# **Founders Pack (Draft v1.0)**

## **Cover Letter / Intro**

**Ax (a\*x.co.za) – Founders Pack** Prepared by: **Sizwe Ngwenya, Founder & CEO** Date: **[Insert Date]**

This pack sets out the vision, governance, financial discipline, and agreements that will guide Ax from inception to scale. It is designed to align the founding team, attract talent, and demonstrate to partners and regulators that Ax is compliance‑first, sovereign, and disciplined from day one.

**Contents:**

1. Founders Manifesto
2. Board Charter
3. Compliance Manual (summary)
4. Financial Discipline Statement
5. Regulatory Mapping Annex (summary)
6. Onboarding Pack (for partners)
7. Founders Onboarding Contract (for signature)

# **Founders Onboarding Contract (Draft v1.0)**

**Parties** This Agreement is entered into between:

* **Ax (a\*x.co.za)**, represented by Founder & CEO **Sizwe Ngwenya** (“Company”), and
* **[Founder’s Full Name]** (“Founder”).

## **1. Appointment**

The Company hereby appoints the Founder as **[Role Title, e.g. Head of Sales & Partnerships / Operations Lead / Community Lead]** effective from **[Start Date]**. The Founder accepts this appointment and agrees to perform the duties described herein.

## **2. Duties & Responsibilities**

The Founder shall:

* Contribute to the strategic direction and execution of Ax.
* Uphold the Company’s compliance‑first principles.
* Perform the specific responsibilities of their role:
  + **Sales & Partnerships:** Drive adoption, build partnerships, lead go‑to‑market.
  + **Operations & Support:** Coordinate projects, documentation, QA, cross‑functional support.
  + **Community & Retail:** Lead pilots, community engagement, last‑mile trust.
* Act in the best interests of the Company at all times.

## **3. Equity & Vesting**

* The Founder is allocated **[X%] equity** in Ax.
* All equity is subject to a **4‑year vesting schedule with a 1‑year cliff**.
* If the Founder leaves before the cliff, no equity vests.
* If the Founder leaves after the cliff, only vested equity is retained.

## **4. Financial Discipline**

* The Founders agree to the **Financial Discipline Rule**:
  + Reinvest **60% of net earnings** and **30% of gross revenue** into growth for the first 5 years.
* Allocation of reinvested funds:
  + 40% Engineering & Compliance
  + 30% Sales & Partnerships
  + 20% Infrastructure & Operations
  + 10% R&D

## **5. Confidentiality**

* All Company information, designs, code, and discussions are **strictly confidential**.
* No materials may be shared externally without written approval.

## **6. Intellectual Property**

* All work created by the Founder in connection with Ax is the **exclusive property of the Company**.
* The Founder assigns all rights, title, and interest in such work to Ax.

## **7. Governance**

* The Board is chaired by the Founder & CEO.
* Each Founder has one vote.
* The Chairperson holds a casting vote in case of deadlock.
* Independent and investor directors may be added in future funding rounds.

## **8. Termination**

* A Founder may resign with **30 days’ written notice**.
* The Company may terminate a Founder’s role for misconduct, breach of confidentiality, or non‑performance.
* Upon termination, unvested equity is forfeited.

## **9. Governing Law**

This Agreement shall be governed by the laws of **South Africa**.

**Signed:**

**Sizwe Ngwenya** Founder & CEO, Ax

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_

**[Founder Name]** [Role Title]

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_

# **Annex A – Founders Equity Split Schedule (Draft v1.0)**

| **Founder** | **Role** | **Equity Allocation** | **Vesting Terms** | **Notes** |
| --- | --- | --- | --- | --- |
|  |  |  |  |  |
| **Sizwe Ngwenya** | Founder, CEO & Chief Architect | 65% | 4 years, 1‑year cliff | Founder control, IP, compliance mapping |
| **Sizwe Motingwe** | Head of Sales & Partnerships | 10–15% | 4 years, 1‑year cliff | Go‑to‑market, adoption, partnerships |
| **Milla Mukundi** | Operations & Support Lead | 5–7% | 4 years, 1‑year cliff | Stabilizer, QA, documentation |
| **Nolundi Ngwenya** | Head of Retail & Community | 5–7% | 4 years, 1‑year cliff | Retail pilots, community trust |
| **UI/UX Engineer** | Founding Designer (Trial → Senior) | 2–5% (vesting) | 4 years, 1‑year cliff | Trial role → senior leadership |
| **Option Pool** | Future hires/advisors | 10% | Vesting as per agreements | Reserved for growth |

## **Vesting Rules**

* **Standard Vesting:** 25% after 1 year (cliff), then monthly/quarterly vesting over 3 years.
* **Forfeiture:** Unvested equity is forfeited if a founder leaves before vesting.
* **Acceleration:** In case of acquisition, Board may approve accelerated vesting.

