

THE REPUBLIC OF UGANDA

THE COMPANIES ACT (CAP 110)

MEMORANDUM AND ARTICLES OF ASSOCIATION OF

OSCORN TECHNOLOGIES

A COMPANY LIMITED BY GUARANTEE WITHOUT SHARE CAPITAL

Incorporated this 20th day of March 2018

Drawn by:

The Directors of:

OSCORN TECHNOLOGIES

kampala,kireka,opp shell-mamelito building, Uganda

THE REPUBLIC OF UGANDA
THE COMPANIES ACT (CAP 110)
COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION OF OSCORP TECHNOLOGIES

- 1- The name of the company is Oscorp Technologies (LTD).
- 2- The registered office of the company shall be situated in the Republic of Uganda.
- 3- The members subscribed to this Memorandum of Association are coming together in pursuance of the following;

Vision: "Empower the Global Community with Technology"

In furtherance of the above mentioned vision the objectives for which the company is established are:

- a. To solve Community Problems and Challenges with Information Technology Solution.
- b. To Develop and Implement Information Technology Solutions for the Global Community

- 4- The liability of the members is limited as follows:





Every member of the company undertakes to contribute to the assets of the company in the event of it being wound up while as a member or within one year afterwards, for payment of the debts and liabilities of the company contracted before they ceased to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as required not exceeding shillings one hundred (100,000=) only.

- 5- Any income and property of the company shall solely be used for the promotion and furtherance of the objectives herein and the vision of the company and no portion thereof shall be paid, directly or indirectly, to any member or company official or any other person or organization as dividends, bonus or profit.
- 6- Nothing in clause 5 of this memorandum shall prevent the payment, in good faith, of reasonable and proper remuneration of any officer of the company or individual in return for actual services rendered to the company.

7- In case the company winds up or gets dissolved, and after paying all debts and liabilities, any assets remaining shall not be distributed among the members of the company but shall be given to another institution having similar objectives and which shall prohibit the distribution of its income and property amongst its members at or before dissolution.

8- No addition, alterations or amendment shall be made to this memorandum for the time being in force unless the amendment/alteration has been passed by 2/3 majority of members present at the General Assembly.

We the several persons whose names, addresses and descriptions are hereunto subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association.

Name	Organization/Address	Title	Signature
ENG.WALUGEGA RONALD	Kampala,Kiwafu-Central B,EnttebeMunicipality	Chief Director	
MRS.KUNIHIRA HOPE AGNESS	Kampala,Kireka,off bweyogere road-landcat Appartments Apt-No.45	Head Of Finance	
ENG.ERIC CIPHER	Kampala,Enttebe,Kitooro plot 23	Head Of Development	
ENG.GADDAFI MUHAMMAD	Kampala,bwaise-jambula opp winston primary school plot 34	Head Software Developer	

Dated this 20th Day of March 2018.

Witness to the above signatures

Name : Kigozi Mark

Title/Occupation : Head Of Information Technology /NSSF-Uganda

Address : kampala,gayaza, off ziobwe road plot 60, Mulungi Lane

Signature



THE REPUBLIC OF UGANDA
THE COMPANIES ACT (CAP 110)
ARTICLES OF ASSOCIATION OF
OSCORP TECHNOLOGIES

A COMPANY LIMITED BY GUARANTEE WITHOUT SHARE

CAPITAL INTERPRETATION

1. In these Articles, unless the context requires “ACT” MEANS The Companies Act (CAP 110) and every statutory modification or re-enactment thereof the time being in force.

“Board” means Board of Directors

“The Company” shall mean OSCORP TECHNOLOGIES

Ltd “The Seal” shall mean the common seal of the
company “Month” shall mean the calendar month

“Year” means the calendar year

“Projects” means the Information Technology tasks assigned to Oscorp Technologies as a Company to accomplish

“Software development” means the process of designing / implementing an information technology solution

Words and expressions defined in the Act shall, if not consistent with the subject or context, bear the same meaning in these Articles. Words importing the singular number shall include the plural and the words importing persons shall include firms and bodies corporate; the word “member” in respect of firms and bodies corporate shall include the properly accredited representative of the member. Words importing masculine gender shall include feminine gender and vice-versa.

2. The Articles will be constructed with reference to the Companies Act (CAP 110) and terms used in these Articles have the same respective meaning as they have when used in the Act.
3. The Association is established for the purpose expressed in the Memorandum of Association.

4.0 Organs of ACTS

7.1. The organs of ACTS shall include the following:

7.1.1. Board of Directors

7.1.2. The Chief Director

10.0 Functions of the chief Director

- 10.1. He/she shall be the honorary head and lead in Project Development of the Company
- 10.2. He/she shall be a signatory of the Accounts and other policy documents of the Company
- 10.3. He/she shall preside over Board meetings
- 10.4. Shall provide leadership to the Board and guide and mediate Board actions with respect to organizational priorities and governance concerns.
- 10.5. Appoint the Software Engineers on Company Projects.
- 10.6. Shall attend committee meetings where need be as an ex-official
- 10.7. Reviews the progress of the company in consultation with the Board of Directors
- 10.8. Plays a leading role in Company Projects
- 10.9. Monitors financial planning and financial reports
- 10.10. Formally appoints and evaluates the performance of the Head of Development and informally evaluates the effectiveness of Board members.

