



**CHAIRMAN'S SCRIPT FOR THE UGANDA PERFORMING RIGHT SOCIETY ANNUAL GENERAL MEETING
TO HELD ON 20th JANUARY, 2023 AT 12:00PM BOTH PHYSICALLY AND VIA ELECTRONIC MEANS**

TIME	PARTY	PROCEEDINGS
PRELIMINARIES		
12:00PM	ACTING CEO	<p>Good morning members, guests and all stakeholders represented today. We would also like to appreciate the online viewers for logging in for the UPRS AGM.</p> <p>I shall now welcome the Chairman of the Board of Directors to kick start our Annual General Meeting.</p>
12:05PM	CHAIRMAN	<p>Good morning members, guests and colleagues. On behalf of the Board of Directors of UPRS, it is my pleasure to welcome you to the Society's 2022 Annual General Meeting.</p> <p>I hope you are all keeping well and are energised for the new year. I shall now call upon the Secretariate to ascertain whether there is a quorum for this meeting.</p>
12:07PM	ACTING CEO	<p>Thank you, Mr Chairman. I confirm that members registered to attend this meeting. We have in attendance..... members representing a% of the membership. This is more than the quorum of 100 members under Article 9 of the Articles of Association.</p> <p>I confirm that the required quorum is present. I therefore, invite you, Chairman to open the meeting.</p>
12:08PM	CHAIRMAN	<p>I declare the meeting to be properly convened and duly constituted.</p> <p>Before we begin our meeting, can I request that _____ leads us in a word of prayer</p>
12:10PM	PRAYS
12:11PM	CHAIRMAN	<p>NOTICE AND AGENDA OF THE MEETING</p> <p>Thank you very much(name of person that prays)</p> <p>I call upon the Secretariat to confirm the Notice convening the meeting.</p>
	ACTING CEO	<p>Chairman, a 21-day notice for this meeting was published on 30th December, 2022 on the Company's website and the New Vision Newspaper. An amended notice was issued and published on 16th January, 2023 to enhance the meeting Agenda. With your permission, Chairman, I request that the two notices and the Agenda be taken as read and adopted by the Members.</p>
	CHAIRMAN	<p>Do we have a proposer and a seconder for the motion to approve the Agenda for this meeting?</p>

		The resolution has been proposed byand seconded by
	CHAIRMAN	I now welcome the Regulator, Registrar General of the Uganda Registration Services Bureau to officially open the Annual General Meeting.
12:15PM	REGISTRAR GENERAL	(Officially opens the Annual General Meeting)
12:20PM	CHAIRMAN	<p>Thank you very much Registrar General, Uganda Registration Services Bureau.</p> <p>Introductions</p> <p>2.1 Physically at the Uganda National Theatre, we Members of UPRS.</p> <p>2.2 We also have the members of the Board of Directors as follows;</p> <ul style="list-style-type: none"> i. Mr. Robert Ssemakula ii. Ms. Juliet Ssesanga iii. Mr. Okello Kelo iv. Prof. Patrick Mangeni v. Mr. Wisdom Kaye vi. Mr. Robert Sserumaga vii. Mr. Justin Basiima <p>and the Acting Chief Executive Officer.</p> <p>Ms. Dinnah Kyasimire, a new member of the Board, is on maternity leave. Mr. Peter Mukuru has since resigned his duties as a Director on the Board.</p> <p>2.3 We also have in attendance:</p> <ul style="list-style-type: none"> a) Representatives of the Regulator; Office of the Registrar General, Uganda Registration Services Bureau. b) Mention the name of any other attendee you would like introduced <p>2.4 On the livestream, we have:</p> <ul style="list-style-type: none"> a) Members of UPRS b) Senior Presidential Advisor Major Salim Saleh, c) Mention the name of any other attendee you would like introduced
12:22PM	CHAIRMAN	<p>Dear Members,</p> <p>Once again you are warmly welcome to the Annual General Meeting of UPRS. This is the second meeting since Caretaker management, and we appreciate the strides that have been taken by the Society.</p> <p>As you are aware, the main objective in 2022 was to restructure UPRS accordingly and form meaningful synergies in order to facilitate effective implementation of the UPRS Mandate. Throughout 2022, we have endeavoured to clean house and enter proper engagement</p>

