

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4056879

The Registrar of Companies for England and Wales hereby certifies that
PAGAN FEDERATION

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 22nd August 2000



N04056879Q



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E

HC007B

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

Company Name in full **PAGAN FEDERATION**



F0120H90

I, **THOMAS PAUL RUSSELL** signing on behalf

of, **BRISTOL LEGAL SERVICES LIMITED**

do solemnly and sincerely declare that I am a person named as secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985 and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at **PEMBROKE HOUSE, 7 BRUNSWICK SQUARE, BRISTOL BS2 8PE**

on the **15 August 2000**

• Please print name

before me • **NIGEL COX**

Signed

Date **15/08/2000**

Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

BOURSE COMPANY SERVICES

PEMBROKE HOUSE, 7 BRUNSWICK SQUARE,

BRISTOL BS2 8PE Tel. 0117 983 6600

DX number 122075 DX exchange BRISTOL 11

When you have completed and signed the form please send it to the Registrar of Companies at:-

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff

for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

QUIVER

Comform Ltd Companies
Tel : 01222 228043 Forms on Disk

30 (5)(a)

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration of a company
exempt from the requirement to use the word "limited" or
"cyfyngedig"

Company Name in full



* F 0 3 0 A C 9 0 *

PAGAN FEDERATION

I, THOMAS RUSSELL signing for

of BRISTOL LEGAL SERVICES LIMITED

a [~~Solicitor engaged in the formation of the company~~] [person named as
director or secretary of the company in the statement delivered under
section 10 of the Companies Act 1985]* do solemnly and sincerely declare
that the company complies with the requirements of section 30(3) of the
Companies Act 1985.

* Please delete as appropriate.

And I make this solemn Declaration conscientiously believing the same to
be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

7 BRUNSWICK SQ, BRISTOL BS2 8PE

the

15th

day of

August 2000

One thousand nine hundred and ninety

before me #

NIGEL COX

Please print name.

Signed

Date

15-08-00

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone
number and, if available, a DX number and
Exchange of the person Companies House
should contact if there is any query.

BOURSE COMPANY SERVICES

7 BRUNSWICK SQUARE

BRISTOL BS2 8PE

Tel

0117 983 6600

DX number

122075

DX exchange

BRISTOL 11



A14 *APXAST3U* 0219
COMPANIES HOUSE 16/08/00

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Companies House, Crown Way, Cardiff, CF4 3UZ. DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Form revised March 1995

Please complete in typescript,
or in bold black capitals.

CHFP046

First directors and secretary and intended situation of registered office

Notes on completion appear on final page

Company Name in full

PAGAN FEDERATION

Proposed Registered Office

(PO Box numbers only, are not acceptable)

27 OLD GLOUCESTER STREET

Post town

LONDON

County / Region

Postcode

WC1N 3XX

If the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name and address

3PE

Agent's Name

BOURSE COMPANY SERVICES

Address

PEMBROKE HOUSE

7 BRUNSWICK SQUARE

Post town

BRISTOL

County / Region

Postcode

BS2 8PE

Number of continuation sheets attached

2

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

BOURSE COMPANY SERVICES
PEMBROKE HOUSE, 7 BRUNSWICK SQUARE
BRISTOL BS2 8PE Tel 0117 983 6600
DX number 122075 DX exchange BRISTOL 11



A14 *APXART3T* 0220
COMPANIES HOUSE 16/08/00

Form revised July 1998

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

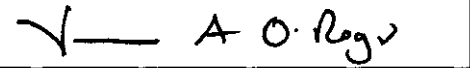
or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

	Company name	PAGAN FEDERATION		
NAME	*Style / Title	MRS.	*Honours etc	
	Forename(s)	VIVIANNE ANNE		
* Voluntary details	Surname	O'REGAN		
	Previous forename(s)			
	Previous surname(s)			
	Address	85 BRADSTONE ROAD		
<i>Usual residential address</i> For a corporation, give the registered or principal office address	Post town	NUNEATON		
	County / Region	WARWICKSHIRE	Postcode	CV11 4QS
	Country	ENGLAND		
	I consent to act as secretary of the company named on page 1			
	Consent signature		Date	15/07/2000

Joint Company Secretary

(see notes 1-5)

