

የኦሮሚያ ካፒታል ዕቃ ፋይናንስ ንግድ ሥራ

አክሲዮን ማህበር

የመመሥረቻ ጽ/ቤት

መጋቢት 2006

አዲስ አበባ

የኦሮሚያ የካፒታል ዕቃ ፋይናንስ ንግድ ሥራ አከሲያን ማህበር

አንቀጽ 1

የመሥራቾች ስም፣ ዜግነት፣ አድራሻና የአክሲዮን ብዛት

እኛ ስማችን፣ ዜግነታችንና አድራሻችን በዚህ በታች በአንቀጽ 1 የተመለከተው ሰዎች በኢትዮጵያ የንግድ ሕግ ቁጥሮች 307 እና 312 ድንጋጌዎች እንዲሁም በአዋጅ 103/90 ማሻሻያ አዋጅ 807/2005 እና ኢትዮጵያ ብሔራዊ ብንክ ሕጎች፣ ደንቦች፣ መመሪያዎች፣ በዚህ መመስረቻ ጽሁፍና የዚሁ ጽሁፍ ክፍልና አካል በሆነው የመተዳደሪያ ደንብ መሰረት የሚተዳደረውን ይህንን የአክሲዮን ማህበር አቋቁመናል።

ተ/ቁ	ስም	ዜግነት	አድራሻ	የአክሲዮን ብዛት	የአንዱ አክሲዮን ጋ ብር	ጠቅላላ የተፈረመ	የተከፈለ
1	ኦሮሚያ ብድርና ቁጠባ አ.ማ	ኢትዮጵያዊ	አ.አ.	100,000	1000	100,000,000	100,000,000
2	ኦሮሚያ ብሔራዊ ክልላዊ መንግሥት	ኢትዮጵያዊ	አ.አ.	90,000	1000	90,000,000	90,000,000
3	አሰላ ከተማ አስተዳደር	ኢትዮጵያዊ	አ.አ.	3,000	1000	3,000,000	3,000,000
4	አዳማ ከተማ አስተዳደር	ኢትዮጵያዊ	አ.አ.	3,000	1000	3,000,000	3,000,000
5	ዳ-ከም ከተማ አስተዳደር	ኢትዮጵያዊ	አ.አ.	2,000	1000	2,000,000	2,000,000
6	የሱሱልታ ከተማ አስተዳደር	ኢትዮጵያዊ		1999	1000	1999000	1999000
7	አቶ አብዱልቃድር ሁሴን	ኢትዮጵያዊ		1	1000	1000	1000
	ድምር			200,000		200,000,000	200,000,000

አንቀጽ 2
የግብር ስም

የግብር ስም ጥርጣሬ ካፒታል እቃ ፋይናንስ ንግድ ሥራ አከላኛ ግብር ነው።

አንቀጽ 3
የግብር ጥያቄ ሙሉ ስም

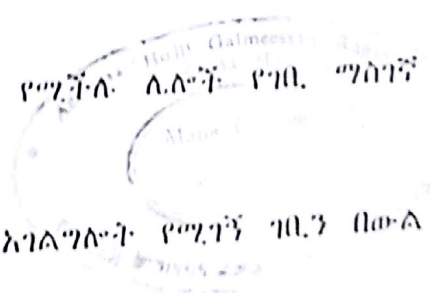
1. የግብር ጥያቄ ሙሉ ስም በአዲስ አበባ ሆና ጥርጣሬ ካፒታል ከሌሎች የአስተዳደር መዋቅርን የተከተለ ሆና እንደ አስፈላጊነቱ በሌሎችም ከሌሎች ቅርንጫፍና ንዑስ ቅርንጫፍ ጽ/ቤቶች ይኖራል። የጥያቄ ሙሉ ስም አድራሻ ስ.ቁ. +251 115 57 11 59፣ ሙሉ ስ.ቁ. 19853፣ ፋክስ ቁ. +251 557 11 52. -

2. የዚህ አንቀጽ ንዑስ አንቀጽ 1 ድንጋጌ እንደተመዘገበ ሆና ግብር በኢትዮጵያ ውስጥ በሌሎች ስፍራዎች ተገቢ ሆና ሲያገኘው ተጨማሪ ቅርንጫፎች፣ ንቅርንጫፎችና ማስተባበሪያዎችን ሊከናወን ይችላል።

አንቀጽ 4
የግብር አላማዎች

ግብር በዚህ መመሪያ ጽዑፍ መሠረት የሚከተሉት አላማዎች ይኖራሉ፡-

1. አዋጭነት ያለው የምርትና የንግድ ሥራ ለይ ለተሰማሩ ጥቃቅን፣ አንስተኛ፣ ታዳጊ መካከለኛ እና በመካከለኛ ደረጃ ለሚገኙ አንተርፕራይዎች የካፒታል ዕቃ ፋይናንስ አገልግሎት መስጠት።
2. ሥራቸውን ማስፋፋት ለሚፈልጉና የተሻለ አረጃጃም ላስመዘገቡ ሌሎች ትላልቅ አንተርፕራይዎች የካፒታል ዕቃ ፋይናንስ አገልግሎት መስጠት።
3. ለካፒታል እቃ ዜራይ አገልግሎትና ለሌሎች የአገልግሎት መስጫ ሥራዎች የሚውለውን ሃብት ማሰባሰብ።
4. ለካፒታል ዕቃ ፋይናንስ አገልግሎት ድጋፍ ለውሎ የሚችሉ ሌሎች የገቢ ማስገኛ ተግባራትን መስራት።
5. ለተጠቃሚዎች ከተላለፈው የካፒታል ዕቃ ፋይናንስ አገልግሎት የሚገኝ ገቢን በውል ስምምነቱ መሰረት በወቅቱ መሰብሰብ።
6. በኢትዮጵያ ብሄራዊ ባንክ ደንብና መመሪያ መሰረት የተፈተዱ ዓላማዎችን መፈጸም።



Handwritten signatures and initials of officials.

