

THE REPUBLIC OF UGANDA

THE COMPANIES ACT, 2012.

MEMORANDUM AND ARTICLES OF ASSOCIATION

CERTIFIED TRUE COPY

OF

A COMPANY LIMITED BY GUARANTEE AND

NOT HAVING SHARE CAPITAL



WELLS OF LOVE AND TRUTH MINISTRIES LIMITED

INCORPORATED THIS.....^{4TH}.....DAY OF.....^{JULY}.....2022

DRAWN BY:
THE TRUSTEES
P.O.BOX, 37
BUGIRI (U).

**WELLS OF LOVE AND
TRUTH MINISTRIES
LIMITED**

**P.O.BOX 37 BUGIRI
"Ephesian 4:15"**

THE REPUBLIC OF UGANDA

THE COMPANIES ACT, 2012.

MEMORANDUM OF ASSOCIATION

OF

WELLS OF LOVE AND TRUTH MINISTRIES LIMITED.

1. NAME:

The name of the company is **WELLS OF LOVE AND TRUTH MINISTRIES LIMITED.**

2. REGISTERED OFFICE

The registered Office of the company will be situated in Uganda.

3. OBJECTIVES.

The objectives for which the company is registered are:

- a) To propagate the gospel of Jesus Christ and further the cause of the kingdom of God allover Uganda and in foreign lands.
- b) To promote fellowship and means of cooperation between Churches of the like faith and those that embraces the doctrine of our Lord Jesus Christ.
- c) To promote freedom of worship and liberty of expression within the limits of her own statement of faith and doctrine among its own Church members and ministers.
- d) To act with charitable and benevolent concern towards the indigent and impoverished through the distribution of food, clothing, financial and as well as provide short term housing to truly needy and deserving individuals and families as funds and resources are available.
- e) To promote human rights especially of the marginalized groups.
- f) To conduct training of ministers, to license and ordain qualified individuals to preach the gospel and perform the sacred function of the Church.
- g) To establish and maintain Bible and training schools inaugurate and maintain charitable institutions, such as homes for the aged, rest home for the ministers, orphanage homes and kindred institutions etc.
- h) To assist working parents in their struggle to lift themselves out of the clutches of poverty by providing quality Christ – centered pre-schools, learning centers and child care services.

- i) To maintain such relations with local state and foreign governments as may be necessary for the successful accomplishments of the purpose of the organization and for the welfare of the organization, ministers and congregants thereof.
- j) To minister the word of God and spread the gospel by conducting religious services and evangelistic crusades in established Churches and in public meeting facilities, through various forms of ministers and through all lawful means, under the direction of the Lord Jesus Christ in accordance with all the provision set forth in the Holy Bible.
- k) To engage in the functions of media broadcasting, including but not limited to television, AM, FM, FM Multiplex transmission, satellite transmissions of music and messages including but not limited to the internet; to own, sell, hold, lease, equip, maintain and operate broadcasting and receiving or collect by electronic means, religious music, sermons, teachings, plays or any other thing of a religious nature which may be transmitted by radio or electronic signals.
- l) To establish programs and projects aimed at uplifting the standards of life within the community. And as such to build schools and colleges, hospitals and other related infrastructure and work as prime agents for aid and relief.
- m) To work together with other people/persons of like minds and intentions without discriminations based on race, tribe, sex, language or professions as long as they love and know Jesus as Lord and Savior.
- n) To solemnize Holy marriages, according to the laws of Uganda and Biblical principles and to conduct baptism services strictly for adults by immersion and dedication of infants.
- o) To purchase or take on lease, or by other names acquire any movable or immovable property in Uganda or elsewhere or any state or interest whatever, and any rights, privileges, buildings, machinery engines, plants, livestock or things whatsoever.
- p) To protect youths against any activity that may endanger their life through counseling education and programs and support.
- q) To create educational programs and income generating projects for widows, the needy and orphans.
- r) To hold seminars and workshops for the advancement of the Gospel of Jesus Christ.
- s) To conduct Bible studies and discipleship training.
- t) To establish and maintain Bible schools.
- u) To apply and provide any international body, government or authority, public organization, cooperation, companies or persons for and to accept grants of money or land, donations, gifts, subscriptions and other assistance of the Church and in taking any gift or property which may be prescribed by the donor.
- v) To emphasize spiritual, child development and family support.