NAME	*Style / Title	N/A	*Honours etc	N/A
	Forename(s)	N/A		
	Surname	BRISTOL LEGAL SERVICES LIMITED		
	Previous forename(s)	N/A		
	Previous surname(s)	N/A		
Address	PEMBROKE HOUSE			
	7 BRUNSWICK SQUARE			
<i>Usual residential address</i> For a corporation, give the registered or principal office address	Post town	BRISTOL		
	County / Region		Postcode	BS2 8PE
	Country	ENGLAND		
I consent to act as secretary of the company named on page 1				
Consent signature		(Authorised Signatory)	Date	15-8-00

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	Ms	*Honours etc	
* Voluntary details	Forename(s)	JUDITH MARGARET		
	Surname	HIGGINBOTTOM		
	Previous forename(s)			
	Previous surname(s)			
Address	MILL COTTAGE, 9, BRADFIELD,			
Usual residential address	WILLAND			
For a corporation, give the registered or principal office address	Post town	CULLOMPTON		
	County / Region	DEVON	Postcode	EX15 2RB
	Country	ENGLAND		
	Day	Month	Year	
Date of birth	1	6	1	955
	Nationality		BRITISH	
Business occupation	CHIEF EXECUTIVE, PUBLIC SECTOR AGENCY			
Other directorships	NONE			
	I consent to act as director of the company named on page 1			
Consent signature	Judith M. Higginbottom		Date	26/7/2000

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title		*Honours etc	
	Forename(s)			
	Surname			
	Previous forename(s)			
	Previous surname(s)			
Address				
Usual residential address				
For a corporation, give the registered or principal office address	Post town			
	County / Region		Postcode	
	Country			
	Day	Month	Year	
Date of birth				
	Nationality			
Business occupation				
Other directorships				
	I consent to act as director of the company named on page 1			
Consent signature			Date	

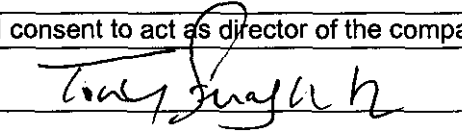
Directors (see notes 1-5)**Form 10 Continuation Sheet**

Please list directors in alphabetical order

NAME	*Style / Title	MR	*Honours etc	
* Voluntary details	Forename(s)	CHRISTOPHER STEPHEN		
	Surname	BAINTON		
	Previous forename(s)			
	Previous surname(s)			
Address	22 REGENCY COURT, 4 REGENCY STREET			
Usual residential address For a corporation, give the registered or principal office address	WESTMINSTER			
	Post town			
	County / Region	LONDON	Postcode	SW1P 4BZ
	Country	UK		
	Day	Month	Year	
Date of birth	1	9	0	4
	1	9	4	9
	Nationality		BRITISH	
Business occupation	CONSULTANT / COUNSELLOR			
Other directorships	NONE			
	I consent to act as director of the company named on page 1			
Consent signature			Date	8 August 2000

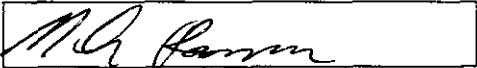
Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR	*Honours etc	
	Forename(s)	ANTHONY JOSEPH VINCENT		
	Surname	GEEGAGHY		
	Previous forename(s)			
	Previous surname(s)	GARRITY		
Address	WOOD VIEW			
Usual residential address For a corporation, give the registered or principal office address				
	Post town	HOPE-UNDER-DINMORE		
	County / Region	HEREFORDSHIRE	Postcode	HR6 0PP
	Country	UK		
	Day	Month	Year	
Date of birth	1	3	0	1
	1	9	3	2
	Nationality		BRITISH	
Business occupation	AUTHOR / JOURNALIST / CONSULTANT			
Other directorships	NONE			
	I consent to act as director of the company named on page 1			
Consent signature			Date	15 July 2000

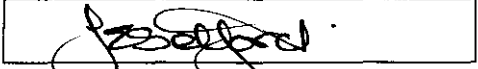
Directors (see notes 1-5)**Form 10 Continuation Sheet**

Please list directors in alphabetical order

NAME	*Style / Title	MRS	*Honours etc	
* Voluntary details	Forename(s)	MARION KATHERINE		
	Surname	PEARCE		
	Previous forename(s)			
	Previous surname(s)			
Address	78 HAMLET ROAD			
Usual residential address	SOET			
For a corporation, give the registered or principal office address	Post town	SOUTH END		
	County / Region	ESSEX	Postcode	SS1 1HH
	Country	ENGLAND		
	Day	Month	Year	
Date of birth	24	07	1952	
	Nationality	BRITISH		
Business occupation	EDITOR			
Other directorships	NONE			
	I consent to act as director of the company named on page 1			
Consent signature			Date	15/7/2000

