

No of Company 1210435

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum and Articles of Association of

SUBUD PUBLICATIONS INTERNATIONAL

(Incorporated the 1st day of May 1975)

As amended by special resolution adopted by the company
on the 10th day of November 2001

Bates, Wells & Braithwaite

Solicitors

Cheapside House, 138 Cheapside, London EC2V 6BB



THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF
SUBUD PUBLICATIONS INTERNATIONAL

1. The name of the Company (hereinafter called "SPI") is "SUBUD PUBLICATIONS INTERNATIONAL."
2. The Registered Office will be situate in England.
3. (A) SPI is established for the advancement of religion in accordance with the principles of Subud. "Subud" shall be interpreted in this Memorandum as that body of people in all parts of the world who meet together to take part in the worship of Almighty God through the Latihan Kejiwaan of Subud.
4. In furtherance of the said object but not otherwise SPI shall have the following powers: -
 - (1) To write, make, commission, print, publish, circulate or distribute written materials or other materials recorded in or on any format explaining, clarifying or promulgating to the public at large and to Subud members the aims, principles and ideals of Subud or relating to Subud members or the organisation and administration of Subud.
 - (1)(A) To preserve and maintain archives relating to Subud.
 - (2) To carry on the business of art printers, publishers and sellers of books, magazines, leaflets, articles, periodicals, journals and other literature.
 - (3) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may be deemed necessary or convenient for any of the purposes of SPI.
 - (4) To construct, maintain, and alter any houses, buildings, or works necessary or convenient for the purposes of SPI.
 - (5) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of SPI.
 - (6) To take such steps by personal or written appeals, public meetings, or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of SPI, in the shape of donations, annual subscriptions or otherwise.
 - (7) To print and publish any newspapers, periodicals, books or leaflets that SPI may think desirable for the promotion of its objects.
 - (8) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of SPI.
 - (9) To borrow and raise money in such manner as SPI may think fit.
 - (10) To invest the monies of SPI not immediately required for its purposes in or upon such investments, securities, or property as may be thought fit.
 - (11) To undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any of the objects of SPI.

- (12) To subscribe to any local or other charities, and to grant, donations for any public purpose including power to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of Employees and their widows and children and other dependants who may be in need.
 - (13) To establish and support, and to aid in the establishment and support of any other Associations formed for all or any of the objects of SPI.
 - (14) To amalgamate with any charitable companies, institutions, Societies, or Associations having objects altogether or in part similar to those of SPI.
 - (15) To purchase or otherwise acquire and undertake all or part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which SPI is authorised to amalgamate.
 - (16) To transfer all or any part of the property, assets, liabilities, and engagements of SPI to any one or more of the companies, institutions, societies or associations with which SPI is authorised to amalgamate.
 - (17) To do all such other lawful things as will further the above objects or any of them.
5. The income and property of SPI whencesoever derived, shall be applied solely towards the promotion of the objects of SPI 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 the members of SPI.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of SPI, or to any member of SPI, in return for any services actually rendered to SPI, nor prevent the payment of interest at a rate not exceeding five per cent per annum on money lent, or reasonable and proper rent for premises demised or let by any member to SPI; but so that no member of the Board of Trustees of management or governing body of SPI shall be appointed to any salaried office of SPI or any office of SPI paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by SPI to any member of such Board of Trustees or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent, or reasonable and proper rent for premises demised or let to SPI; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Board of Trustees of management or governing body may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

6. The liability of the Members is limited.
7. Every member of SPI undertakes to contribute to the assets of SPI 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 SPI contracted before he ceases to be a member, and of 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 £1.00. If upon the winding up or dissolution of SPI 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 SPI but shall be given or transferred to some other Charitable Institution or Institutions, having objects similar to the objects of SPI and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on SPI under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the Trustees of SPI at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some charitable object.

WE, the several persons whose names and addresses are subscribed,
are desirous of being formed into a Company in pursuance of this
Memorandum of Association .

NAMES, ADDRESSES AND SUBSCRIPTIONS OF SUBSCRIBERS
<p>Malcolm Patrick Murray, C.B., 26, Templemere, Weybridge, Surrey KT13 9PB.</p> <p>Retired Civil Servant.</p> <p>Russell Eric Victor Moore, 5, Springhill Road, Goring Reading RG8 0BY.</p> <p>Security Investigator.</p> <p>Hartley John McNee Ramsay, 16, Chestnut Walk, Shepperton, Mddx.</p> <p>Journalist.</p>

Dated this 27th day of March, 1975.

Witness to the above signatures:

Iain Reid

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF
SUBUD PUBLICATIONS INTERNATIONAL

INTERPRETATION

1. In these Articles:

"the Act" means the Companies Acts 1985 and 1989.

"the seal" means the Common Seal of SPI.

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

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

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.