		<p>arrangements for implementation of the Collections mandate of the CMO.</p> <p>2022 also brought a couple of changes in Management and on the Board of Directors. Ms. Grace Nakabugo and Mr. Peter Mukuru have since ceased to be members of the Board of Directors. We appreciate their dedicated service to the Society and their invaluable support and guidance. Ms. Dinnah Kyasimire was appointed to the Board of Directors by the Regulator in August 2022 following the exit of Ms. Grace Nakabugo. One vacancy remains on the Board and therefore formal meetings of the Board were halted in December 2022 pending the filling of this vacancy.</p> <p>Additionally Mr. Anthony Mwandha is no longer with us and we appreciate him for his service as well. Ms. Morrine Nassuna was appointed as Acting Chief Executive Officer in the interim.</p> <p>Today, I wish to emphasize a couple of aspects regarding UPRS.</p> <ol style="list-style-type: none"> 1. I implore all members and urge us towards sober debate, trust, responsibility and belief in the competence of those that have oversight over UPRS. More than ever, the Society must be unified and objective in order to evolve into a commendable CMO in the East African region and Africa at large. 2. UPRS has been taking baby steps since the Caretaker management but must now move towards full maturity and capacity. This takes commitment, dedication and an understanding of the aspects that are paramount to achieving the mandate of the society. I encourage us to be well acquainted with the mandate of the CMO and hold us accountable to this mandate. 3. Lastly, we must work towards projecting UPRS towards a key group of people ie; the Licensees. The entities and institutions from whom we collect and that remain compliant. These too are clients of the Society and it is important that the value that is paid for through collections manifests through increased quality of works and materials by members of the Society. This will be a key focal point in 2023. <p>I, therefore, want to thank members of the Board for providing bold leadership and guidance to the CMO in these trying times. I thank all our partners for their continued support to the Society throughout 2022 and also extend my sincere sympathies to all those that have lost loved ones.</p> <p>With these few remarks I now proceed to the business of this Annual General Meeting.</p>
12:30PM	CHAIRMAN	<p>Members, the resolutions put to the vote at this meeting shall be passed by poll via the meeting platform shared by the Company and physical voting within the meeting room. Members can vote in favour of, against or abstain from any resolution.</p>

		The outcome of the poll shall be deemed to be a resolution of this meeting enforceable immediately and shall be published on the Company's website within 24 hours.
12:32PM	CHAIRMAN	I propose that we Adopt and take as read the Minutes from last AGM. I also request that this meeting confirms the minutes as a true record of the previous meeting held.
		Can we have a proposer and a seconder for the motion to approve the minutes of the previous meeting held on 29 th October, 2021?
		The resolution has been proposed byand seconded by
12:40PM	CHAIRMAN	We will now receive presentations on the following items; (a) Annual Performance Report; and (b) Audited Financial Statements for the year ended 31st December, 2022. These will be presented by the Acting Chief Executive Officer and subsequently, a representative of the External Auditors. These presentations will help give a background from which the income and expenditure estimates for 2023 will be understood and interpreted. I will now invite Ms. Nassuna to take us through the first presentations and subsequently the representative from the External Auditors.
	ACTING CEO UPRS	Thank you, Chairman. <i>CEO proceeds to make his remarks, highlighting performance of the Society over the past year.</i>
01:00PM	CHAIRMAN	Before the External Auditors present, I welcome Mr. Robert Ssemakula to give a background to presentation of the Audited Financial Statements for the year ended 31 st December, 2022.
01:02PM	MR. ROBERT SSEMAKULA	<i>Makes introductory remarks and then invites the External Auditor's representative.</i>
01:03PM	EXTERNAL AUDITORS	<i>Present Financial statements for the year ended 31st December, 2022</i>
01:10PM	CHAIRMAN	Thank you, our Auditors. I now welcome the Acting CEO to present the Work Plan and Budget for 2023
01:11PM	ACTING CEO	<i>Presents Workplan and Budget for 2023</i>
01:20PM	CHAIRMAN	Thank you Ms. Nassuna. I welcome a representative from Opus Music. This presentation is key for us given that majority of the Members of the Society have been affected by the Takedown process. Therefore, this brief presentation will elaborate on the steps that have been taken so far.
01:21PM	OPUS MUSIC	<i>Makes presentation on Takedown process</i>
1:30PM	CHAIRMAN	Thank you Opus Music. Before we embark to receive the questions on the presentation made we shall provide you with the guidelines on how to cast your votes online for the resolutions placed before this AGM.