አንቀጽ 5
የማመድ ዋና ገንዘብ/የገቢ

1. የማመድ የተጠቃሚ ዋና ገንዘብ ዘርፍ ሁለት ሙቶ ሚሊዮን (200,000,000) ዘርፍ ነው።
2. የተጠቃሚ ዘርፍ ሙቶ ሚሊዮን (200,000,000) ዘርፍ የማመድ ካፒታል በገንዘብ ተክፍቴ በኢትዮጵያ ንግድ ስርቅ ቁ.312 መሠረት በአራማያ ዘርፍና ቀጠላ አካላት ማመድ ለገንዘብ ተክፍት ለገንዘብ ስታ ለገንዘብ ንግድ ሥራ አሰጣጥ ዘርፍ በተከፈተ ላይ ነው።
3. የማመድ የተጠቃሚ ዋና ገንዘብ ዘርፍ ሁለት ሙቶ ሺህ አካላት የተከፈለ ሲሆን ከዚህም አካላት 1,000 (አንድ ሺህ) ዘርፍ ተቃራኒ 200,000 አካላት የተከፈለ ነው።
4. የማመድ ዋና ገንዘብ በኢትዮጵያ ንግድ ስርቅ ድንጋጌዎች መሠረት ሲጨምር ይችላል።

አንቀጽ 6
የአካላት ጥያቄ ብዛት

የአካላት አካላት ጥያቄ ብዛት 1,000 የሆነ ጠቅላላ ብዛት 200,000 ለሁለት ሙቶ ሺህ አካላት ይኖራል። ሁሉም አካላት በባለ አካላት ስም የተመዘገቡና ቁጥር የተሰጣቸው ሆኖ፣ ሁሉም አካል መብትና ግዴታ ይዘገባሉ።

አንቀጽ 7
የማመድ ዓመታዊ ትርፍ ክፍፍል

1. በአካላት ዓመት /Financial Year/ መጨረሻ የማመድ ገቢና ስጦታ ትርፍና ዜሳራ የሚያሳይ የሂሳብ መግለጫ ተዘጋጅቶ ለአካላት ቦርድ እና ጠቅላላ ጉባኤ ይቀርባል።
2. የአካላት ማመድ የአመቱ የፋይናንስ እንቅስቃሴ ሪፖርት ማለትም የጥራ ገንዘብ እንቅስቃሴ፣ የትርፍና ዜሳራ መግለጫ፣ የንብረት ቆጠራ፣ የውጭ ኦዲት ሪፖርትና የማመድ አጭር የሥራ እንቅስቃሴ ሪፖርት መደበኛ ጠቅላላ ጉባኤው ከመጨረሻ በፊት በኢያንስ 15 ቀን ቀደም ብሎ ለባለአካላት በአድራሻ ይላካቸዋል።
3. በማመድ የተጣራ ትርፍ 25% በየአመቱ እየተተነሰ በልዩ ሁኔታ ወደ መጠባበቂያ ሂሳብ እንዲዛወር ይደረጋል። ይህም የተቋሙ ካፒታል 100% /ሙቶ በሙቶ/ እስከ ሚሆን ድረስ ተቀማጭ ይሆናል።



Handwritten signatures and a circular stamp with the text 'Mana College'.

4. ቀሪው ቅርፅ የሚሰጡ መሰራቾች ቀደም ሲል በተሰጠው ቅጽ መሠረት የድርጅቱን ካርታል ለማሳደግና የአገልግሎት አድማሱን ለማሰፋት ያገለግላል። የአክሲዮን ባለቤቶች የቅርፅ ክፍፍል አይኖርም።

አንቀጽ 8

የሚሰጡት ሃላፊነት

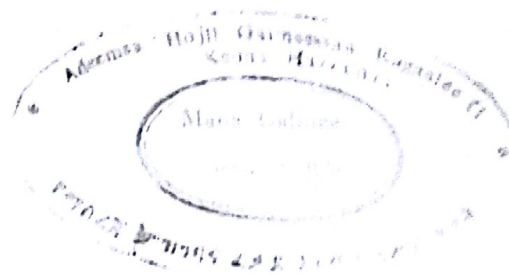
ሚሰጡት ለሚሰጡ ግዴታዎች ሃላፊ የሚሆኑት ባላቸው ድርሻ ልክ ብቻ ነው።

አንቀጽ 9

የሚሰጡ አስተዳደር አካሎች

የሚሰጡ ዋና ዋና የአስተዳደር አካሎች የሚከተሉት ናቸው።

- I. የባለአክሲዮኖች ጠቅላላ ጉብኝ
- II. የዳሬክቲቮች ቦርድ
- III. አዲተሮች
- IV. የሚሰጡ ማኔጅንግ ዳይሬክቲር




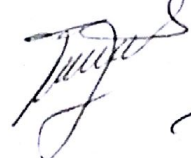




አንቀጽ 10

የሚሰጡ ጠቅላላ ጉብኝ ስልጣን

- 1. ከላይ ከተጠቀሱት በተጨማሪ በንግድ ህጉና በመተዳደሪያ ደንቡ በተመለከተው መሰረት ስልጣን ይኖሩታል።
- 2. የሚሰጡ ጠቅላላ ጉብኝ ከፍተኛው የስልጣን አካል ነው።
- 3. የሚሰጡን ዓመታዊ ዕቅድና የሥራ አፈጻጸም ሪፖርት በማድመጥ አፈጻጸሙን ይገመግማል፤ ያደረገው ቀጣይ አቅጣጫዎችን ያስቀምጣል።
- 4. የሚሰጡን የረጅምና የመካከለኛ ጊዜ ስትራቴጂያዊ ቢዝነስ ፕላን መርምሮ ያወድቃል።
- 5. የሚሰጡን አዲተሮች ይሾማል ከፍተኛውንም ይወስናል።
- 6. የሚሰጡን የመመስረቻ ጽሁፍና የመተዳደሪያ ደንብ ረቂቆች መርምሮ ያወድቃል። ያሻሽላል።
- 7. በባለአክሲዮኖች ተመርጠው የሚቀርቡ የሚሰጡን የዳይሬክቲቮች ቦርድ አባላት ሹመት ያወድቃል።