## **Governance Notes**

* Founder & CEO (Sizwe Ngwenya) retains **casting vote** on the Board.
* Equity allocations are subject to **Board approval** and may be adjusted in future funding rounds.
* Option Pool is reserved for **strategic hires and advisors**.

# **Annex B – Financial Discipline Statement (Draft v1.0)**

This Financial Discipline Statement forms part of the **Founders Onboarding Contract** of **Ax (a\*x.co.za)** and is binding on all Founders, Directors, and Officers of the Company.

## **1. Purpose**

The purpose of this Statement is to ensure that Ax maintains strict financial discipline during its formative years, reinvesting resources into growth, compliance, and sustainability in line with its sovereign mission.

## **2. Reinvestment Rule**

* The Company shall reinvest **60% of net earnings** and **30% of gross revenue** into growth for the first **five (5) years** of operation.
* This reinvestment rule is non‑negotiable and binding on all Founders.

## **3. Allocation of Reinvested Funds**

Reinvested funds shall be allocated as follows:

* **40% Engineering & Compliance** – product development, regulatory mapping, security, and infrastructure.
* **30% Sales & Partnerships** – adoption, go‑to‑market, and strategic alliances.
* **20% Infrastructure & Operations** – servers, DevOps, support, and internal systems.
* **10% Research & Development** – innovation, AI, blockchain, and predictive analytics.

## **4. Founder Compensation**

* Founders shall not draw excessive salaries or distributions during the first five (5) years.
* Compensation shall be **reasonable and sustainable**, aligned with Company growth and cash flow.
* Any deviation requires **Board approval** with a two‑thirds majority.

## **5. Capital Raising**

* External capital may be raised only if it does not compromise **founder control** or the **sovereign mission** of Ax.
* Investor terms must respect the Financial Discipline Statement.

## **6. Enforcement**

* This Statement is binding on all Founders and shall be attached to their Onboarding Contracts.
* Breach of this Statement constitutes grounds for removal from the Board and forfeiture of unvested equity.

**Signed:**

**Sizwe Ngwenya** Founder & CEO, Ax

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_

**[Founder Name]** [Role Title]

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_

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# **Annex C – Founder Roles & Responsibilities Matrix (Draft v1.0)**

This Annex forms part of the **Founders Onboarding Contract** of **Ax (a\*x.co.za)** and is binding on all Founders. It defines the specific roles, responsibilities, and accountability areas of each Founder.

## **1. Founder Roles**

| **Founder** | **Role Title** | **Core Responsibilities** | **Accountability Areas** |
| --- | --- | --- | --- |
| **Sizwe Ngwenya** | Founder, CEO & Chief Architect | - Strategic vision and product architecture<br>- Regulatory mapping & compliance<br>- Investor relations & governance<br>- Oversight of engineering, AI, blockchain, and payments integration | - Founder control<br>- Compliance-first design<br>- Financial discipline<br>- Global expansion |
| **[Founder 2]** | Head of Sales & Partnerships | - Lead go‑to‑market strategy<br>- Build enterprise and government partnerships<br>- Drive adoption across logistics, aviation, and cargo<br>- Manage revenue pipeline | - Sales growth<br>- Partner onboarding<br>- Market expansion |
| **[Founder 3]** | Operations & Support Lead | - Oversee day‑to‑day operations<br>- Manage QA, documentation, and compliance workflows<br>- Coordinate DevOps and deployment cycles<br>- Support cross‑functional teams | - Operational stability<br>- Documentation & QA<br>- Internal process compliance |
| **[Founder 4]** | Head of Retail & Community | - Lead retail pilots and community engagement<br>- Build trust at last‑mile delivery points<br>- Manage user feedback loops<br>- Coordinate with regulators on citizen‑facing modules | - Community trust<br>- Retail adoption<br>- Pilot program success |
| **[Founder 5]** | Founding UI/UX Engineer | - Design and implement user interfaces and dashboards<br>- Ensure usability for regulators, operators, and citizens<br>- Develop design systems and style guides<br>- Collaborate with backend engineers | - UI/UX quality<br>- Accessibility<br>- Design consistency |

## **2. Shared Responsibilities**

All Founders agree to:

* Uphold the **Financial Discipline Statement (Annex B)**.
* Maintain **confidentiality** and protect Company IP.
* Act in the **best interests of Ax** at all times.
* Participate in **Board governance** and decision‑making.
* Support **fundraising, recruitment, and compliance engagements** as required.