11.0 Functions of the Head Software Developer

- 12.1. This shall always be the Head Software Developer of the company and shall always report to the Chief Director.
- 12.2. Shall lead Software development Teams in implementation of the projects as assigned to the company
- 12.3. Ensures smooth, timely and effective communication between the Company and Clients
- 12.4 Shall perform any other Software Development duties that shall be assigned to him or her by the chairperson or board .
- 12.5 Shall Ensure that Company Projects are up to standard and client expected results
- 12.6 Will be responsible to assign different Software developers as technical supports officers to clients.

13.0 Functions of the Head of Finance

- 13.1. Shall report to the chief Director
- 13.2. Shall be in charge of administration of the finances of the Company
- 13.3. Shall monitor and supervise preparation and keeping of books of accounts and financial statements.
- 13.4. Shall ensure development and board review of financial policies and procedures
- 13.5. Shall be part of the finance committee and give guidance and direction to the Board on issues concerning finance.
- 13.6. Shall present Annual Budget to the Board for consideration for Approval.
- 13.7. Shall be a signatory to the Accounts and financial documents of the Company
- 13.8. Shall perform any other functions as shall be assigned to him/her by the chief Director, board of Directors.

14.0 Functions of the Head of Development

- 14.1. Shall report to the Executive Committee of the Board
- 14.2. Regularly attend and participate in Board and important related meetings
- 14.3. Participate actively in committee meetings and chair committee meetings when elected as committee chairperson
- 14.4. Ensure Smooth operation of the Company
- 14.5. Perform any other duties assigned by the Chief Director, the board of Directors.

15. 0 Terms of office

- 15.1. The term of office for the Board shall be three (4) years
- 15.2. In line with section 5.6 of this articles of association, persons serving in the Board can be re-elected into the same position for one more term (2 terms, each of 4 years) serving a total of four (8) years.
- 15.3. A person who has served two terms in any position on the board shall not be eligible for re-election in any office.
- 15.4. In the case of the chief Director, he/she shall not be elected to another position during the second term other than the post he/she is holding as it is the highest position and in any case should be voted out as shall be determined by the Board Of Directors.

16. 0 Voting procedure

16.1. Elections shall be presided over by a returning officer appointed before the conduct of the elections by the Board of Directors from among non voting members and such persons must be of high integrity. 16.2. The Program Management Unit under instructions of the board shall announce vacancies in the Board. In the case of end of term for a given board, the chief Director shall dissolve the Board, hence creating vacancies for elections.

16.3. The returning officer shall call for nominations to a declared vacant post and up to three (3) nominations shall be accepted where a person shall nominate and two second the candidate.

16.4. The nominee shall show willingness to serve in the position and shall be allowed to campaign for a period of time to be determined by the returning officer.

16.5. Voting shall be by secret ballot

16.6. There shall in whatsoever the case may be, no any voting by proxy and or nomination in absentia.

16.7. One is declared winner by considering a simple majority.

16.8. In case of vote tying, the voting shall be repeated instantly until the post is filled.

16.9. In the event where a person is nominated with no competitor, the returning officer shall declare such a person unanimously elected after the closure of nomination.

17.0 Termination of membership to the Board

17.1. If a person resigns from the position

17.2. If found to be of unsound mind and or ill health and upon recommendation of a qualified medical practitioner.

17.3. If found doing activities that bring the Company to disrepute and refusing to adhere to disciplinary actions.

17.4. If deemed necessary for one to stand down in public interest.

17.5. In the event of death

18.0 Meetings

18.1. The Company shall have the following meetings

18.1.1. Annual General Staff Meeting that shall be held every last 2 Fridays in a month in such a time and place that shall be decided by the Board in consultation with the Chief Director.

18.1.2. Board meetings

18.1.3. Committee meetings

18.2. It is expected that staff meetings are compulsory and therefore full participation is encouraged unless under special circumstances.

18.3. The Board shall hold meetings on quarterly basis. However, they shall convene at any time to streamline management issues in order to steer the company in the right direction when the need arises. 18.4. The staff shall conduct meetings regularly so as to plan, report, evaluate and lay strategies for better performances. Such meetings shall be conducted monthly and weekly and at anytime the Head of Development may so wish to, as circumstances may dictate upon.

18.5. On request, the Board may conduct a joint Board/Staff meeting or any member of Board or staff may attend a meeting of the other organ/body.

19.0 Proceedings from meetings

19.1. Proceedings from all meetings conducted by the various organs of the company shall be recorded in a format designed by the company and filed at the headquarters of the company through the secretary of the Board as appointed by the chief Director.