አንቀጽ 11
የግንቦት የዳይሬክቶሮች ቦርድ

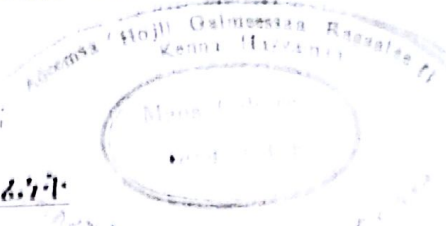
1. ግንቦት የሚተዳደረው በባለአክሲዮኖች በሚወከሉና በጠቅላላ ጉባኤው ውክልናቸው ተቀባይነት አሟኝቶ በተሰየሙት የዳይሬክቶሮች ቦርድ አባላት ሆኖ በኢትዮጵያ ለሂራዊ ባንክ የአደቀላቸው መሆን አለባቸው።
2. ግንቦት 5(አምስት) አባላት ያሉት የቦርድ አባላትን ለሶስት አመታት እንዲያገለግሉ ስለሚችሉ።
3. የዳይሬክቶሮች ቦርድ አባላት በአንድ ላይ ከባንያውን የሚወከሉና ተጠሪ ናቸው።
4. በምስሪታ ወቅት የተሰየሙት የቦርድ አባላት ዝርዝርም እንደሚከተለው ነው።

<u>ስም</u>	<u>የወከሉት አክሲዮን ባለቤት</u>
1. አቶ አብይ-ልቃድር ፀ-ሱን	ቦግል የአክሲዮን ባለቤት
2. አቶ ተሾመ ለገሰ	የኦሮሚያ ብድርና ቁጠባ ኢ.ማ
3. አቶ አበራ ማሞ	ኦሮሚያ ብክርያት መንግሥት
4. አቶ ምልክሳ ጃግማ	የአዳማ ኩባንያ አስተዳደር
5. አቶ ተሾመ ለማ	የአሰላ ኩባንያ አስተዳደር

አንቀጽ 12

የዳይሬክቶሮች ቦርድ ሥልጣንና ኃላፊነት

1. የግንቦት የዳይሬክቶሮች ቦርድ የሚከተሉት ስልጣንና ተግባራት ይኖሩታል፡-
 - ሀ. የግንቦትን ሥራ አመራር እንቅስቃሴ የመከታተልና የመቆጣጠር፤
 - ለ. ለጠቅላላ ጉባኤ ማስተላለፍ የሚያስፈልጋቸውና ለከባንያው ፋይዳ ያላቸውን ጉዳዮች በዝርዝር በመመልከት አስፈላጊውን እርምጃ ይወስዳል።
 - ሐ. የግንቦትን ማረጋገጫ ዳይሬክቶር ይሰይማል፤ ያሰናብታል።
 - መ. የከባንያው የማናጀመንት አካላት የሆኑትን የሰራ ሃላፊዎች በማረጋገጫ ዳይሬክቶር አቅራቢነት ያጸድቃል።
 - ሠ. የሰው ሃይል አስተዳደር፣ የግዢና የፋይናንስ አስተዳደርና አፕራሽን ልማት መመሪያዎችን ያሰጣል።
 - ረ. ለሰው ሃይል አስተዳደር አቅራቢነት መርምሮ የማጽደቅ።



- ረ. ቋሚና ተንቀሳቃሽ ንብረቶችን የመግዛት የመያዝ የመሸጥ ውሳኔ ይሰጣል።
- ሰ. ማኅበሩ ከሌሎች ህጋዊ ድርጅት የሚኖረውን የፍትሐ-ብሄር ግንኙነት አስመልክቶ ከፍርድ ቤት ውጭ ክርክርን በስምምነት የመጨረስ፤ ቀ የማህበሩን አዳዲስ የሚከፈቱ ቅ/ጽ/ቤቶች ያጸድቃል።
- ቢ. የማህበሩን የሂሳብ መዛግብቶችና መግለጫዎችና ልዩ ልዩ መረጃዎችን በተገቢው መያዣውን ያረጋግጣል፤ እንደአግባብነቱም የኢትዮጵያ ብሄራዊ ባንክ በሚያወጣው መመሪያ መሰረት ሪፖርት ይልካል።
- 2. የዳይሬክተሮች ቦርድ አስፈላጊ ሆኖ ሲያገኘው ሥልጣኑን በከፊል ለሰብሳቢው ወይም ለማኔጅንግ ዳይሬክተሩ በውክልና ማስተላለፍ ይችላል።
- 3. ከላይ ከተጠቀሱት በተጨማሪ በንግድ ህጉና በመተዳደሪያ ደንቡ በተመለከተው መሰረት ስልጣን ይኖሩታል።