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 thereof in force at the date at which these Articles become binding on SPI.

GENERAL

2. The number of members with which SPI proposes to be registered is twenty, but the Board of Trustees may from time to time register an increase of members.
3. SPI is established for the purposes expressed in the Memorandum of Association of SPI.

QUALIFICATION OF MEMBERS

4. The following persons shall be admitted as members of SPI on application to the Board of Trustees:

Any person who is a member of Subud.

5. A member shall cease to be a member:

If removed from membership by a resolution of the Board of Trustees passed at a duly constituted meeting of the Trustees provided that the member concerned shall have had the opportunity to make representations in person or in writing to the meeting. A member so removed shall not be readmitted to membership except by resolution of the Trustees.

GENERAL MEETINGS

6. SPI shall in each year hold a General Meeting as its Annual General Meeting at such place as the Board of Trustees shall appoint in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it.
7. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
8. The Board of Trustees may, whenever they think fit, and shall upon requisition made in writing by any two or more Trustees or ten or more members, convene an Extraordinary General Meeting or in default such a meeting may be convened by the requisitionists as is provided in Section 132 of the Act. If at any time there are not within the United Kingdom sufficient Trustees to form a quorum any member of the Board of Trustees or any two members of SPI may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by Trustees.
9. Any requisition made by Trustees or members shall express the object of the meeting proposed to be called and shall be left at the registered office of SPI.
10. Upon receipt of such requisition the Board of Trustees shall convene a general meeting within twenty-one days from the date of the requisition and in default of their failing so to do the requisitionists may themselves convene a meeting.

PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting except the consideration of the accounts, balance sheets and the ordinary report of the Board of Trustees and the report of the Auditors, the election of the Trustees in place of those retiring and the appointment and remuneration of the auditors.
12. Three persons entitled to vote upon the business to be transacted or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.
13. If within half an hour from the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of Trustees or members shall be dissolved, in any other case it shall stand adjourned to the day in the following week at the same time and place and if at such adjourned date a quorum is not present it shall be adjourned sine die.
14. The Chairman of the Board of Trustees or in his absence the Vice-Chairman shall preside as Chairman at every general meeting of SPI.
15. If neither the Chairman of the Board of Trustees nor the Vice-Chairman is present at the time of holding a Meeting, the Trustees or members present shall choose some one of their number to be Chairman of such meeting.
16. The Chairman may, with the consent of the Meeting, adjourn any 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.
17. At any general meeting, unless a poll is demanded by at least three Trustees or members, a declaration by the Chairman that a resolution has been carried or lost, and an entry to that effect in the book of proceedings of SPI, shall be conclusive evidence of that fact.
18. If a poll is demanded in manner aforesaid the same shall be taken at such time and in such manner as the Chairman directs, and the result of such poll shall be deemed to be the resolution of SPI in

general meeting, save that a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. The demand for a poll may be withdrawn.

19. Every member of the Board of Trustees shall have two votes and no more, and every other member shall have one vote and no more. All votes shall be given personally. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a further or casting vote in addition to his vote as a member or his votes as a member of the Board of Trustees.
20. No member shall be entitled to vote at any general meeting unless all monies presently payable by him or her to SPI have been paid.
21. On a poll votes may only be given personally.

BOARD OF TRUSTEES

22. There shall be a Board of Trustees which shall consist of not less than five and not more than ten Trustees.
23. The members of the Board of Trustees shall be elected at an Annual General Meeting of SPI and shall hold office for a period of four years and at the end of their period of office shall be eligible for re-election. Any casual vacancy may be filled by the continuing Trustees and a Trustee so appointed shall hold office until the next Annual General Meeting at which the other Trustees shall cease to hold office.
24. The Trustees shall elect from amongst their number a Chairman.
25. A Trustee shall cease to hold office if he:
 - (i) Ceases to be a Trustee by virtue of any provision in the Act or is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (ii) Becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - (iii) Resigns his office by notice to SPI (but only if at least two Trustees will remain in office when the notice of resignation is to take effect);
 - (iv) Is absent without the permission of the Trustees from three consecutive meetings of the Trustees and the Trustees resolve that his office be vacated; or
 - (v) Is removed from office by a resolution of the Trustees approved unanimously by all the Trustees excepting the Trustee to be removed at a meeting of the Trustees of which not less than 14 days notice has been given specifying the circumstances alleged to justify expulsion and the Trustee concerned has been accorded a reasonable opportunity of being heard by or of making written representations to the meeting.
26. The Board of Trustees shall have absolute control over the affairs and property of SPI and shall prescribe, alter, or cancel rules for the regulation of SPI and shall exercise all such powers of SPI as they shall think fit, except as otherwise provided by these Articles.
27. The Board of Trustees shall engage all such officers and servants as they may consider necessary and shall regulate their duties and fix their salaries.