- w) To collaborate and communicate sympathetically and religiously with other organizations in Uganda or abroad which has similar objectives with the organization of the welfare of humanity and all mankind.
- x) To engage in activities which are designed to improve the physical life of people through improving; their levels of agricultural food production, general health, education, literacy and income.
- y) To receive contributions, to make donations and to dispense charitable contribution through and otherwise aid and sister and brother organizations.
- z) To provide basic vocational training opportunities.
- aa) To make by – laws for the governance of the organization, not inconsistent with the laws of the local central or foreign countries wherein the Church might minister; and to after, levies and amend the same.
- bb) To have and exercise all the powers conferred by the laws of the government of Uganda upon nonprofit religious organizations, as that is now in effect or may at any time hereafter be amended.

4. LIABILITY OF MEMBER.

The liability of members is limited.

5. Every member of the company undertakes to contribute to assets of the company if it is being wound up while he or she is a member, or within one year afterwards, for payment of the debts and liabilities of the company contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding **200,000/= (Two hundred thousand shillings) UGX.**

WE, the several persons whose names and addresses are subscribed, desire to be formed into a company, under this memorandum of association of **WELLS OF LOVE AND TRUTH MINISTRIES LIMITED**.

**NAMES, OCCUPATIONS AND
POSTAL ADDRESSES OF SUBSCRIBERS**

SIGNATURE

REV. BULIMO JOSEPH IMMANUEL
DIRECTOR



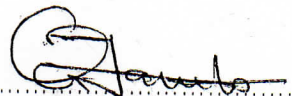
P.O.BOX, 37
BUGIRI (UGANDA)

PASTOR WEPUKHULU JOSEPH
DIRECTOR



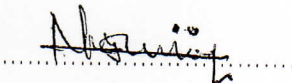
P.O.BOX, 37
BUGIRI (UGANDA)

MR. OJAMBO DANCAN
DIRECTOR



P.O.BOX, 37
BUGIRI (UGANDA)

MR. NYUKURI SIMON KULOBA
DIRECTOR



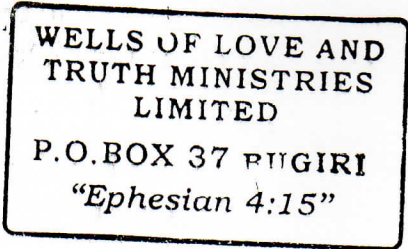
P.O.BOX, 37
BUGIRI (UGANDA)

MS. NANDERA SCOVIA
DIRECTOR



P.O.BOX, 37
BUGIRI (UGANDA)

DATED THIS.....DAY OF.....2022



IN WITNESS THEREOF

Signature:

[Handwritten Signature]

Name:

MASABA JOSHUA

Postal Address:

Pentecost Free Will Baptist Ministry P.O. Box 348, Bugiri (U)

Occupation:

Bishop



THE REPUBLIC OF UGANDA
THE COMPANIES ACT, 2012
ARTICLES OF ASSOCIATION
OF
WELLS OF LOVE AND TRUTH MINISTRIES LIMITED

INTERPRETATION.

1(1) In these articles-

"Act" means the companies Act 2012, or any Act in force at the time;

"Seal" means the common seal of the Company;

"Secretary" means any person appointed to perform the duties of the secretary of the company.

"Board" means the board of directors of **Wells of Love and Truth Ministries Limited**

"Articles" means articles of **Wells of Love and Truth Ministries Limited**

(2) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

(3) Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification of the Act in force at the date at which these articles become binding on the company.