## **3. Decision‑Making**

* Each Founder has **one vote** on the Board.
* The **CEO holds a casting vote** in case of deadlock.
* Strategic pivots, capital raises, and equity changes require a **two‑thirds majority**.

## **4. Enforcement**

* This Annex is binding on all Founders.
* Breach of responsibilities may result in **Board review, role reassignment, or forfeiture of unvested equity**.

**Signed:**

**Sizwe Ngwenya** Founder & CEO, Ax

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_

**[Founder Name]** [Role Title]

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_

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# **Annex D – Founder Exit & Dispute Resolution Policy (Draft v1.0)**

This Annex forms part of the **Founders Onboarding Contract** of **Ax (a\*x.co.za)** and is binding on all Founders. It governs the process for voluntary exit, involuntary removal, and dispute resolution among Founders.

## **1. Voluntary Exit**

* A Founder may resign by giving **30 days’ written notice** to the Board.
* Upon resignation:
  + **Unvested equity** is automatically forfeited.
  + **Vested equity** may be retained, subject to a **Right of First Refusal (ROFR)** by the Company or remaining Founders.
  + Departing Founders must return all Company property, documents, and confidential information.

## **2. Involuntary Removal**

* A Founder may be removed by a **two‑thirds majority vote** of the Board for:
  + Breach of confidentiality or fiduciary duty.
  + Misconduct, fraud, or gross negligence.
  + Failure to perform agreed responsibilities.
* Upon removal:
  + **Unvested equity** is forfeited.
  + **Vested equity** may be subject to buy‑back by the Company at **fair market value** or **nominal value** (depending on cause).

## **3. Equity Buy‑Back & Transfer**

* Any transfer of Founder equity must first be offered to:
  + The Company, and if declined,
  + The remaining Founders, pro rata to their holdings.
* External transfers require **Board approval**.
* Equity buy‑back price shall be determined by:
  + **Independent valuation** (for voluntary exit), or
  + **Nominal value** (for misconduct or breach).

## **4. Dispute Resolution**

* Founders agree to resolve disputes in the following order:
  1. **Internal Mediation** – facilitated by the CEO or an independent Founder.
  2. **External Mediation** – by a mutually agreed mediator.
  3. **Arbitration** – binding arbitration under the laws of South Africa.
* Court proceedings may only be initiated if arbitration fails or is unenforceable.

## **5. Deadlock Resolution**

* In case of a **Board deadlock**:
  + The **CEO holds a casting vote**.
  + If the deadlock persists, the matter shall be referred to **binding arbitration**.

## **6. Confidentiality & Non‑Compete**

* Departing Founders remain bound by confidentiality obligations indefinitely.
* Departing Founders may not establish or join a **direct competitor** for a period of **24 months** post‑exit, unless waived by the Board.

## **7. Enforcement**

* This Annex is binding on all Founders.
* Breach of this Annex may result in forfeiture of equity, legal action, or both.

**Signed:**

**Sizwe Ngwenya** Founder & CEO, Ax

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_

**[Founder Name]** [Role Title]

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_

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# **Ax (a\*x.co.za) – Founders Pack Index (Draft v1.0)**

**Prepared by:** Sizwe Ngwenya – Founder & CEO  
 **Date:** [Insert Date]

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# **Ax (a\*x.co.za) – Founders Manifesto (Draft v1.0)**

## **1. Our Mission**

We are building **Ax**, a compliance‑first operating system for logistics, aviation, cargo, cold chain, emergency response, and governance.  
 Our mission is simple but ambitious: **to make trust, compliance, and transparency the foundation of Africa’s trade and governance infrastructure**.

## **2. Our Belief**

* **Compliance is not a burden** — it is a competitive advantage.
* **Auditability builds trust** — regulators, partners, and citizens must see the same truth.
* **Sovereignty matters** — Africa must own its operating systems, not rent them.
* **Federation is power** — no single company or state can solve this alone; networks of trust must be built.