አንቀፅ 13

የዳይሬክተሮች ቦርድ ለማህበሩ ያላቸው ሃላፊነት

- 1. የዳይሬክተሮች ቦርድ አንድ ወኪል እንደሚያደርገው ጥንቃቄ በህግ በማህበሩ መመስረቻ ፅሁፍ ወይም በማህበሩ መተዳደሪያ ደንብ እና በጉባኤው ውሳኔዎች የተሰጣቸውን ተግባሮች መፈፀም ይገባቸዋል።
- 2. የዳይሬክተሮች ቦርድ ግዴታቸውን ያንደሉ እንደሆነ ለሚደርሰው ጉዳት በማህበሩ ዘንድ በአንድነት ሳይከፋፈሉ ሃላፊዎች ይሆናሉ።
- 3. የዳይሬክተሮች ቦርድ በማናቸውም ጊዜ ሁሉ አስተዳዳሪዎቹ ሳይከፋፈሉ ሃላፊዎች የሆኑበትን የማህበሩን ጠቅላላ ስራ አመራር ለሚመለከተው የጠቅላላ ጥንቃቄ ግዴታ ሃላፊዎች ናቸው።
- 4. የዳይሬክተሮች ቦርድ ለማህበሩ ጉዳት የሚያመጡ ስራዎች መኖራቸውን እያወቁ ይህን የመሰሉ ስራዎች እንዳይፈፀሙ ለመከላከል ወይም የጉዳቶቹን ምክንያቶች ለማቃለል የሚቻላቸውን ያላደረጉ እንደሆነ በአንድነት ሳይከፋፈሉ ሃላፊዎች ናቸው። እንዲሁም በተናጠል ለሚፈጸሙት የግል ሃላፊነት ይኖርባቸዋል።
- 5. የዳይሬክተሮች ቦርድ በቅን ህሊናና በትኩረት ስለመስራታቸው ማስረጃት አለባቸው።



አንቀጽ 14
የዋስትና አክሲዮኖች

1. የዳይሬክቶሮች ቦርድ ለዋስትና የሚሆን በሰማቸው የተመዘገቡ አክሲዮኖች 100% በማህበሩ ሂሳብ ውስጥ ማስቀመጥ ይጠበቅባቸዋል።
2. እነዚህ አክሲዮኖች የኩባንያው ዳይሬክቶሮች በሰራቸው እስከቆዩበት ጊዜ ድረስና በአስተዳዳሪነት ስላለባቸው ሃላፊነት እስኪያስረዱ ድረስ አክሲዮኖቹ ሊመለሱላቸው አይችሉም።

አንቀጽ 15
የማህበሩ ማኔጂንግ ዳይሬክተር እና ምክትል ማኔጂንግ ዳይሬክተሮች

1. የማህበሩ የዕለት ትዕለት ተግባራት በዳይሬክቶሮች ቦርድ በሚመረጥ ማኔጂንግ ዳይሬክተር ይካሄዳል።
2. የማህበሩ ማኔጂንግ ዳይሬክተር፣ ምክትል ማኔጂንግ ዳይሬክተሮች እና ሌሎች የማኔጅምንት አካላት ሹመት እና የአገልግሎት ክፍያቸው በዳይሬክቶሮች ቦርድ ይወሰናል።
3. የማኔጂንግ ዳይሬክተሩ እና ምክትል ማኔጂንግ ዳይሬክተሮች ዋና ዋና ተልዕኮዎቹ በህግና በመመስረቻ ጽሁፍና መተዳደሪያ ደንብ ላይ በተመለከተው ሲሆን በተጨማሪ ስራዎች በዳይሬክቶሮች ቦርድ በሚሰጠው መሰረት ይሆናል።

አንቀጽ 16

አዲተር

1. ማህበሩ በጠቅላላ ጉባኤው የሚሾም አዲተር ወይም አዲተሮች የሚኖረው ሲሆን የአዲተር ስያሜው ሹመት በኢትዮጵያ ብሄራዊ ባንክ መጽደቅ ይኖርበታል።
2. የሚሾመው አዲተር የህግ ሰውነት ያለው ወይም የተፈጥሮ ሰው ሆኖ ህጋዊ ፈቃድ ያለው መሆን አለበት።
3. የአዲተሩም ተግባር፣ ሥልጣንና ኃላፊነት በንግድ ሕግ በቁጥር 368-380 በተደነገገው፣ በካፒታል እቃ ኪራይ ንግድ ስራ አዋጅ ቁጥር 807/2005 በኢትዮጵያ ብሄራዊ ባንክ በሚያወጣቸው መመሪያዎች መሰረት ይሆናል።
4. በጠቅላላ ጉባኤ የተሾመ አዲተር ለሶስት ተከታታይ ዓመታት የሚያገለግል ይሆናል።

አንቀጽ 17



[Handwritten signatures]



የማህበሩ የሥራ ዘመን

ማህበሩ የተቋቋመው ላልተወሰነ ጊዜ ነው። ሆኖም በንግድ ሕግ ቁጥር 495 ሥር በተደነገጉት ምክንያቶች በማናቸውም ጊዜ ሊፈርስ ይችላል።

አንቀጽ 18

የማህበሩ የበጀት ዓመት

የማህበሩ የበጀት ዓመት እንደ አውሮጳውያን አቆጣጠር ከሃምሌ 1 እስከ ሰኔ 30 ይሆናል ። ሆኖም ማህበሩ ስራ የሚጀምርበት በጀት ዓመት ፈቃዱን ካገኘበት ጊዜ አንስቶ እስከ ሰኔ 30/2014 እስከ ይሆናል።

አንቀጽ 19

የሥራ ሪፖርት አቀራረብ

1. የኩባንያው ዓመታዊ የስራ አፈጻጸምና ሪፖርት በብሄራዊ ባንክ ባወጣው መመሪያና በንግድ ህጉ ቁጥር 446 መሰረት ይሆናል።
2. ማህበሩ የሃብትና ዕዳ መግለጫ፣ የትርፍና ኪሳራ መግለጫና ዓመታዊ አጠቃላይ የስራ እንቅስቃሴዎችና የማጠቃለያ ሪፖርት ማዘጋጀት ይገባዋል።
3. የዳይሬክተሮች ቦርድ ዝርዝር ሪፖርቶችን በትኩረት በጠቅላላ ጉባኤ ማየትና መቀበል፣ ለሚመለከታቸው ሪፖርቶችን ቢያንስ በአንድ ወር ጊዜ መላክ ይኖርባቸዋል።