(4) AND IT IS THEREBY EXPRESSLY DECLARED THAT the word "Company" in this clause, except where used in reference to this company shall be deemed to include any partnership or other body of persons whether incorporated or not and whether domiciled in Uganda or elsewhere.

2. MISSION STATEMENT

The mission of Wells of Love and Truth Ministries Limited shall be **"Working together as the body of Jesus Christ for spiritual edification and physical development"**.

3. STATEMENT OF FAITH

The doctrinal basis of **WELLS OF LOVE AND TRUTH MINISTRIES LIMITED** shall be-

(1) **Scripture.**

We believe the Bible is the true and infallible word. It alone is our guide for Christian life. The Holy Bible was written by men divinely inspired and is God's revelation of himself to man.

(2). **God.**

We believe in the one and only living true God. He is an intelligent, spiritual and supernatural being, the creator, redeemer, preserver and ruler of the entire universe. The eternal God reveals Himself to us as Father, Son and Holy Spirit.

(i) **God the Father:** We believe God as the Father who reigns with providence over His universe, His creatures, and the flow of the stream of human history according to the purpose of His Grace. He is all-powerful, loving and all wise. God is father in truth to those who become children of God through faith in Jesus Christ. He is fatherly in attitude towards all men.

(ii) **God the Son:** We believe Jesus Christ is the eternal Son of God. In this incarnation as Jesus Christ, conceived of the Holy Spirit of virgin birth, sinless in His life, Jesus Christ is savior and Lord of heaven and earth. Christ is the ultimate source of authority for a Christian in every area of life, to be subject to this Lordship.

iii) **God the Holy Spirit:** we believe the Holy Spirit is one with God actively revealing Himself and His will to man. He therefore interprets and confirms the voice of divine authority. He convicts man of sin, righteousness and judgment.

The Holy Spirit gives new life to the believer and teaches and helps the believers to live as true Christians. He gives power and gifts to the believers to enable them minister.

4. **The pillars of the ministry:** The pillars of the ministry are:-

- a) Faithfulness
- b) Holiness
- c) Obedience
- d) Righteousness
- e) Commitment
- f) Total separation, and
- g) Perseverance.

5. The income and property of the company howsoever derived shall be applied towards the promotion of the objects of the company, as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of profit to the members of the company. Provided that nothing herein contained shall prevent the payment in good faith or remuneration to any Officers or servants of the company or any other person in return for any services actually rendered to the company nor prevent the payment of interest on money borrowed or rent for any property leased or hired from any member of the company.

6. **The liability of members is limited.**

7. Every members of the company undertakes to contribute to the assets of the company in the event of the same being wound up while he is a member, or within one year after he ceases to be a member for payment of the debts and liabilities of the company contracted before he ceases to be a member and of the cost, charges

and expenses of winding up and for the adjustment of the rights of the contributors among themselves, such amount as may be required **not** exceeding UGX 200,000/=(Two hundred thousand shillings only)

8. If upon the winding up or dissolution of the company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be given or transferred to some other society or organization or organizations having objects similar to the object of the company and which shall prohibit the distribution of its or other member to an extent at least as great as is imposed on the company under or by virtue of **article 5** hereof, such society or societies or organizations to be determined by the members of the company at or before the time of dissolution.

MEMBERS.

9 (1). The number of members with which the company proposes to be registered is **five**, but the directors may from time to time register an increase of members.

(2). The subscribers to the memorandum of association and such other persons as the directors shall admit to membership shall be members of the company.

(3). All applications for membership of the Company shall be acted upon at the discretion of the Board.

(4). All members shall have their names and addresses entered on the roll of membership.

(5). Neither nationality, race, colour, sex, nor languages shall affect in anyway the status of a member.

(6). The members shall abide with the principles and practices of the company and addresses entered on the roll of membership.