		CHAIRMAN INVITES ACTING CEO TO READ THE GUIDELINES
	ACTING CEO	READS THE GUIDELINES OF THE VOTING
	CHAIRMAN	Can I invite questions (Chairman selects a few members to ask questions)
	CHAIRMAN	Thank you very much members for this interactive session. We shall now proceed to vote on the Ordinary resolutions before you.
VOTING ON RESOLUTIONS		
02:00PM	CHAIRMAN	I request the Secretariat to read the first resolution.
	ACTING CEO	Thank you, Mr. Chairman. It is recommended by the Board of Directors that the Audited Financial Statements for the year ended 31 st December, 2022 laid before this meeting are approved and adopted.
	CHAIRMAN	Do we have a proposer and a seconder for the resolution to approve and approve the Financial Statements for the year ended 31 st December, 2022?
		The resolution has been proposed byand seconded by
		I now put the resolution to the meeting and ask members to vote.
	CHAIRMAN	I request the Secretariat to read the second resolution.
	ACTING CEO	Thank you, Mr. Chairman. It is proposed that the Work Plan and Budget for the year 2023 laid before this meeting together with Annual Report are approved and adopted.
	CHAIRMAN	Do we have a proposer and a seconder for the resolution to approve the proposed Budget, Workplan and Annual Report ?
		The resolution has been proposed byand seconded by
		I now put the resolution to the meeting and ask members to vote.
	CHAIRMAN	I request the Secretariat to read the third resolution.
	CHAIRMAN	As a background, the existing External Auditors; M/s Wade and Partners resigned from the engagement due to a conflict of interest. Given that an Annual General Meeting would not be held in the middle of the year for members to appoint an External Auditor, the Board of Directors sought the exercise of the powers of the Regulator to appoint an Auditor under section 69(2) of the Copyright and Neighbouring Rights Act 2006. The Board recommended that RSM Eastern Africa LLP be approved by the Regulator in order to conclude the 2022 Audit. This was duly approved by the Regulator in December 2022.

		Therefore, the Board recommended that the members confirm the appointment of the External Auditors of the Company approved by the Regulator and to authorise the Board to set the remuneration thereof.
	CHAIRMAN	Do we have a proposer and a seconder for the resolution?
		The resolution has been proposed by and seconded by.....
		I now put the resolution to the meeting and ask members to vote.
02:30PM	CHAIRMAN	Before we handle the fourth resolution, I would like to invite Stanbic Bank to make a presentation on a Members Scheme for UPRS.
	STANBIC BANK	<i>Representative makes presentation.</i>
02:50PM	CHAIRMAN	I request the Secretariat to read the fourth resolution.
	ACTING CHAIRMAN	Thank you, Mr. Chairman. It is recommended by the Board of Directors that the members approve the establishment of a Provident or Benevolent Fund as required by the Copyright and Neighboring Rights Act 2006.
		Do we have a proposer and a seconder for the resolution?
		The resolution has been proposed by and seconded by.....
		I now put the resolution to the meeting and ask members to vote.
03:00PM	PRESENTATION OF THE POLL RESULTS	
	CHAIRMAN	Members, we thank you for participating in this voting process. I shall now invite <i>an official from UPRS</i> to confirm the results of the poll. (The official confirms the results of the poll)
03:10PM	ANY OTHER BUSINESS	
	CHAIRMAN	I will now ask the Acting CEO to confirm if there is any other business for discussion for which due notice was given.
	ACTING CEO	Mr. Chairman we received a letter from National Culture Forum requesting that the matter of adherence to the MOU executed by various parties including the National Association of Broadcasters (NAB) is tabled.
	CHAIRMAN	<i>Chairman Calls on two or three members to give suggestions on how to improve compliance and in turn increase compliance collections.</i>
03:15PM	CHAIRMAN	There being no other business of which due notice has been given, I take this opportunity to thank you once again for attending the meeting. That concludes the business of the UPRS Annual General Meeting. I also take this opportunity to appreciate the Board and Management of UPRS for their work towards the success of this meeting. I thank you for your attendance and I declare this Annual General Meeting officially closed.