አንቀጽ 20

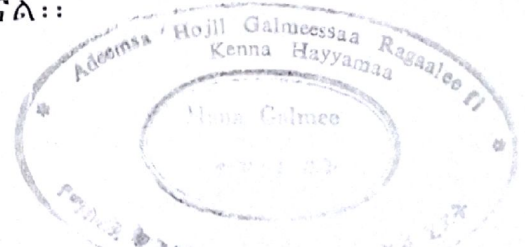
ህትመት

ማናቸውም መረጃዎች፣ ምዝገባዎችና ሪፖርቶች መዘጋጀት ያለባቸው በንግድ ህጉና በካፒታል ዕቃ ኪራይ ንግድ ስራ አዋጅ ቁጥር 807/2005 መሰረት ይሆናል።

አንቀጽ 21

ስለ ጥሪ አደራረግ

1. የጠቅላላ ጉባኤ ስብሰባ ጥሪ የሚተላለፈው በኩባንያው መተዳደሪያ ደንብ አንቀጽ 13 እና 15 መሰረት መሆን ይኖርበታል።



Handwritten signatures and initials of several individuals.

2. ማንኛውም ከኩባንያው ለባለአክሲዮኖች የሚተላለፉ ጥሪዎች እንደ አመችነቱ በተላላኪ በሥራታ በፋክስ በኢሜል ወይም በስልክ በተመዘገቡበት አድራሻ እንዲያርሱ ይደረጋል።

አንቀጽ 22

ሌሎች ልዩ ልዩ ጉዳዮች

1. የኩባንያው መመስረቻ ጽሁፍ በማናቸውም ጊዜ በድንገተኛ ጠቅላላ ጉባኤ ውሳኔ ሊሻሻሉ ይችላሉ።
2. በአማርኛውና በእንግሊዘኛው ቋንቋ የተዘጋጀው መመስረቻ ጽሁፍ ላይ ልዩነቶች በሚያጋጥሙበት ወቅት በአማርኛ ቋንቋ የተዘጋጀው ይወሰዳል።
3. ይህ መመስረቻ ጽሁፍ ስራ ላይ እንዲውል የሚደረገው በኩባንያው በጠቅላላ ጉባኤ ጸድቆ በኢትዮጵያ ብሄራዊ ባንክ እና በሰነዶች ምዝገባና ማረጋገጫ ጽ/ቤት ሲመዘገብና ሲጸድቅ ይሆናል።



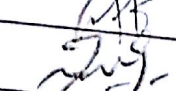


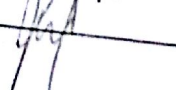

ይህ የመመስረቻ ጽሁፍ በጠቅላላ ጉባኤው ፀድቆ ዛሬ ----- ቀን 2006 ዓ.ም በባለአክሲዮኖች ሕጋዊ ወኪሎች በአዲስ አበባ ከተማ ተፈርሟል።

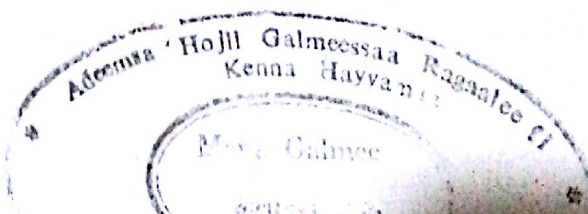
የባለአክሲዮኖች ወኪሎች ሥም

ፊርማ

ቀን

1. የኦሮሚያ ብድርና ቁጠባ አ/ማ
2. የኦሮሚያ ብ/ክ/መንግሥት
3. የአሰላ ከተማ አስተዳደር
4. የአዳማ ከተማ አስተዳደር
5. የዱካም ከተማ አስተዳደር
6. የሱሉልታ ከተማ አስተዳደር
7. አቶ አብዱልታደር ሁሴን

	<u>2.08.06</u>
	<u>30/07/06</u>
	<u>02/08/06</u>
	<u>02/08/06</u>
	<u>02/08/06</u>
	<u>03/08/06</u>
	<u>30/07/2006</u>



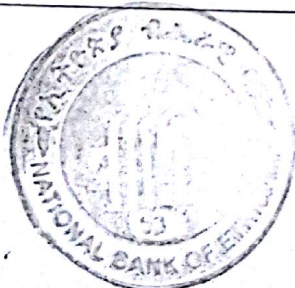
**MEMORANDUM OF ASSOCIATION (MOA) OF
OROMIA CAPITAL GOODS FINANCE BUSINESS SHARE COMPANY(S.C)**

ARTICLE 1

**NAME, NATIONALITY, ADDRESS AND DETAILS OF SHAREHOLDING OF
 SHARE HOLDERS**

We, the founders and subscribers of the OROMIA CAPITAL GOODS FINANCE BUSINESS SHARE COMPANY(hereinafter the "Company") and whose names, nationality and address are shown below, have decided to form a share company that carries CAPITAL GOODS FINANCE BUSINESS in accordance with the provisions of the 1960 Commercial Code of Ethiopia(herein after "Commercial Code"), Capital Goods Finance Business Proclamation No. 103/1998 and its amending Proclamation No.807/2013, pertinent directives of the National Bank of Ethiopian and this Memorandum of Association and Article of Association attached to hereto, hereby declare our commitments to subscribe the capital of the company and to subscribe the number of shares set opposite to the our respective name.