TERMINATION OF MEMBERSHIP.

10 (1). Any member who wishes to retire shall signify his or her wish in writing to the Chairperson of the board and there upon his name shall be removed from the list of members and he shall be deemed to have retired.

(2) Any member who goes against the doctrine and pillars of the company may be terminated from the membership of the company.

(3). The Board may on **2/3** majority vote of the members present in the meeting and voting by ballot terminate the membership of any member who for any reason ceases to maintain a close working relationship with the company, or who ceases for any reason to satisfy the requirements of membership or who in any way brings discredit upon the company or who endangers its welfare and progress, or who preaches contrary to the doctrines of the Bible, or who is found and is proved to have practiced immorality . **No such action shall be taken by the Board until the following is done.**

- i. Causing an investigation into the allegations against him or her.
- ii. Giving to the member concerned reasonable notice and the opportunity for a personal hearing before the Board if the member shall so desire.

GENERAL MEETINGS.

11. (1) The Company shall in each year hold a general meeting as its Annual General meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it.
- (2) Not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next.
- (3) So long as the Company holds its annual general meeting within eighteen months of its incorporation, it need not hold it in the year after its incorporation or in the following year.
- (4) The annual general meeting shall be held at such time and place as the directors shall appoint.

EXTRAORDINARY GENERAL MEETINGS.

12. (1) All general meetings other than annual general meetings shall be called extraordinary general meetings.
- (2) The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitions, as provided by section 141 of the Act.
- (3). If at any time there are not within Uganda sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.
- (4) All business shall be deemed special that is transacted at an extra ordinary general meeting with the exception of the consideration of accounts, the election of members of the Board.

NOTICE OF GENERAL MEETINGS.

13. (1) An annual general meeting and a meeting called for the passing of a Special Resolution shall be called by at least twenty-one days' notice in writing.
- (2). The notice shall be exclusive of the day on which it is served or taken to be served and of the day for which it is given, and shall specify the place, the date and the hour of the meeting and, be given, and in case of special business, the general nature of that business and shall be given, in the manner mentioned under this article or in any other manner, if any, prescribed by the company in general meeting, to such persons as are under, the articles of the company, entitled to receive such notices from the company.
- (3) A meeting of the company shall, notwithstanding that it is called by a shorter notice than that specified in this article be taken to have been duly called if it is agreed-
 - (a) In the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote at the meeting; and
 - (b) In the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than **ninety-five per cent** of the total voting rights at that meeting of all the members.

14. (a) A notice may be given by the Company to any member either personally or by sending it by Post to him or her at his or her registered address or (if he or she has no registered address within Uganda) to him/her at the address if any, within Uganda supplied by him/her to the Company for the giving of notice to him/her.

(b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing the envelope containing the notice, paying the appropriate posting fee and posting an envelope containing the notice.

15. The accidental omission to give notice of a meeting to, or the non- receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS.

16. The functions of the Annual General Meeting shall include:-

- a) To provide a fellowship for all members of the Company.
- b) To consider the reports of the Board of Directors.
- c) To evaluate the Company's activities in the current year.
- d) To draw up program for the ensuing year.
- e) To consider the accounts of the company
- f) To make by- laws for the company
- g) To elect new members of the Board.

17 (1) The business shall not be transacted at any General Meeting unless a **quorum** is constituted at the time when the meeting proceeds to business.

(2) Except otherwise provided in these articles, **three** members present in person shall be a quorum.

18. All business that is transacted at an extraordinary general meeting, and also at an annual general meeting, with the exception of the consideration of the accounts, balance sheet and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of remuneration of the auditors shall be taken to be special.

19 (1) if within half an hour from the appointed time for the meeting a quorum is not constituted, the meeting if convened upon the requisition of members shall be dissolved.

(2) In any other case the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine.

(3) Where at the adjourned meeting a quorum is not constituted within half an hour from the time appointed for the meeting the members present shall constitute a quorum.

