same may be physical or virtual or both as the Board or the company may from time to time determine. (b) In case of a Virtual General Meeting, it may be held by telephonic or electronic means and a member who, through those means, votes or establishes a communications link to a meeting shall be deemed to be present at that meeting. (c) Members are entitled to one vote each at any meeting of the Society which voting may be by show of hands or by poll as Board shall from time to time determine.
Article 7 Extra Ordinary General Meeting	(b) The Council may, whenever it thinks it fit, convene an Extraordinary General Meeting. The Agenda must be communicated to the members.	(a) The Board may, whenever it thinks it fit, convene an Extraordinary General Meeting by giving notice of not less than 21 (Twenty One) days' notice from the date of the Board Resolution to call the Extraordinary General Meeting. (b) The requirement for notice provided for under Article 7(c) above may be waived by a majority vote of the members.
Article 9 Quorum	(b) No business of the Society shall be transacted at any	(b) No business of the Society shall be transacted at any General Meeting unless a quorum of members is

Article	Current	Proposed Amendment / Insertion
	<p>General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.</p>	<p>present at the time when the meeting proceeds to business. Save as herein otherwise provided, 100 (one hundred) members present shall constitute a quorum.</p>
<p>Article 12 Composition of the Council</p>	<p>(i) The Council shall consist of not more than twenty three Directors, elected at the General Meeting, made up as follows;</p> <ul style="list-style-type: none"> a) 10 Writer Directors b) 06 Performer Directors c) 04 Publisher Directors d) 06 Author Directors <p>(ii) Directors in each class shall be nominated by their respective class but elected by the Annual General Meeting of the Society.</p> <p>(iii) A person shall only be eligible to be elected as a Director under this Article only if that person is a member of the Society.</p> <p>(iii) The term of a Director shall be four years and shall be eligible for re-election for a further term, save that any person who has served as a Director for two consecutive terms shall not be eligible for re-election until four further years have elapsed.</p>	<p>NOW ARTICLE 11 BOARD OF DIRECTORS</p> <p>11.1 The Board shall consist of 11 Directors with a mixture of skills in strategy, audit, business management with an Human Resource Bias</p> <p>11.2 To qualify for being appointed Director, a Member shall have been registered with the Society for a period of not less than 3 (three) consecutive years.</p> <p>11.3 There shall be appointed as Director any person(s) who, not being a Member, has special knowledge, skills and or experience relevant to performing the role and functions of a Director. Any such person(s) appointed under this clause shall be referred to as an Independent Director.</p> <p>11.4 All Directors shall have the following minimum qualifications;</p> <ul style="list-style-type: none"> (i) Shall have a minimum qualification of a Bachelor’s Degree in one of the fields of Business, Finance, and any other related fields of study. (ii) 2 principal passes at A’ Level (iii) Credits in English and Mathematics at O’ Level

Article	Current	Proposed Amendment / Insertion
		<p>(iv) Shall be of reputable character and high moral standard</p> <p>(v) Not undergone bankruptcy proceedings and not convicted of financial related crime.</p> <p>(vi) Sound mind</p> <p>(vii) Above 18 years of age</p> <p>(viii) Shall possess demonstrated expertise and experience relevant to the functions of the Society and the principal issues that affect the Society.</p> <p>11.5 The term of a Director shall be three (3) 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 a further three (3) years have elapsed.</p> <p>12. BOARD NOMINATION PROCESS</p> <p>12.1 At the time of election, qualifying persons interested in taking on Director positions in the company shall formally apply in the manner that the company or Board shall determine from time to time.</p> <p>12.2 The existing Board at the time of election will be responsible for reviewing all Board member applications to determine completeness of information. They must consider the categories of membership, gender and geographical areas that require representation. Additionally, they must consider the value that the</p>

Article	Current	Proposed Amendment / Insertion
		<p>potential candidates can bring to the Board of Directors, and to the membership, based on the applicant's background, involvement, and level of commitment. The Board will at least two weeks before the Annual General Meeting present a slate of nominees to the Registrar of Copyright for vetting and shortlisting for election at the Annual General Meeting.</p> <p>12.3 For the first two terms following the passing of these Articles, the Independent Directors shall be appointed by the Registrar of Copyright. For this same period, the candidates intending or intended to be Member Directors will be nominated by Members and their names as well as credentials will be forwarded to the Registrar of Copyright to vetting and shortlisting for election at the Annual General Meeting.</p> <p>13.4 The company shall following the Annual General Meeting and voting of Directors submit to the Registrar of Copyright names of the elected Directors for approval.</p>
		<p>The Meetings of the Board may be physical or virtual or both as the Board may from time to time determine</p> <p>ARTICLE 27 <u>BOARD COMMITTEES</u></p> <p>27.1 The following Board Committees must at all times be constituted in addition to any other committees that the board may deem fit from to time. These are the Technical Committee, Audit & Risk as well as Members' Affairs</p>

Article	Current	Proposed Amendment / Insertion
		<p>and International Relations each with a minimum of 3 members and maximum of 5 Members</p> <p>27.2 The Audit & Risk Committee shall constitute of Independent Directors as and it shall have the following core functions among others as the Board may from time to time delegate:</p> <ul style="list-style-type: none"> (i) Oversee all matters relating to internal and external audits of the Society; (ii) Oversee internal control over financial reporting (iii) Review of filings and earning reporting; (iv) Risk oversight; <p>27.3 The Technical & Finance Committee shall have an Independent Director as Chairperson and shall be in charge of the following functions among others as the Board may from time to time delegate:</p> <ul style="list-style-type: none"> (i) Provide financial oversight of the company; (ii) assist the Board in fulfilling its oversight responsibilities on specific technical matters which are beyond the scope or expertise of non-technical Board members; (iii) periodic consideration of reports on Copyright Management; (iv) overseeing periodic benchmarking by Management of the technical

Article	Current	Proposed Amendment / Insertion
		<p>policies, systems and monitoring processes of the Corporation versus industry best practices;</p> <p>(v) reviewing and reporting to the Board on the sufficiency of financial, technical and human resources to ensure proper and timely development and advancement of the Corporation’s exploration, project and mining operations (having regard to the Corporation’s strategy).</p> <p>27.4 The Members’ Affairs and International Relations Committee shall have majority of its Members being Member Directors with one being the Chairperson and it shall oversee;</p> <p>(i) Oversight over Member Related Matters</p> <p>(ii) Oversight over matters concerning the International Relations of the Society.</p> <p>A Committee may Co-opt any members of the Society not being Board Members but who by reason of their expertise or experience can assist in the management and operation of the Committee on a short-term basis. The terms of engagement of Co-opting shall be detailed in the Board Manual or Charter.</p>