

PAGAN FEDERATION  
(Company No. 4056879)

A Written Resolution under s381A of the Companies Act 1985.

That the Memorandum of Association of the Company should be corrected as follows:

Clause 3.2.1., which currently reads :

"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 "

be completed by the addition of the words

"The Pagan Federation"

so as to read:

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 The Pagan Federation "

For: \_\_\_\_\_signature

W. J. V. Cox \_\_\_\_\_Print name

Against: \_\_\_\_\_

Abstain: \_\_\_\_\_

DATE 0 21st August 2006



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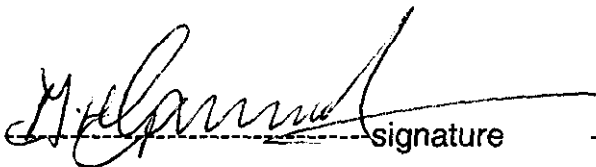
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association known as The Pagan Federation "

For:

 signature

DEANNON

Print name

Against-----

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Abstain-----

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DATED. 31st August 2006

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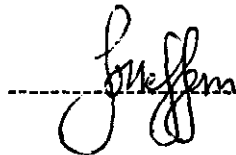
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For:



-----signature

LINDSEY-JAYNE HEFFERN

-----Print name

Against-----

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Abstain-----

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DATED 31st August 2006

The Pagan Federation

Company Number: 4056879

The Pagan Federation is a *Not for Profit* company, limited by guarantee.

Registered Office: Town Farm, High Street, Tibshelf, Derbyshire, United Kingdom DE55 5NY

Registered in England and Wales

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For: B. Winder-----signature B. WINDER-----Print name

Against-----

Abstain-----

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For: M Simkins-----signature      M Simkins-----Print name

Against-----

Abstain-----

DATED 31st August 2006

**THE COMPANIES ACT 1985 TO 1989**

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

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**MEMORANDUM OF ASSOCIATION**

**of**

**PAGAN FEDERATION**

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LD3  
COMPANIES HOUSE

\*LLUAAILN\*

218  
06/09/2006

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 The Pagan Federation.
- 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 for 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 finds 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 had been incorporated as a charity.

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.