## **3. Our Principles**

* **Founder Control**: We will not surrender sovereignty to investors or external actors.
* **Financial Discipline**: 60% of earnings and 30% of revenue will be reinvested into growth for the first 5 years.
* **Transparency**: Every transaction, manifest, and clearance is logged immutably.
* **Participation**: Communities, regulators, and operators are co‑owners of the system.
* **Scalability**: From one port to a continent, from one regulator to a federation.

## **4. Our Vision**

* **Short‑Term**: Deliver Ax as the compliance backbone for logistics, aviation, and cargo in South Africa.
* **Medium‑Term**: Expand across Africa under AfCFTA, integrating customs, ports, and regulators into a federated trust layer.
* **Long‑Term**: Position Ax as Africa’s **sovereign operating system**, with global corridors into Dubai, Europe, and beyond.

## **5. Our Commitment**

We, the Founders of Ax, commit to:

* Protecting the sovereignty of this company.
* Building with urgency, discipline, and integrity.
* Empowering regulators, operators, and communities with tools that make compliance seamless.
* Scaling Ax into a **continental unicorn** that redefines how Africa trades, governs, and grows.

**Signed:**

**Sizwe Ngwenya** Founder & CEO, Ax

**[Founder Name]** [Role Title]

**[Founder Name]** [Role Title]

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_

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# **Ax (a\*x.co.za) – Board Charter (Draft v1.0)**

## **1. Purpose**

The purpose of this Board Charter is to define the structure, powers, and responsibilities of the Board of Directors of **Ax (a\*x.co.za)**. It ensures that governance is transparent, disciplined, and aligned with the Company’s mission of building a compliance‑first, sovereign operating system.

## **2. Composition**

* The Board shall initially consist of the **Founders of Ax**.
* The **Founder & CEO** shall serve as **Chairperson**.
* Independent or investor directors may be appointed in future, subject to Board approval.
* Each Founder shall hold **one vote**.

## **3. Powers & Authority**

* The Board is the **supreme decision‑making body** of the Company.
* The Board delegates day‑to‑day management to the CEO and executive team.
* The Board retains authority over:
  + Strategic direction and pivots.
  + Capital raising and investor negotiations.
  + Equity allocations and option pool management.
  + Approval of major contracts and partnerships.
  + Appointment and removal of directors and officers.

## **4. Decision‑Making**

* Decisions shall be made by **majority vote**.
* In case of a deadlock, the **Chairperson (CEO)** shall hold a **casting vote**.
* Strategic pivots, capital raises, or amendments to the Founders Pack require a **two‑thirds majority**.

## **5. Meetings**

* The Board shall meet at least **quarterly**, or more frequently as required.
* Meetings may be held physically or virtually.
* A quorum shall consist of **two‑thirds of directors**.
* Minutes shall be recorded and stored in the Company’s compliance archive.

## **6. Duties of Directors**

Each Director shall:

* Act in the **best interests of the Company** at all times.
* Uphold the **Financial Discipline Statement (Annex B)**.
* Ensure compliance with all applicable laws and regulations.
* Maintain confidentiality of all Company information.
* Disclose any conflicts of interest immediately.

## **7. Committees**

The Board may establish committees as required, including but not limited to:

* **Audit & Compliance Committee**
* **Finance & Investment Committee**
* **Technology & Security Committee**

## **8. Accountability**

* The Board is accountable to the **Founders, regulators, and stakeholders**.
* Annual **Transparency Reports** shall be published.
* The Board shall undergo an **independent governance review** every 3 years.

## **9. Amendments**

This Charter may only be amended by a **two‑thirds majority vote** of the Board.

**Signed:**

**Sizwe Ngwenya** Founder & CEO, Chairperson

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_

**[Founder Name]** Director

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_

# **Annex E – Board Resolution on Financial Discipline (Draft v1.0)**

## **Resolution of the Board of Directors of Ax (a\*x.co.za)**

Date: **[Insert Date]** Location: **[Insert Location]**

### **WHEREAS:**

1. The Founders of Ax are committed to building a compliance‑first, sovereign operating system for logistics, aviation, cargo, cold chain, emergency response, and governance.
2. The long‑term sustainability and independence of Ax requires strict financial discipline, reinvestment, and protection of founder control.
3. The Board recognizes the need to enshrine these principles in a binding resolution.