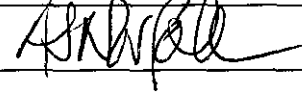
Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MRS	*Honours etc	
	Forename(s)	JANET ELIZABETH		
	Surname	SETFORD		
	Previous forename(s)			
	Previous surname(s)			
Address	54 JEWEL WALK			
Usual residential address	BEWBUSH			
For a corporation, give the registered or principal office address	Post town	CRAWLEY		
	County / Region	WEST SUSSEX	Postcode	RH11 8NZ
	Country	ENGLAND		
	Day	Month	Year	
Date of birth	02	02	1958	
	Nationality	ENGLISH		
Business occupation	HYPNOTHERAPIST			
Other directorships				
	I consent to act as director of the company named on page 1			
Consent signature			Date	15-7-2000

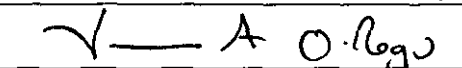
Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR	*Honours etc	
* Voluntary details	Forename(s)	ANDY		
	Surname	NORFOLK		
	Previous forename(s)			
	Previous surname(s)			
Address	THE COTTAGE			
Usual residential address	CROWAN, PRAZE			
For a corporation, give the registered or principal office address	Post town	CAMBORNE		
	County / Region	CORNWALL	Postcode	TR14 9NB
	Country			
	Date of birth	Day Month Year 02 09 1952	Nationality	BRITISH
	Business occupation	LANDSCAPE ARCHITECT.		
	Other directorships			
	I consent to act as director of the company named on page 1			
	Consent signature		Date	15/7/00

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MRS.	*Honours etc	
	Forename(s)	VIVIANNE ANNE		
	Surname	O'REGAN		
	Previous forename(s)			
	Previous surname(s)			
Address	85 BRADESTONE ROAD			
Usual residential address				
For a corporation, give the registered or principal office address	Post town	NUNEATON		
	County / Region	WARWICKSHIRE	Postcode	CV11 4QS
	Country	ENGLAND		
	Date of birth	Day Month Year 22 10 1951	Nationality	BRITISH
	Business occupation	ACCOUNTS SUPERVISOR		
	Other directorships			
	I consent to act as director of the company named on page 1			
	Consent signature		Date	15/7/00

Directors (see notes 1-5)

NAME *Style / Title *Honours etc

* Voluntary details Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address
For a corporation, give the registered or principal office address

Post town

County / Region Postcode

Country

Date of birth

Day	Month	Year
<input type="text"/>	<input type="text"/>	<input type="text"/>

 Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature Date

**This section is signed by
an agent on behalf of all subscribers**

Signed 

Date 15-8-00

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give the previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given.

- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either is or at all times **during the past 5 years**, when the person was a director, was:

- dormant,

- a parent company which wholly owned the company making the return,

- a wholly owned subsidiary of the company making the return, or

- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

702835

4056879



091700

THE COMPANIES ACT 1985 TO 1989

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION

of

PAGAN FEDERATION

-
1. The Name of the Company is " PAGAN FEDERATION "
 2. The Registered Office of the Company will be situated in England and Wales.
 - 3.1 The object for which the Company is established shall be
 - 3.1.1 To provide services for Pagans in the UK and abroad including networking, contacts with Pagan groups and individuals, publications, events and products.
 - 3.1.2 To provide information about Paganism to the public and all interested bodies.
 - 3.1.3 To educate the public about Pagan beliefs and traditions.
 - 3.1.4 To provide access to Pagan celebrations.
 - 3.1.5 To provide pastoral care for Pagans in the community, including those in hospitals and prisons, and to act as a liaison and co-ordinating body between Paganism and the authorities.