20 (1) The Chairperson of the Board of directors shall preside at every general meeting of the company.

(2) If there is no chairperson, or if he or she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the directors present shall elect one of their numbers to be chairperson of the meeting.

21) Where at any meeting no director is willing to act as a chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their numbers to be chairperson of the meeting.

22 (1) The chairperson may, with the consent of any meeting at which a quorum is constituted and shall if directed by the meeting, adjourn the meeting from time to time and\ from place to place, but business shall not be transacted at any adjourned meeting other than the business left un-finished at the meeting from which adjournment took place.

(2) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

(3) Except as provided for under this article, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting except otherwise as provided in this article.

23 (1) at a general meeting, a resolution put to the vote of the meeting shall be decided by the show of hands unless a poll is demanded before or on the declaration of the results of the show of hands-

(a) By the chairperson; or

(b) By at least three members present in person or by proxy; or

(c) By any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

(2) unless a poll is demanded as referred to in subsection (1) a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to the effect in the book containing the minutes of the proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such a resolution.

(3) The demand for a poll may be withdrawn.

24. Except as provided in article 26, if a poll is duly demanded it shall be taken in such a manner as the chairperson directs, and the results of the poll shall be taken to be the resolution of the meeting at which the poll was demanded.

25. In the case of an equality of votes, whether by a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is\ demanded, is entitled to a second or casting vote.

26 (1) a poll demanded on the election of a chairperson, or on the question of an adjournment, shall be taken immediately.

(2) A poll demanded on any other question shall be taken at such a time as the chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

(3) On a poll, votes may be given either personally or by proxy.

27. Subject to the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at a general meeting or being corporations by their duly authorized representatives shall be as valid and effective as if it had been passed at a general meeting of the company duly convened and held.

VOTES OF MEMBERS

28. Every member has one vote.

29. A member is not entitled to vote at a general meeting unless all moneys immediately payable by him or her to the company have been paid.

30. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a national certified copy of that power or authority shall be deposited at the registered office of the company or at such other place within Uganda as is specified for that purpose in the notice convening the meeting, not being less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not being less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

31. An instrument appointing a proxy shall be in the following form or a form as near to it as circumstances admit:-

" WELLS OF LOVE AND TRUTH MINISTRIES Limited.

"I/We DIRECTORS, Of....., Being a member/members of the above named Company, appoint MUKULI S. of WELTS..... or failing him as my/our proxy to vote for me/us on my/our behalf at the [annual / extra ordinary, as the case may be] general meeting of the Company to be held on 4TH day of JUNE 2022 and at any adjournment of the meeting.

Signed this 4TH day of JUNE, 2022.....

32: where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near to it as circumstances admit:-

" Limited

I/We, Of, Being a member/members of the above named Company, appoint of or failing him, of as my/our proxy to vote for me/us on my/our behalf at the [annual/extraordinary, as the case may be], general meeting of the Company to be held on Day of 20..... and at any adjournment of the meeting.

Signed this Day of, 20.....

This form is to be used *in favour of /against the resolution. Unless otherwise instructed, the proxy will vote as he/she thinks fit.

*strike out whichever is not desired.

33. The instrument appointing a proxy shall be taken to confer authority to demand or join in demanding a poll.

34. A vote given, in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or the previous insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, if no intimation in writing of the death, insanity or revocation has been received by the company at the registered Office of the Company before the commencement of the meeting or adjourned meeting at which the proxy is used.

DIRECTORS.

35. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them.

36. (1) the remuneration of the directors shall be determined by the company in a general meeting.

(2) The remuneration of the directors shall be taken to accrue from day to day.

(3) The directors shall also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meeting of the company or in connection with the business of the company.

BORROWING POWERS.

37. (1) The Board/directors may exercise all the powers of the company to borrow money and to mortgage or charge its undertaking and property, or any part of it, and to issue debentures, debenture stock, and other securities, whether outright or as security for any debt, liability or obligation of the company or of any third party.