Name of share holder	Nationality	Address				Details of shareholding			
		City	Sub city	woreda	Hono	No. of Share	Par. value	Total subscribed shares	Total paid-up capital
Oromia Credit and Saving Share Co.	Ethiopian	A. A				100,000	1,000	100,000,000	100,000,000
Oromia National Regional Gov't	"	A. A				90,000	1,000	90,000,000	90,000,000
Asella Town Administration	"	Adama				3,000	1,000	3,000,000	3,000,000
Adama Town Administration	"	Asella				3,000	1,000	3,000,000	3,000,000
Dukem Town Administration	"	Dukem				2,000	1,000	2,000,000	2,000,000
Sululta Town Administration	"	Sululta				1,999	1,000	1,999,000	1,999,000
Ato Abdulkadir Husien	"	A. A				1	1,000	1,000	1,000
TOTAL						200,000		200,000,000	200,000,000



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ARTICLE 2

NAME OF THE COMPANY

The name of the company is "OROMIA CAPITAL GOODS FINANCE BUSINESS SHARE COMPANY".

ARTICLE 3

ADDRESS OF THE COMPANY

1. The Head Office of the Oromia Capital Goods Finance Business Share Company shall be in Addis Ababa, Ethiopia and Branches may be opened in areas under the Structures of the Oromia Regional Government and as required open branches and sub branches in other regional Governments. The Head Office Address is Tel: +251 115 557 11 59, P. O.Box: 19853: Fax: +251 557 11 52.
2. Without contravening to the above sub article 1, Branch Offices may be opened in other locations within Ethiopia as necessary.

ARTICLE 4

BUSINESS OBJECTIVES OF THE COMPANY

The Company shall have the following Business Objectives listed below:-

1. To provide Capital Goods Finance Service for micro, small, growing medium and medium enterprises who are engaged in feasible manufacturing and trading business.
2. Provide Capital Goods Finance Service for other large Companies who have better performance and wants to expand their existing businesses.
3. To Mobilize effectively and efficiently the capital necessary for the provision of Capital Goods Lease service and other investment works;
4. To perform any other income generating activities for the Capital Goods Lease service;
5. To perform any other relevant activities to achieve the objectives and would help for its success.
6. Perform the objectives may be given by the regulations and Directives of the Ethiopian National Bank.

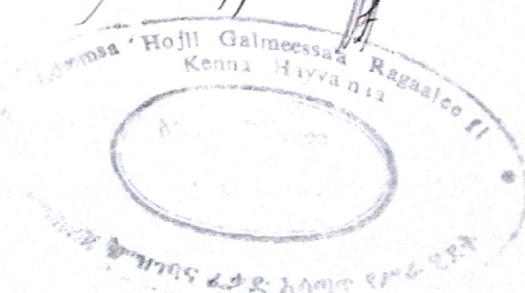


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ARTICLE 5

CAPITAL AND SHARES OF THE COMPANY

1. The subscribed capital of the Company is Birr 200,000,000 (two hundred million)birr;
2. The subscribed shares capital birr 200,000,000 (two hundred million) has been paid up in cash and deposited in the Finfinnee Branch Micro Finance of Oromia Credit and Saving S.C. in the name and to the account of the COMPANY, in accordance with Art.312 of the Commercial Code of Ethiopia.
3. The subscribed share capital is divided into 200,000 (two hundred thousand) ordinary registered shares with a par value of Birr-1000(one thousand).
4. The capital of the Company may increase in accordance with the provisions of Commercial law of Ethiopia.

ARTICLE 6

NUMBER AND VALUES OF SHARE

The subscribed share capital is divided into 200,000 (two hundred thousand) ordinary registered shares with a par value of Birr-1000(one thousand). The share is pre numbered and registered by the name of the subscriber and each share has equal right and duty.

ARTICLE 7

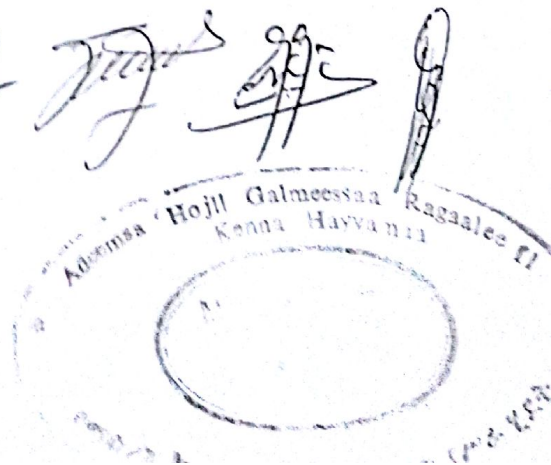
DISTRUTION OF PROFITS

1. At the end of each fiscal year, the balance sheet and financial report of the company shall be submitted to the Board of directors and General Assembly.
2. Fiscal year financial activities of the company ; cash flow statement, income statement, valuation of inventory, audited report shall submitted to all shareholders, before 15 days of the General meeting .



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3. From the total profit of the company 25 %(twenty-five percent) will be transferred to the general reserve fund until it reached 100 %(hundred-percent) of the total capital.
4. The remaining profit (residual surplus) should be reinvested and there is no dividend distribution to share holders.

ARTICLE 7

SHAREHOLDERS LIABILITY

Shareholders of the Company shall be liable only to the extent of their respective shares they own in the Company

ARTICLE 9

ORGANS OF THE COMPANY

The Company shall have the following organs;

- a) The General Meeting of Shareholders;
- b) Auditors;
- c) The Board Directors;
- d) Managing Director of the association.