3.2 In furtherance of the foregoing objects but not otherwise the company shall have the following powers.

- 3.2.1 to take over the whole or any part of the undertaking, real and personal property of, and to undertake all or any of the liabilities of, the unincorporated association known as
- 3.2.2 to solicit, receive and accept financial assistance, gifts, endowments, sponsorship fees, legacies and loans of money and any other property whatsoever real or personal and subject or not to any specific charitable trust from persons who wish to promote the objects of the Company or any of them and to hold funds in trust for same;
- 3.2.3 to co-operate with, or give assistance to. any association, society or other body corporate or unincorporated established for charitable purposes only and having primary objects wholly or partly similar to those of the company;
- 3.2.4 to purchase, take on lease. or in exchange. hire or otherwise acquire real or personal property and rights or privileges and to construct, maintain and alter buildings or erections necessary the work of the Company;
- 3.2.5 subject to such consents as may be required by law to sell, let or mortgage, dispose of or turn to account all or any of the property or assets of the Company;
- 3.2.6 to purchase or otherwise acquire vehicles plant and machinery! including computer hardware and software, furniture, fixtures, fittings and all other effects of every description and to apply for registration of any patents, rights, copyrights, licences and the like;
- 3.2.7 to commission, arrange, prepare, print. publish. issue and disseminate any programme. pamphlet, book, documents, film, recording or other artistic work and to fix, make and receive fees, royalties and other charges therefore and for admission to and otherwise in respect of any exhibition performance or display;
- 3-2.8 to present. promote, arrange, organise. provide, manage and produce exhibitions, events, performances. conferences and courses.
- 3.2.9 to appoint a custodian trustee or a Trust Corporate of not less than three (3) persons to hold property held by or in trust for the Company or with the agreement of the Official Custodian of Charities transfer to him/her personal property so held and to make an application for an order vesting in him/her any other property so held;

- 3.2.10 to insure and arrange insurance cover for and to indemnify its officers, staff voluntary workers and Members from and against all such risks incurred in the course of their duties as may be thought fit and so far as the law may from time to time allow to take and keep on foot a policy or policies or insurance in favour of one or more Members of the Board of Directors in respect of their liability for negligence or breach of duty;
- 3.2.11 to make loans either interest free or at a rate of interest less than a commercial rate and/or to make grants and/or donations of money and/or of any other kind of property to any individual, group of individuals, partnership, body corporate, local authority or unincorporated association practising or promoting in any manner which is charitable at law any art form or the appreciation or furtherance thereof, and to provide such persons or bodies with any other kind of financial assistance, and so that any such grant or gift or provision of financial assistance may be made unconditionally or subject to such trusts or conditions as the Company may think fit to impose or accept;
- 3.2.12 subject to such consents, if any, as may be required by law to borrow or raise money for the Company on such terms and on such security as maybe thought desirable and in particular by mortgage or charge of all or any part of the property of the Company and to draw, make, accept, endorse, discount, execute and issue negotiable or transferable instruments provided that the Company shall not undertake any permanent trading activities to raise money for the Company;
- 3.2.13 to take and accept any gift of money, property or other assets whether subject to any special trust or not;
- 3.2.14 to issue appeals, hold public meetings and take such other steps as may be required for the purpose of the procuring of contributions to the funds of the Company in the shape of donations, subscriptions or otherwise;
- 3.2.15 to draw make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- 3.2.16 to invest moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- 3.2.17 to make any donations in cash or assets or establish or support or aid in the establishment or support of and to lend money (with or without security) to or for any charitable associations or institutions;
- 3.2.18 to undertake and execute charitable trusts;

- 3.2.19 to engage and pay any person or persons whether on a full-time or part-time basis or whether as consultant or employee to supervise, organise, carry on the work of and advise the Company and, subject to the provisions of clause 4 hereof, to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their dependants;
- 3.2.20 to amalgamate with any companies, institutions, societies or associations which shall be charitable by law and have objects altogether or mainly similar to those of the Company and prohibit payment of any dividend or profit to and the distribution of any of their assets among their Members at least to the same extent as such payments or distributions are prohibited in the case of Members of the Company by this Memorandum of Association;
- 3.2.21 to pay out of funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
- 3.2.22 to carry on trading insofar as either the trade is exercised in the course of the actual carrying out of the objects of the Company or the trade is temporary and ancillary to the carrying out of the objects;
- 3.2.23 to do all such other lawful things as shall further the attainment of the objects of the Company or any of them.

3.3 Provided that:

- 3.3.1 in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such a manner as allowed by law, having regard to such trust
- 3.3.2 The company's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employees
- 3.3.3 In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Directors of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Directors of the Company have been if no incorporation had been effected and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Directors of the Company, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

3.3.4 In carrying out its objects the Company shall, through its agreed policies and by taking positive action, seek to ensure equality of opportunity for, and oppose discrimination against all sections of, the community.

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to Members of the Company, and no Director of the Company or person to whom (with or without any other person or persons) any of the functions of the Directors have been delegated shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company.