(2) The Board/directors shall not borrow more than 1,000,000/= (One million shillings) without the approval of the members in a general meeting.

POWERS AND DUTIES OF DIRECTORS

38. (1) The business of the company shall be managed by the directors, who may pay all expenses incurred in promoting and registering the company, and may exercise all such powers of the Company as are not, by the Act or by these articles, required to be exercised by the company in a general meeting, subject to the Act or to these articles and to such regulations not, being inconsistent with the Act or these articles, as may be prescribed by the company in the general meeting.

(2) Regulations made by the company in a general meeting shall not invalidate any prior act of the directors which would have been valid if regulations had not been made.

39 (1) The directors may from time to time and at any time by power of attorney, appoint any company, firm or person or body of persons, whether nominated directly or indirectly by directors, to be the attorney or attorneys of the company for such purposes and with such powers, authorities and discretions not exceeding those vested in or exercisable by the directors under these articles and for such period and subject to such conditions as they may think fit.

(2) Any power of attorney referred to in sub article (1) may contain such provisions for the protection and convenience of persons dealing with any of the attorneys as the directors may think fit and may also authorize the attorney to delegate all or any of the powers, authorities and discretions vested in him or her.

40. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.

41. (1) The directors shall cause minutes to be made in books provided for that purpose-

(a) Of all appointments of officers made by the directors;

(b) Of the names of the directors present at each meeting of the directors and any Committee of the directors;

(c) Of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors.

(2) Every director present at any meeting of directors or committee of directors shall sign his or her name in a book to be kept for that purpose.

42. The names of the Chairperson and other members of the Board of Directors shall be determined by the members of the Company in the Annual General meeting.

43. Subject to article 10, the subscribers to the Memorandum of the Company shall be permanent members of the Company; **with powers to veto decisions** of the board.

DISQUALIFICATION OF DIRECTORS

44. (1) The office of director shall be vacated where the director-

(a) Without the consent of the company in a general meeting holds any other office of profit under the company;

(b) Becomes bankrupt or makes an arrangement or composition with his or her creditors generally.

(c) Becomes prohibited from being a director by reason of any order made under section 200 of the Act;

(d) Becomes of unsound mind;

(e) Resigns his or her office by notice in writing to the company;

(f) Ceases to be a director by virtue of section 195 of the Act;

(g) Is directly or indirectly interested in any contract with the company and fails to declare the nature of his or her interest in a manner required by section 218 of the Act;

(h) Is proved to have gone against/violated the doctrine; pillars and / or practices of the company.

(2) A director shall not vote in respect of any contract in which he/she is interested or any matter arising out of it, and if he or she does so vote his or her vote shall not be counted.

ROTATION OF DIRECTORS

45. At the first annual general meeting of the company all the directors shall retire from office, and at the annual general meeting in every subsequent year one-third of the directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.

46. The directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became directors on the same day those to retire shall unless they otherwise agree among themselves be determined by lot.

47. A retiring director shall be eligible for re-election.

48. The company may at the meeting at which a director retires in the manner described in article 45 and 46, fill the vacated office by electing a person to that office, and in default the retiring director shall, if offering himself or herself for re-election, be taken to have been re-elected, unless at that meeting it is expressly resolved not to fill the vacated office or unless a resolution for the re-election of that director has been put to the meeting and lost.

49. A person other than a director retiring at the meeting shall not unless recommended by the directors be eligible for election to the office of the director at any general meeting unless, not less than three or not more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the company a notice in writing, signed by a member duly qualified to attend and vote at the meeting for which that notice is given, of his or her intention to propose that person for election, and also notice in writing signed by that person of his or her willingness to be elected.

50. The company may from time to time by ordinary resolution increase or reduce the number of directors, and may also determine in what rotation the increased or reduced number is to go out of Office.