ARTICLE 10

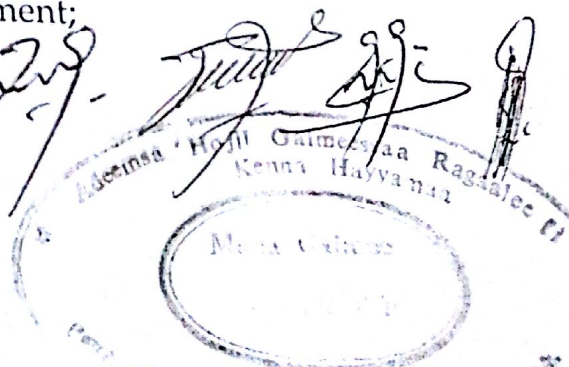
POWERS OF THE GENERAL MEETING OF THE SHAREHOLDERS

1. The General Meeting of the shareholders shall have powers as provided in the Commercial Code,
2. The General Meeting of the Shareholders shall be the supreme body of the company.
3. Hears, evaluates and approves annual performance report and annual working plan and give directions to be implemented.
4. Analyze and approve company's long term and middle term strategic business plan;
5. Appoint company's auditors and determine fee payment;



4

4



6. Review, update and approve company's memorandum and article of association;
7. Approve the assignment of board of directors elected by shareholders;

ARTICLE 11

THE BOARD OF DIRECTORS

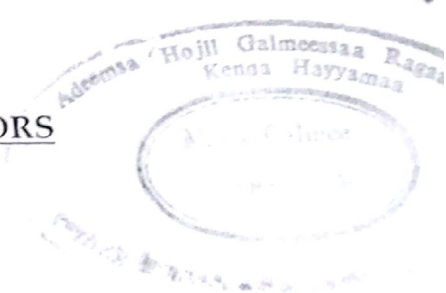
1. The Company shall have a board of Directors appointed by the General Meeting and get approved by the National Bank of Ethiopia.
2. The board of Directors shall consist of 5 members and will serve for a 3 (three) years term of office.
3. The Directors shall jointly represent the Company.
4. The subscribers meeting has appointed the following 5 (five) shareholders to be its first Board of Directors.


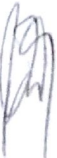


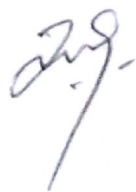
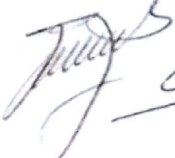
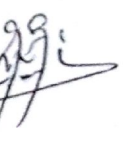

Name	Represented by
1. Ato Abdulkadir Hussien	Physical person representative
2. Ato Teshome Legese	Oromia Credit and Saving sh/ co
3. Ato Abera Mammo	Oromia Regional Government
4. Ato Milkesa Jagema	Adama Town Administration
5. Ato Teshome Lemma	Asela Town Administration

ARTICLE 12

POWERS OF THE BOARD OF DIRECTORS

1. The Directors of the Company are empowered to:
 - a) Control and supervise the company's management;
 - b) Take measures, without transcending the decision of the General Meeting of shareholders, necessary for carrying out the company's business activities;
 - c) Appoint and/or dismiss the General Manager of the Company;






5






- e) Evaluate and approve, procurement, finance, human resource management policies and operation procedures presented by managing director.
 - f) Decide on purchase, sale and hold of mobile and immobile goods or properties;
 - g) The company with other legal entities settle disputes of civil code issues out of court;
 - h) Make recommendations to the shareholders general meeting any idea it finds useful and how to use the company's money in investment subject to pertinent laws of the National Bank of Ethiopia;
 - i) Decide the establishment of branches within or outside of Oromia Regional state
- See financial records, accounts, documents and information about the Company are prepared, kept and their copies are sent to the National Bank of Ethiopia within the period provided for the pertinent directives issued by the National Bank;
2. The Board of directors may delegate some of its powers for specific matters in classified terms to the chairman of the Board and/or the Managing Director.
 3. Besides the Board will have additional responsibilities based on the Company Article of Association and Memorandum of Understandings.

ARTICLE 13

LIABILITY OF DIRECTORS TOWARDS THE COMPANY

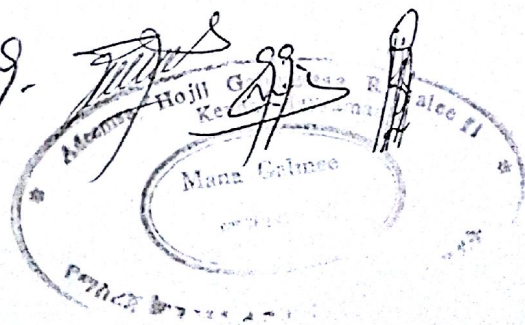
1. Directors shall be responsible for exercising the duties imposed on them by law, the memorandum of Association or this Articles of Association and resolution of meetings, with the care due from an agent.
2. Directors shall be jointly and severally liable to the Company for damage caused by failure to carry out their duties.
3. Directors who are jointly and severally liable shall have a general duty to act with due care in relation to the General Management.



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6/11/2019

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4. Directors shall be jointly and severally liable when they fail to take all steps within their power to prevent or to mitigate acts prejudicial to the Company which is within their knowledge.
5. Directors shall be responsible for showing that they have exercised due care and Diligence.