PROCEEDINGS OF TRUSTEES

28. Subject to the provisions of the Articles, the Trustees may regulate their proceedings as they think fit.
29. Two Trustees may, and the Secretary at the request of two Trustees shall, call a meeting of the Trustees. Notice of every meeting of the Trustees stating the general particulars of all business to be considered at such meeting shall be sent by post to each Trustee at least seven clear days (excluding Saturdays, Sundays and Bank Holidays) before such meeting unless urgent circumstances require shorter notice, but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not specified in such general particulars.
30. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote.
31. The quorum for the transaction of the business of the Trustees may be fixed by the Trustees and, unless so fixed at any other number, shall be two.
32. The continuing Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number but, if and so long as the number of Trustees is less than the number fixed as a quorum, the Trustees may act for the purpose of increasing the number of Trustees to that number or of summoning a general meeting of SPI but for no other purpose.
33. The Trustees may appoint one of their number to be the chair of the Trustees and may at any time remove him or her from that office. Unless he or she is unwilling to do so, the Trustee so appointed shall preside at every meeting of Trustees at which he or she is present. If there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chair of the meeting.
34. All acts done by a meeting of Trustees, or of a committee of Trustees, or by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in the appointment of any Trustee 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 Trustee and had been entitled to vote.
35. A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees shall be as valid and effectual as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held and may consist of several documents in the like form each signed by one or more Trustees. The date of a written resolution of the Trustees shall be the date on which the last Trustee signs.
36. A meeting of the Trustees may be held either in person or by suitable electronic means agreed between the Trustees in which all participants may communicate simultaneously with all other participants.

SECRETARY

37. (a) SPI shall have a Secretary who shall be appointed by the Board of Trustees for such term at such remuneration and upon such conditions as the Board of Trustees may think fit.

- (b) Anything required or authorised to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to any Officer of SPI authorised generally or specially in that behalf by the Board of Trustees.

SEAL

38. The Board of Trustees shall provide for the safe custody of the seal which shall only be used by the authority of the Board of Trustees or of a Committee of the Board of Trustees members authorised by the Board of Trustees in that behalf and every instrument to which the seal shall be affixed shall be signed by a member of the Board of Trustees and shall be countersigned by the Secretary or a second member of the Board of Trustees or by some other person appointed by the Board of Trustees for the purpose.

ACCOUNTS

39. The Board of Trustees shall cause all proper and necessary books of account to be kept as SPI is required to do by law and as shall be necessary to give a true and fair view of the state of SPI's affairs and to explain its transactions. The books of account shall be kept at the registered office of SPI or subject to Section 147 (3) of the Act at such other place or places as the Board of Trustees shall think fit and shall always be open to the inspection of the members of the Board of Trustees.
40. The Board of Trustees may from time to time determine whether and to what extent and where the accounts and books of SPI shall be open to the inspection of members not being members of the Board of Trustees and no member not being a member of the Board of Trustees shall have any right of inspecting any accounts or book or document of SPI except as conferred by statute or authorised by the Board of Trustees.
41. Accounts etc.
- a. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.
 - b. The Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commissioners.
 - c. The Trustees shall comply with their obligations under the Charities Act 1993 with regard to the preparation of an annual return and its transmission to the Charity Commissioners.
42. A notice may be served by SPI upon any member of the Board of Trustees or member either personally or by sending it through the post in a prepaid letter to the member at his registered place of abode and any notice if served by post shall be deemed to have been served at the time the letter containing the same would be delivered in the ordinary course of post.
43. Notice of every general meeting shall be given in any manner herein before authorised to every member and to the auditor for the time being of SPI. No other person shall be entitled to receive notices of general meetings.

WINDING UP

44. SPI shall be wound up voluntarily whenever a special resolution is passed requiring SPI to be so wound up. Clause 7 of the Memorandum of Association of SPI shall have effect as if the provisions thereof were repeated herein.

PRIVATE COMPANY

46. SPI is a Private Company and accordingly –
- (a) If at any time SPI shall have a share capital the Directors shall be entitled without assigning any reason to decline to register any transfer thereof.
 - (b) Any invitation to the public to subscribe for any shares or debentures of SPI is prohibited.
 - (c) The number of members is limited to Twenty.

NAMES, ADDRESSES AND SUBSCRIPTIONS OF SUBSCRIBERS

Malcolm Patrick Murray, C.B.,
26, Templemere,
Weybridge, Surrey KT13 9PB.

Retired Civil Servant.

Russell Eric Victor Moore,
5, Springhill Road,
Goring Reading RG8 0BY.

Security Investigator.

Hartley John McNee Ramsay,
16, Chestnut Walk,
Shepperton, Mddx.

Journalist.

Dated this 27th day of March, 1975.

Witness to the above signatures:

Iain Reid