51. (1) The directors may at any time, appoint a person to be a director, either to fill a temporary vacancy or as an addition to the existing directors, but so that the total number of directors shall not any time exceed the number fixed in accordance with these articles.

(2) A director appointed under sub article (1) shall hold Office only until the next following annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the directors who are to retire by rotation at that meeting.

REMOVAL OF A DIRECTOR

52. (1) The company may by ordinary resolution, of which special notice has been given in accordance with section 149 of the Act, remove any director before the expiration of his or her period of Office notwithstanding anything in these articles or in any agreement between the company and that director.

(2) A removal under sub article (1) shall be without prejudice to any claim that director may have for damages for breach of any contract of service between him or her and the company.

53. (1) The company may by ordinary resolution, appoint another person in place of a director removed from Office under article 52.

(2) Without prejudice to the powers of the directors under article 51, the company, in a general meeting may appoint a person to be a director either to fill a casual vacancy or as additional director.

(3) The person appointed to fill the vacancy shall be subject to retirement at the same time as if he or she had become a director on the day on which the director whose place he or she is appointed was last elected a director.

PROCEEDINGS OF DIRECTORS

54. (1) The directors may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit.

(2) Questions arising at a meeting shall be decided by a majority of votes and where there is an equality of votes, the chairperson shall have a second or casting vote.

(3) A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors.

(4) It is not necessary to give notice of a meeting of directors to any director for the time being absent from Uganda.

55. The quorum necessary for the transaction of the business of the directors may be fixed by the directors if not fixed the quorum is two.

56. The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or under to the articles of the company as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to the number or of summoning a general meeting of the company, but for no other purpose.

57. The directors may elect a chairperson of their meetings and determine the period for which he or she is to hold Office; but, if no chairperson is elected, or if at a meeting the Chairperson is not present within five minutes after the appointed time for holding the meeting, the directors present may choose one of their number to be chairperson of the meeting.

58. (1) The directors may delegate any of their powers to committees consisting of such a member or members of their body as they think fit.

(2) A committee formed under sub article (1) shall in the exercise of the powers delegated conform to any regulations that may be imposed on it by the directors.

60. (1) A committee may elect a chairperson of its meetings.

(2) If no chairperson is elected, or if at any meeting the chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their numbers to be chairperson of the meeting.

61. (1) A committee may meet and adjourn as it thinks fit.

(2) Questions arising at a meeting shall be determined by majority of votes of the members present, and where there is an equality of votes the chairperson shall have a second or casting vote.

62. All acts done by a meeting of the directors or of a committee of directors, or by a person acting as a director, are notwithstanding that it is afterwards discovered that there was some defect in the appointment of that director or person acting as director, or that they or any of them were disqualified, are as valid as if every such person had been duly appointed and was qualified to be a director.

63. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, is valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

SECRETARY.

64 (1) The Secretary shall be appointed by the directors on such terms and conditions determined by the directors.

(2) A secretary appointed under sub article (1) may be removed by the directors.

65. A provision of the Act or these articles requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of the secretary.

THE SEAL.

66. (1) The directors shall provide for the safe custody of the seal.

(2) The seal may only be used by the authority of the directors or of a committee of the directors authorized by the directors for the purpose.

(3) Every instrument to which the seal is affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose.

ACCOUNTS.

67. (1) The directors shall cause proper books of accounts to be kept with respect to;

(a) All sums of money received and expended by the company and the matters in respect of which the receipt and expenditure take place;

(b) All sales and purchases of goods by the company and

(d) The assets and liabilities of the company.

(2) Proper books shall not be taken to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.

68. the books of account shall be kept at the registered Office of the company, or, subject to section 154 (3) of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection by the directors.

69. (1) the directors shall determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to inspection by members who are not directors.

(2) A member who is not a director does not have a right to inspect any account or book or document of the company except where conferred by law or authorized by the directors or by the company in general meeting.