ARTICLE 14

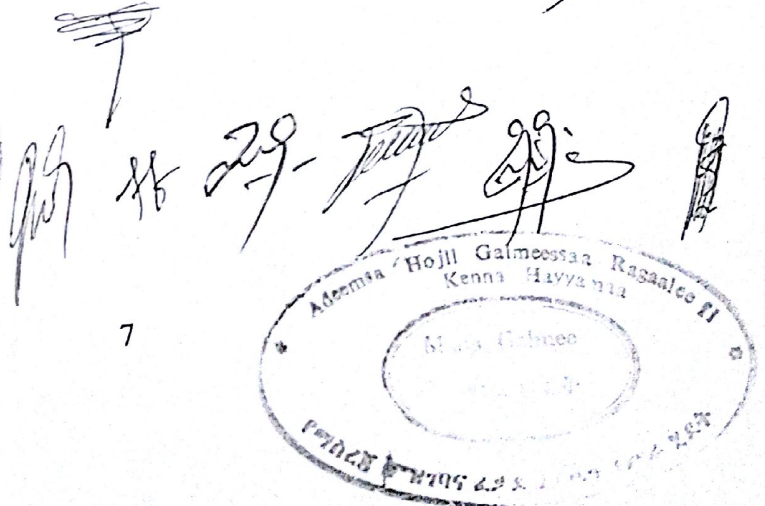
QUALIFICATION OF SHARE

1. The directors shall deposit as security with the Company 100 % their registered shares in the company.
2. These shares shall not be handed to back until the owners have ceased to be directors and have fully discharged their liabilities, if any, to the company.

ARTICLE 15

MANAGING DIRECTOR AND VICE MANAGING DIRECTOR

1. The day to day activities will be accomplished by the managing director who appointed by Bored of director.
2. The managing and deputy managing directors of the company shall be appointed by the Board of Directors which shall also fix their salary, benefits and allowance.
3. The powers, duties and responsibilities of the Managing and Deputy Managing Directors shall be as laid down under Articles of Association and form time to time other powers and duties may be delegated to the Chief Executive Officer by Board of Directors.



ARTICLE 16

AUDITORS

1. The ordinary general meeting shall appoint an auditor or auditors of the Company. The appointment of such of auditors shall be approved by the National Bank of Ethiopia.
2. Auditors to be appointed shall be natural or juridical persons who have obtained legally valid license.
3. Duties and Responsibilities of the Auditors shall be as provided under Articles 368 to 380 of the Commercial Code, Capital goods Leasing Business Proclamation No.807/2013 and National Bank of Ethiopia Directives.
4. The term of Auditors assigned by the General meeting is three consecutive years.

ARTICLE 17

DURATION FOR WHICH THE COMPANY IS ESTABLISHED

THE Company is established for unlimited period of time. It can, however, be dissolved for reasons provided for pertinent laws and Article 495 of Commercial Code of Ethiopia.

ARTICLE 18

FINANCIAL YEAR

The financial year of the Company is running from July 1st to June 30th of the following year. However, the first financial year shall run from the date of registration of the company and shall end June 30 of /2014G.C.

ARTICLE 19

REPORTS

1. The Company shall prepare, every financial year, a balance sheet indicating its assets and liabilities.
2. The company shall prepare profit and loss statements, a summary of its activities for the period which the report covers as well as a summary of its projected activities.



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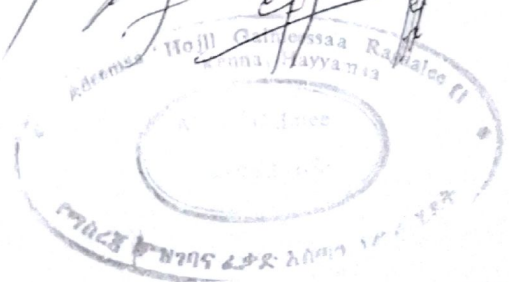
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3. The Board shall consider the report and the same to the shareholders at least forty five days prior to convening the annual general meeting of shareholders. Such documents will be sent to other organizations as appropriate.

ARTICLE 20
PUBLICATIONS

All publications, registrations and other reports required by law shall be prepared in accordance with the provisions of Capital goods leasing Business proclamation No. 807/2013 and the Commercial Code.

ARTICLE 21
METHODS OF CALLING

1. Notice of General Meetings shall be issued in the manner indicated in Article 13 to 15 of Articles of Association.
2. Any other notice may be given by the Company to any shareholder either by messenger, post, fax, e-mail or telex at the registered address of the shareholders as may be appropriate.

ARTICLE 22
MISCELLANEOUS PROVISIONS

1. The memorandum of association may be amended at any time by the extraordinary General Meeting of the Shareholders.
2. In case of conflict of interrelation between the Amharic and English versions of this Memorandum Association, the Amharic version shall prevail.
3. This Memorandum of Association shall enter into force after adoption by the General Meeting of Subscribers and registration by the National Bank of Ethiopia and Document Authentication and Registration Office.

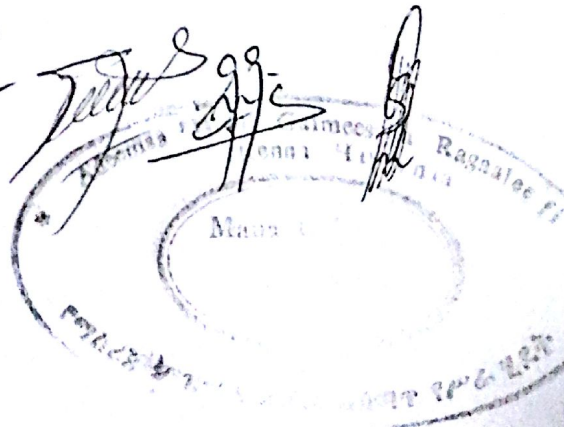
Done and Signed at Addis Ababa; on this-----day of -----2014






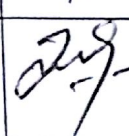
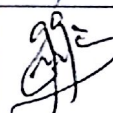


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SHAREHOLDERS SIGNATURE

No.	NAME OF SHAREHOLDER	SIGNATURE	DATE
1	Oromia Credit And Saving Share Company		2-08-08
2	Oromia National Regional Government		30/07/06
3	Asela Town Administration		02/08/06
4	Adama Town Administration		02/08/06
5	Dukem Town Administration		02/08/06
6	Sululta Town Administration		03/08/06
7	Ato Abdulkadir Hussien		30/07/2006