19.2. Such minutes shall be circulated to persons/members and other stakeholders entitled to access to them by the Head of Development.

19.3. No information considered confidential from a meeting shall be released unless such information is declassified and considered useful for public consumption.

20. 0. Finance

20.1. The financial year of the Company shall run from 1st January to 31st December each calendar year

20.2. The Head of Finance shall ensure that proper accounts of the company finance are kept, and present the same to the Board. The Board shall then authorize the Head of Finance to present a duly audited balance sheet by a recognized audit firm to the Chief Director.

20.3. The Board may open or close bank accounts in the name of the company and decide in what manner such bank accounts will be operated in consultation with the Chief Director.

20.4. The finance of the company shall come from the following sources:

20.4.1. Information Technology Projects Accomplished by the company.

20.4.2. Recurrent Maintenance of Information Technology Solutions requested by Clients.

20.4.3. Commission From Finance Technology Information Technology Solution Developed by the Company.

21.0 Benefits

21.1. The Board shall ensure that benefits accrue to the Staff members of the company in form of improved service delivery.

21.2. The Company shall ensure that the capacity of Staff Members is enhanced in order to engage competently in team work and programs therein.

21.3. The Company shall provide information to Staff members and commit human and financial resources to implement projects assigned to the company.

21.4. The Company shall pay such allowances to the Staff Members for giving service to the company as shall be determined by the Board and approved by the Chief Director from time to time.

21.5. Any other benefits that shall be lawful and consistent with this Articles of Association.

22.0 Seal

22.1. The company shall have a seal that will be in the custody of the Head of Finance.

22.2. The seal shall not be affixed to any certificate, deeds or any document except with the express written authority of the board

22.3. Such deeds or documents shall after the seal has been affixed be signed by any two of the following

22.3.1. The Chief Director

22.3.2. The Head of Development in the absence of the chairperson

22.3.3. The Head of Finance in case of financial documents

23.0 Bye-laws

23.1. The Human Resource Committee shall from time to time make bye-laws to govern the conduct and management of affairs of the Company.

23.2. Such bye-laws shall be in form of code of conduct, administrative instructions, operational manuals and guidelines, rules and regulations.

23.3. The Human Resource Committee may from time to time repeal, alter or amend the bye-laws.

23.4. Such repeal, alterations or amendment shall be published and distributed to all staff members.

23.5. The Board shall authorize the implementation of such bye-laws immediately it deems necessary until the Chief Director decides contrary.

24. 0. Oath

24.1. The company shall have oath of allegiance to be taken by the Board and the management unit.

24.2. The oaths shall be taken in the General Assembly(Staff).

24.3. Any breach of the oath will lead to serious repercussions on the individual implicated subject to disciplinary committee decision.

25. 0. Amendment of the Articles of Association

25.1. Any representative or Board member may initiate such amendments by notifying the chief Director in writing at least two months before the Annual General meeting giving details of the proposed amendments.

25.2. The appointed secretary shall circulate copies of the same to the Board and all the members of the company.

25.3. A special meeting shall be convened by the Board to discuss the proposed amendments and forwarded to the Chief Director




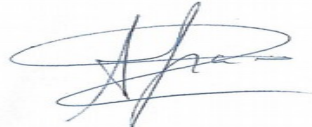
25.4. The Chief Director shall consider the merits of the amendments and may approve or may not approve the amendments and its decision is final.

26.0 Dissolution

28.1. The company shall stand dissolved by a resolution of the Chief Director after at least three meetings for the purpose.

28.2. Such dissolution motion shall be communicated to the program management unit who will cause to be circulated to the board, members and partners this motion and convene meetings to debate upon. 28.3. In the event where a resolution to dissolve the company is passed by 2/3 majority of all the members within the three consecutive meetings with intervals of not less than two months, it shall stand dissolved.

We the several persons whose names, addresses and descriptions are hereunto subscribed are desirous of being formed into a company in pursuance of this Articles of Association.

Name	Organization/Address	Title	Signature
ENG.WALUGEGA RONALD	Kampala,Kiwafu-Central B,EnttebeMunicipality	Chief Director	
MRS.KUNIHIRA HOPE AGNESS	Kampala,Kireka,off bweyogere road-landcat Appartments Apt-No.45	Head Of Finance	
ENG.ERIC CIPHER	Kampala,Enttebe,Kitooro plot 23	Head Of Development	
ENG.GADDAFI MUHAMMAD	Kampala,bwaise-jambula opp winston primary school plot 34	Head Software Developer	

Dated this 20th Day of March 2018.

Witness to the above signatures

Name : Kigozi Mark

Title/Occupation : Head Of Information Technology / NSSF-Uganda

Address : kampala,gayaza, off zirobwe road plot 60, Mulungi Lane

Signature

A handwritten signature in blue ink, appearing to read "Carlyle Jones", with a long horizontal flourish extending to the right.