Provided that nothing herein shall prevent any payment in good faith by the Company:

- 4.1 of reasonable and proper remuneration to any Member, officer or servant of the Company (not being a Member of its Board of Directors or such a person aforesaid) for any services rendered to the Company;
- 4.2 of the usual professional and other charges for business transacted and acts done by any Director or any such person as aforesaid (being a lawyer, accountant or other person engaged in a profession or business) or by any partner of his or hers or any Company of which he or she may be a Member, when instructed by the other Directors or such persons as aforesaid so to act in that capacity on behalf of the Company;
- 4.3 of financial assistance of any kind to any group of individuals, partnership, body corporate, local authority or unincorporated association practising or promoting any art form or the appreciation or furtherance thereof of which a Director or such a person as aforesaid is an employee, Member or officer;
- 4.4 of interest on money lent by a Director or such a person aforesaid at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Directors;
- 4.5 of reasonable and proper rent for premises demised or let by any Member of the Company or its Board of Directors or such a person aforesaid;
- 4.6 of fees, remuneration or other benefit money or money's worth to any company of which a Member of the Company or a Director or such person aforesaid may also be a Member holding not more than 1/100th part of the capital of that company; and
- 4.7 to any Directors or such a person aforesaid of reasonable out-of-pocket expenses.

5. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum and Articles of Association for the time being in force:
 - (a) without the prior written approval of the Charity Commission for England and Wales where such consent is required under Section 64 of the Charities Act 1993; or
 - (b) as shall cause the Company to cease to be a charity in law or as shall cause the Company to cease to be a company to which Section 30 of the Companies Act 1985 applies.
6. The liability of the Members is limited.
7. Every Member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a Member, and of the costs, charges, and expenses of winding-up the Company, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding one pound.
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 not be paid to or distributed among the Members of the Company, but if and so far as effect can be given to the next provision, shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Company to be determined by the Members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some other charitable object, subject to the prior approval of the Charity Commissioners for England and Wales.*

We, the Subscribers to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum.

Names and addresses of Subscribers

BOURSE NOMINEES LIMITED
PEMBROKE HOUSE
7 BRUNSWICK SQUARE
BRISTOL
BS2 8PE

SC Bayr

BRISTOL LEGAL SERVICES LIMITED
PEMBROKE HOUSE
7 BRUNSWICK SQUARE
BRISTOL
BS2 8PE

Thal

Dated 15 August 2000

Witness to the above signatures:-

M Russell

MELANIE ANNE RUSSELL
PEMBROKE HOUSE
7 BRUNSWICK SQUARE
BRISTOL
BS2 8PE

THE COMPANIES ACTS 1985 TO 1989

**A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

of

PAGAN FEDERATION

1. **PRELIMINARY**

In these Articles:

"The Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

"The Articles" means the Articles of the Company.

"Board of Directors" means the directors of the Company appointed in accordance with the Act from time to time;

"Byelaws" means bylaws of the Company made by the Directors from time to time under Article 17.

"Chair" means the Chair for the time being of the Board of Directors of the Company.

"Clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"Company" means

"Executed" includes any mode of execution.

"Members" means the Members of the Company for the purposes of the Act.

"Office" means the Registered Office of the Company.

"Register" means the Register of Members of the Company.

"Secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary.

"The United Kingdom" means Great Britain and Northern Ireland.

Words importing the masculine gender only shall include the feminine gender and vice versa unless the Context otherwise requires. Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act, but excluding any statutory modification thereof not in force when these Articles become binding on the Company.

2. QUALIFICATION OF MEMBERS

The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be Members of the Company. No person (individual or corporate) shall be admitted a Member of the Company unless he is approved by the Directors.

3. ADMISSION OF MEMBERS

- 3.1 Every person who wishes to become a Member shall deliver to the Company an application for membership in such form as the Directors require executed by him.
- 3.2 At the next meeting of the Directors after the receipt of any application for membership, the application shall be considered by the Directors who shall decide upon the admission or rejection of the applicant. The Directors shall not be obliged to inform a rejected applicant of the reason for his rejection.

4. **RETIREMENT OF MEMBERS**

- 4.1 A Member may at any time withdraw from the Company, but no Member who is also a Director may withdraw from membership whilst he continues in office as a Director.
- 4.2 Unless otherwise agreed by the Directors, any Member who is also a Director shall on ceasing to hold the office of Director be deemed automatically to have withdrawn from membership of the Company.
- 4.3 Membership shall not be transferable and shall cease on death.
- 4.4 The Directors may at any time at their discretion terminate the membership of any Member (other than that of a person who also holds office as a Director) but the requirements of natural justice shall be respected and a Member shall be entitled to be heard in his own defence by the Directors or by a committee of the Directors.

