Certificate issued by the Commissioner of Companies & Intellectual Property Commission on Tuesday, November 10, 2026 at 10:25

Memorandum of Incorporation - Short Standard Form for Non Profit Companies Without Members

COR 15.1C

Registration Number: K2025038188

Enterprise Name: APOSTOLIC OLD CATHOLIC MISSION

MEMORANDUM OF INCORPORATION
OF
APOSTOLIC OLD CATHOLIC MISSION NPC

which is referred to in the rest of this Memorandum of Incorporation as “the Company”.

The Company is a Non Profit company without members, with the following objective:

RELIGIOUS WORSHIP AND OTHER RELIGIOUS COMMUNITY OUTREACH ACTIVITIES

The Company has 4 directors(s), 4 incorporator(s) and 0 alternate director(s), to be appointed in the following manner:

DURING ANNUAL GENERAL MEETING HELD WITHIN 6 MONTHS AFTER FINANCIAL YEAR END

Personal and filing particulars have been removed from this public copy.

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In this Memorandum of Incorporation -

(a) a reference to a section by number refers to the corresponding section of the Companies Act, 2008;
(b) words that are defined in the Companies Act, 2008, bear the same meaning in this Memorandum as in that Act.

Article 1 - Incorporation and Nature of the Company

1.1 Incorporation

(1) The Company is incorporated as a Non Profit company, as defined in the Companies Act, 2008
(2) The Company is incorporated in accordance with, and governed by -
  (a) the provisions of the Companies Act, 2008 without any limitations, extension, variation or substitution; and
  (b) the provisions of this Memorandum of Incorporation.

1.2 Objects and Powers of the Company

(1) The Objects of the Company are as set out on the cover sheet and, except to the extent necessarily implied by the stated objects, the purposes and powers of the Company are not subject to any restriction, limitation or qualification, as contemplated in section 19 (1)(b)(ii).
(2) The Company is not subject to any provision contemplated in section 15 (2)(b) or (c).
(3) upon dissolution of the Company, it net assets must be distributed in the manner determined in accordance with Item 1(4)(b) of Schedule 1 of the Companies Act, 2008.

1.3 Memorandum of Incorporation and Company Rules

(1) This Memorandum of Incorporation of the Company may be altered or amended only in the manner set out in section 16, 17 or 152 (6) (b).
(2) The authority of the Company's Board of Directors to make rules for the Company, as contemplated in section 15 (3) to (5), is not limited or restricted in any manner by this Memorandum of Incorporation.
(3) The Board must publish any rules made in terms of section 15 (3) to (5) by delivering a copy of those rules to each director by ordinary mail.
(4) The Company must publish a notice of any alteration of the Memorandum of Incorporation or the Rules, made in terms of section 17 (1), by delivering a copy of the notice to each director by ordinary mail.

1.4 Optional provisions of Companies Act, 2008 do not apply

The Company does not elect, in terms of section 34 (2), to comply voluntarily with the provisions of Chapter 3 of the Companies Act, 2008.

1.5 Company not to have members

As contemplated in Item 4 (1) of Schedule 1 of the Act, the Company has no members.

Article 2 - Directors and Officers

2.1 Composition of the Board of Directors

The Board of Directors of the Company comprises at least the number of directors, and alternate directors shown on the cover sheet, each of whom -

(a) is to be appointed in the manner set out on the cover sheet; and
(b) serves for an indefinite term until substituted by the person or entity that appointed the director.

2.2 Authority of the Board of Directors

(1) This memorandum of Incorporation does not limit or restrict the authority of the Company's Board of Directors to -
   (a) manage and direct the business and affairs of the Company, as set out in section 66 (1);
   (b) consider a matter other than at a meeting, as set out in section 74;
   (c) conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication, as set out in section 73 (3);
   (d) determine the manner and form of providing notice of its meetings, as set out in section 73 (4);
   (e) proceed with a meeting despite a failure or defect in giving notice of the meeting, as set out in section 73 (5);
   (f) appoint committees of directors, and to delegate to any such committee any of the authority of the Board as set out in section 72 (1), or to include in any such committee persons who are not directors, as set out in section 73 (2)(a).

(2) The right of the Company's directors to requisition a meeting of the Board, as set out in section 73 (1), may be exercised by at least 25% of the directors, if the board has 12 or more members, or by 2 (two) directors, in any other case, as provided in that section.

(3) The quorum requirement for a directors meeting to begin, the voting rights at such a meeting, and the requirements for approval of a resolution at such a meeting, are as set out in section 73 (5).

(4) This Memorandum of Incorporation does not limit or restrict the authority of any committee appointed by the Company's Board of Directors, as set out in section 72 (2).

2.3 Indemnification of Directors

This Memorandum of Incorporation does not limit, restrict or extend the authority of the Company's Board of Directors to-

(a) advance expenses to a director, or indemnify a director, in respect of the defense of legal proceedings, as set out in section 78 (4);
(b) indemnify a director in respect of liability, as set out in section 78 (5); or
(c) purchase insurance to protect the Company, or a director, as set out in section 78 (7).

2.4 Officers

The Board of Directors may appoint any officers it considers necessary to better achieve the objects of the Company.