70. the directors shall from time to time in accordance with section 154, 156, and 164 of the Act, cause to be prepared and to be laid before the company in general meeting profit and loss accounts, balance sheets, group accounts, if any, and reports as referred to in those sections.

71. (1) A copy of every balance sheet including every document required by law to be annexed to it which is to be laid before the company in a general meeting, together with a copy of the auditor's report, shall, not less than twenty- one days before the date of the meeting be sent to every member, and every holder of debentures of the company.

(2) This article does not require a copy of the documents referred to in sub article(1) to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any debentures.

AUDIT.

72. Auditors shall be appointed and their duties regulated in accordance with section 167 to 170 of the Act.

NOTICE.

73. (1) A notice may be given by the company to any member either personally or by sending it to the member or to the members' registered address, or if he or she has no registered address within Uganda to the address, if any, within Uganda supplied by him or her to the company for the giving of notice to him or her.

(2) Where a notice is sent by post, service of the notice shall be taken to be effected by properly addressing, pre- paying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of forty-eight hours after the letter containing it is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

74. (1) Notice of every general meeting shall be given in any manner authorized in article 73 to-

(a) Every member except those members who have no registered address within Uganda and who have not supplied to the company any address within Uganda for the giving of notices to them.

(b) Every person who is a personal representative or a trustee in bankruptcy of a member where the member but for his or her death or bankruptcy would be entitled to receive notice of the meeting; and

(c) The auditor for the time being of the company.

(2) A person not mentioned in sub article (1) is not entitled to receive notices of general meetings.

INDEMNITY.

75. Every member of the Board, Agent, Auditor, Secretary and Officer for the time being of the Company shall be indemnified out of the asset of the Company against any liability incurred by it or him in defending any proceeding, whether civil or criminal or in connection with any application under section 41 of the Act in which relief is granted to it or him by the Court.

DISSOLUTION OF THE COMPANY.

76. The company may be wound up in accordance with the provisions of part IX of the Act.

REPEAL AND AMENDMENT OF BY-LAWS.

77. The Articles of Association may be modified, enlarged or altered from time to time by resolution passed in a meeting by majority vote of the members present in person, together representing not less than ninety five percent of the total voting rights at that meeting of all members, provided notice of the said meeting shall have been given to the member of the company in accordance with the provision of section 148 of the companies Act.

We the several persons whose Names and address are subscribed are desirous of being registered as promoters of **WELLS OF LOVE AND TRUTH MINISTRIES LIMITED** in accordance with the constitution of **Wells of Love and Truth Ministries Limited**.

NAME, POSTAL ADDRESS

AND OCCUPATION OF SUBSCRIBERS.

REV. BULIMO JOSEPH IMMANUEL

[Signature]

DIRECTOR

P.O.BOX, 37

BUGIRI (UGANDA)

PASTOR WEPUKHULU JOSEPH

[Signature]

DIRECTOR

P.O.BOX, 37

REV. BULIMO JOSEPH IMMANUEL
BUGIRI (UGANDA)
DIRECTOR

MR. OJAMBO DANCAN

[Signature]

DIRECTOR

P.O BOX, 37

BUGIRI (UGANDA)

MR. NYUKURI SIMON KULOBA

[Signature]

DIRECTOR

P.O.BOX, 37

BUGIRI (UGANDA)

MS. NANDERA SCOVIA

[Signature]

DIRECTOR

P.O.BOX, 37

BUGIRI (UGANDA)

P.O.
DATED 4TH

DAY OF 11/27 2022

**WELLS OF LOVE AND
TRUTH MINISTRIES
LIMITED**
P.O.BOX 37 BUGIRI
"Ephesian 4:15"

WITNESS OF THE ABOVE SIGNATURES

Signature: *JD*

Name: NASABA JOSHUA

Postal address: Pentecostal Freewill Baptist Ministry P.O. Box 348, Bugiri (U).

Occupation: Bishop