5. **GENERAL MEETINGS**

- 5.1 The Company shall in each calendar year hold a general meeting as its Annual General Meeting in addition to any other meetings in the year and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting in each year shall be held at such time and place as the Directors shall appoint. All general meetings other than Annual General Meeting shall be called Extraordinary General Meetings.
- 5.2 The Directors may meet whenever they shall think fit, and shall upon a requisition made in writing and signed by not less than one tenth of the Members of the Company, convene an Extraordinary General Meeting. If there are not within the United Kingdom sufficient directors to call a General Meeting, any Director or any member of the Company may call a general meeting.
- 5.3 Any requisition made by the Members or by the Directors shall express the object or objects of the meeting proposed to be called, and shall be left at or sent by registered post or recorded delivery to the registered office of the Company.
- 5.4 Upon the receipt of such requisition the Directors shall forthwith proceed to convene an Extraordinary General Meeting, if they do not proceed within seven days to convene a meeting to be held on twenty-one days notice, the requisitionists or any other Members amounting to the required number may themselves convene an Extraordinary General Meeting.

- 5.5 An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution or a resolution appointing a person as a Director shall be called by at least 21 Clear Days' notice. All other Extraordinary General Meetings shall be called by at least 14 Clear Days notice but a General Meeting may be called by shorter notice if it is so agreed:
- (a) in the case of an Annual General Meeting, by a majority of the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than 95 per cent. of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and in the case of an Annual General Meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the Directors and auditors of the Company but the non-receipt of such notice by any Member shall not invalidate the proceedings at any General Meeting.

6. PROCEEDINGS AT GENERAL MEETINGS

- 6.1 All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at a General Meeting, with the exception of the consideration of the accounts, balance sheet, and the reports of the Directors and auditors, and the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.
- 6.2 The quorum for a General Meeting, whether Ordinary or Extraordinary, shall be three Members personally present, whatever be the number of Members of the Company for the time being.
- 6.3 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting as convened upon any such requisition as aforesaid shall be dissolved, and in such case shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present the meeting shall proceed and those present at the adjourned meeting shall constitute a quorum.
- 6.4 The Chair (if any) of the Directors shall be entitled to preside as Chair at any General Meeting of the Company.
- 6.5 If there is no such Chair, or if at any meeting he or she is not present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose some one of their number to be Chair. The Chair at a General Meeting shall have a second or casting vote in the case of an equality of votes.

- 6.6 The Chair at any General Meeting may, with the consent of the meeting, adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 6.7 A General Meeting may consist of a conference between Members some or all of whom are in different places provided that each Member who participates is able:
- (i) to hear each of the other participating Members addressing the meeting; and
 - (ii) if he so wishes, to address all of the other participating Members simultaneously, whether directly, by conference telephone or by any other form of communications equipment (whether in use when this Article is adopted or developed subsequently) or by a combination of those methods.
- 6.8 A resolution in writing signed by or on behalf of all Members who would be entitled to vote on it if it had been proposed at a general meeting shall (subject to Sections 113 and 114 of the Companies Act 1989) be as valid and effectual as if it had been passed at a general meeting duly convened and held. The resolution may be contained in one document or in several documents each stating the terms of the resolution accurately and signed by or on behalf of one or more of the Members.

7. VOTES OF MEMBERS

- 7.1 Every question submitted to a meeting shall be decided in the first instance by a show of hands unless a poll is demanded by at least two Members, a declaration by the Chair that a Resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of proceedings of the Company, shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such Resolution.
- 7.2 a poll is demanded by two or more Members (present in person or by proxy), it shall be taken either at once or after an adjournment in such manner and at such time and place as the Chair directs, and the result of such poll shall be deemed to be the Resolution of the meeting at which the same was demanded. The demand of a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which a poll has been demanded.
- 7.3 Every Member shall have one vote and no more, and that vote may be given either personally or by proxy.

7.4 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):

I/We.....of.....

being a Member/Members of the above named Company, hereby appoint

.....of.....or

failing him/her.....of

.....
as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual extraordinary general meeting of the Company to be held on..... and at any adjournment thereof.

Signed this day of

.....