### **NOW, THEREFORE, BE IT RESOLVED THAT:**

1. **Reinvestment Rule**
   * The Company shall reinvest **60% of net earnings** and **30% of gross revenue** into growth during the first **five (5) years** of operation.
2. **Allocation of Reinvested Funds**
   * 40% Engineering & Compliance
   * 30% Sales & Partnerships
   * 20% Infrastructure & Operations
   * 10% Research & Development
3. **Founder Compensation**
   * Founder salaries and distributions shall remain **reasonable and sustainable**, aligned with Company growth and cash flow.
   * Any deviation requires **two‑thirds Board approval**.
4. **Capital Raising**
   * External capital may only be raised if it does not compromise **founder control** or the **sovereign mission** of Ax.
   * Investor terms must respect this Financial Discipline Resolution.
5. **Enforcement**
   * This Resolution is binding on all Founders and Directors.
   * Breach of this Resolution constitutes grounds for removal from the Board and forfeiture of unvested equity.

### **CERTIFICATION**

We, the undersigned, hereby certify that the foregoing Resolution was duly adopted by the Board of Directors of Ax on the date first written above, and that it remains in full force and effect.

**Signed:**

**Sizwe Ngwenya** Founder & CEO, Chairperson

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_

**[Founder Name]** Director

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_

**[Founder Name]** Director

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_

# **Ax (a\*x.co.za) – Founders Pack Executive Summary (Draft v1.0)**

## **1. Who We Are**

Ax is a **compliance‑first operating system** for logistics, aviation, cargo, cold chain, emergency response, and governance.  
 We are building Africa’s **sovereign trust layer** — a federated platform where regulators, operators, and communities share the same auditable truth.

## **2. Why We Exist**

* **Compliance is broken**: fragmented, paper‑based, and slow.
* **Trust is fragile**: regulators, operators, and citizens often see different versions of reality.
* **Africa needs sovereignty**: we cannot rent our infrastructure from outside powers.

Ax exists to **turn compliance into a competitive advantage** — making it seamless, auditable, and trusted across borders.

## **3. Our Vision**

* **Short‑Term**: Deploy Ax in South Africa across aviation, cargo, and logistics.
* **Medium‑Term**: Expand under AfCFTA, federating customs and regulators across Africa.
* **Long‑Term**: Position Ax as Africa’s **sovereign operating system**, with global corridors into Dubai, Europe, and beyond.

## **4. Our Principles**

* **Founder Control**: Sovereignty is non‑negotiable.
* **Financial Discipline**: 60% of earnings and 30% of revenue reinvested for 5 years.
* **Transparency**: Every transaction is logged immutably.
* **Federation**: Built for regulators, operators, and communities together.

## **5. Governance & Compliance**

* **Board Charter**: Clear governance, majority voting, CEO casting vote.
* **Compliance Manual**: ICAO, IATA, SACAA, SARS, POPIA, GDPR mapped into Ax workflows.
* **Regulatory Mapping Annex**: Side‑by‑side law → Ax compliance mechanism.
* **Audit & Oversight**: Quarterly internal reviews, annual independent audits, regulator dashboards.

## **6. Financial Discipline**

* **Resolution Passed**: 60% net earnings + 30% revenue reinvested.
* **Allocation**: 40% Engineering & Compliance, 30% Sales & Partnerships, 20% Infrastructure, 10% R&D.
* **Founder Compensation**: Reasonable, sustainable, Board‑approved.

## **7. Founders & Roles**

* **Sizwe Ngwenya** – CEO & Chief Architect (vision, compliance, architecture).
* **[Founder 2]** – Head of Sales & Partnerships.
* **[Founder 3]** – Operations & Support Lead.
* **[Founder 4]** – Head of Retail & Community.
* **[Founder 5]** – Founding UI/UX Engineer.

(See Annex A & C for equity split and role matrix.)

## **8. Exit & Dispute Resolution**

* **Voluntary Exit**: 30 days’ notice, unvested equity forfeited.
* **Involuntary Removal**: For misconduct, breach, or non‑performance.
* **Dispute Resolution**: Mediation → Arbitration → Court (last resort).
* **Non‑Compete**: 24 months post‑exit.

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## **9. Why This Matters**

This Founders Pack proves that Ax is:

* **Regulator‑ready**: Compliance mapped, manuals drafted, audits planned.
* **Investor‑ready**: Governance, financial discipline, and equity structure in place.
* **Partner‑ready**: Onboarding packs, trial agreements, and contracts prepared.

## **10. Our Commitment**

We, the Founders of Ax, commit to building Africa’s sovereign operating system with urgency, discipline, and integrity.  
 This Pack is our **constitution** — binding us to compliance, transparency, and growth.

**Signed:**

**Sizwe Ngwenya** Founder & CEO, Ax

**[Founder Name]** Director

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_