7.5 Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):

I/We.....of.....

being a Member/Members of the above named Company, hereby appoint

....., of..... or

failing him/her.....of

.....
as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Company to be held onand at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 for/agajnst*

Resolution No 2 forlagajnst*

* Strike out whichever is not desired

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this day of

7.6 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may:

(a) be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote: or

(b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poli; or

(c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chair or to the Secretary or to any Director;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

7.7 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the Office or at such other place at which the instrmment of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

8. **THE DIRECTORS**

- 8.1 The business of the Company shall be carried on by, and be under the direction of the Directors, who shall be Members of the Company. The Directors 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 General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.
- 8.2 The Board of Directors shall comprise not less than six and not more than fifteen persons who shall be appointed in accordance with the succeeding provisions of this Article.
- 8.3 The subscribers to the Memorandum of Association shall be the first Directors.
- 8.4 The Chair of the Company shall be a member of the Board whilst he or she remains Chair.
- 8.5 Subject to the provisions of Article 8.3, the Board for the time being may co-opt such persons to be Directors as they may from time to time determine provided that the total number of Directors does not thereby exceed fifteen.
- 8.6 (a) One third in number of the Directors shall retire from office at the first and at each Annual General Meeting thereafter but shall be eligible for re-nomination or re-election (as the case may be) for one further period of three years. If their number is not three or a multiple of three, the number nearest to one third shall retire from office, but, if there is only one director who is subject to retirement by rotation, he or she shall retire.
- (b) Subject to the provisions of the Act, the Directors to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment but as between persons who became or were last re-appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (c) If the Company, at the meeting at which a Director retires by rotation, does not fill the vacancy, the retiring Director shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Director is put to the meeting and lost.

8.7 The office of a Director shall be vacated if he or she:

8.7.1 ceases to be capable of acting in the capacity of a Director by virtue of any provision of the Act or if he or she becomes prohibited by law from acting in the capacity of a Director; or

8.7.2 is, or may be, suffering from mental disorder and either;

8.7.2.1 is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983: or

8.7.2.2 an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of the receiver, or other person, to exercise powers with respect to his or her property or affairs: or

8.7.3 resigns office by notice in writing to the Company or;

8.7.4 shall for more than six months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his or her office be vacated; or

8.7.5 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally.

9. **HONORARY OFFICERS**

9.1 The Board shall have the following Honorary Officers;

9.1.1 Chair;

9.1.2 Vice Chair;

9.1.3 Treasurer

9.2 The Honorary Officers shall be elected by resolution of the Board from among their number.

10. **PROFESSIONAL STAFF**

10.1 The Board may from time to time appoint any person, whether or not such person is a member of the Company or the Board, to be the holder of any executive office, on such terms to the payment of proper and reasonable remuneration for services to be rendered to the Company and upon such other terms and for such period as they may determine. Any person so appointed who is not a member of the Board shall, unless the Board resolve to the contrary in respect of any meeting or meetings, attend all meetings of the Board, but shall not be entitled to vote or be counted for the purposes of a quorum at such meetings.

10.2 The Board may at their discretion appoint remove or suspend such other staff, secretaries, officers, clerks, agents and servant' whether for permanent, temporary or special services, as they may from time to tulle think fit and determine their duties and powers, and fix their salaries.

11. PROCEEDINGS OF THE BOARD

11.1 Subject to the provisions of the Articles. the Directors may regulate their proceedings as they think fit. A Director may. and the Secretary at the request of a Director shall, call a meeting of the Directors by notice served on the Directors. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. hi the case of an equality of votes, the Chair shall have a second or casting vote.

11.2 The quorum for the transaction of the business of the Directors shall be three.

11.3 The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number. but, if the number of Directors is less than the number fixed as the quorum, the Continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.

11.4 The Chair shall preside at every meeting of tile Directors or if he or she shall not be present or is unwilling to act the vice-chair (if any) shall if present and willing to act preside, failing which the Directors shall elect one of their number to be Chair of the meeting.

11.5 All acts done by a meeting of Directors, or of a committee of Directors, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.

11.6 (a) a resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as tl it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held. The resolution may be contained in one document or in several documents each stating the terms of the resolution accurately and signed by the Directors.

(b) in this Article references to a document being "signed" include it being approved by letter, facsimile or telex.

11.7 (a) a meeting of the Directors may consist of a conference between Directors some or all of whom are in different places provided that each Director who participates is able:

(i) to hear each of the other participating Directors addressing the meeting; and

(ii) if he so wishes, to address all of the other participating Directors simultaneously.

whether directly, by conference telephone or by any other form of communications equipment (whether in use when this Article is adopted or developed subsequently) or by a combination of those methods.

(b) a quorum is deemed to be present if those conditions are satisfied in respect of at least the number of Directors required to form a quorum.

(c) a meeting held in this way is deemed to take place at the place where the largest group of participating Directors is assembled or, if no such group is readily identifiable, at the place from where the Chair of the meeting participates.

11.8 Save as otherwise provided by the Articles, a Director shall not vote at a meeting of Directors or of a committee of Directors nor be counted in the quorum at any meeting of the Directors on any resolution concerning a matter in which he has directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless his interest or duty arises only because the case falls within one or more of the following paragraphs:

(a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of the Company;

(b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Company for which the Director has assumed responsibility in whole or in part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;

(c) his interest arises by virtue of his subscribing or agreeing to any debentures of the Company or by virtue of his being, or becoming a participant in the underwriting or sub-underwriting any such debentures by the Company for subscription, purchase or exchange;

(d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this Article, an interest of a person who is for any purpose of the Act (excluding any statutory modification thereof not in force when this Article becomes binding on the Company), connected with a Director shall be treated as an interest of the Director.

- 11.9 A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 11.10 The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Director from voting at a meeting of Directors or of a committee of Directors.
- 11.11 If a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the Chair of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.

12. DELEGATION OF DIRECTORS' POWERS

- 12.1 (a) the Directors may delegate any of their powers or the implementation of any of their resolutions to any committee consisting of such persons as the Directors may determine.
- (b) the resolution making that delegation shall specify the financial limits within which any committee shall function.
- (c) the deliberations of any such committee shall be reported regularly to the Directors and any resolution passed or decision taken by any such committee shall be reported forthwith to the Directors and for that purpose every committee shall appoint a secretary.
- (d) all delegations under this Article shall be revocable at any time.
- (e) the Directors may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as they may from time to time think fit.
- (f) for the avoidance of doubt, the Directors may delegate all financial matters to any committee and may empower such committee, to resolve upon the operation of any bank account according to such mandate as the Directors shall think fit whether or not requiring a signature of any Director.
- 12.2 Notwithstanding any other provision of this Article, firstly no meeting of any committee as aforesaid shall be quorate unless at least one Director shall be present and secondly no resolution of any committee as aforesaid shall be passed unless the Director or Directors present (or a majority of them if more than one) shall vote in favour of the resolution concerned in addition to a majority of the committee as a whole
- 12.3 The meetings and proceedings of any committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Directors so far as the same are applicable and are not superseded by any regulations made by the Directors.

13. **DIRECTOR'S INTERESTS**

13.1 Subject to the provisions of the Act and the Memorandum of Association, and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director notwithstanding his office:

(a) may be party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;

(b) may be a Director or other officer of or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and

(c) shall not by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

13.2 For the purposes of Article 13.1:

(a) a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and

(b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

14. **BORROWING**

The Directors may exercise all the powers of the Company to borrow money for the purposes of the Company's business and to mortgage or charge the whole or any part of its undertaking and property (subject to the provisions of Part V of the Charities Act 1993) and to issue debentures, debenture stock and other documents, whether outright or as security for any debt liability or obligation of the Company PROVIDED THAT all the Directors who are entitled to attend any meeting approve beforehand.

15. **SECRETARY**

Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit: and any Secretary so appointed may be removed by them provided always that no member of the Board of Directors may occupy the salaried position of Secretary.

16. **MINUTES**

The Directors shall cause minutes to be made in books kept for the purpose:

- (a) of all appointments of officers made by the Directors, and
- (b) of all proceedings at meetings of the Company, and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting.

17. **BYELAWS**

- (a) the Directors shall have power to make Byelaws concerning regarding the government and management of the Company from time to time think fit.
- (b) provided that no Byelaw shall have effect if and to the extent that it shall be inconsistent with the Memorandum of Association or the Articles, Subject as aforesaid all Byelaws made by the Directors shall have the like effect as if the same were contained in the Articles save that they may at any time or times be revoked or varied by the Directors in like manner as they may be made.

18. **NOTICES**

- 18.1 A notice may be served by the Company upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at his/her address as appearing in the Register of Members.
- 18.2 Any notice sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is posted. and in proving such service, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed, prepaid and put into the post office.

19. **WINDING UP**

Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

20.1 **INDEMNITY**

Subject to the provisions of the Act, but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach, of duty or breach of trust in relation to the affairs of the Company.

Names and addresses of Subscribers

BOURSE NOMINEES LIMITED
PEMBROKE HOUSE
7 BRUNSWICK SQUARE
BRISTOL
BS2 8PE



BRISTOL LEGAL SERVICES LIMITED
PEMBROKE HOUSE
7 BRUNSWICK SQUARE
BRISTOL
BS2 8PE



Dated 15 August 2000

Witness to the above signatures:-



MELANIE ANNE RUSSELL
PEMBROKE HOUSE
7 BRUNSWICK SQUARE
BRISTOL
BS2 8PE