



Spiritual Directors in Europe

SPIRITUAL DIRECTORS IN EUROPE

CONSTITUTION

The Companies Acts 1985 and 1989

PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

SPIRITUAL DIRECTORS IN EUROPE

1 The Company's name is SPIRITUAL DIRECTORS IN EUROPE (hereinafter called "SDE").

2 The Company's registered office is to be situated in England and Wales.

3 The Company's objects are:

(A) SDE is established as a network of individuals engaged in the ministry of spiritual direction within the geographical area of Europe. The network will seek to support and encourage one another as spiritual directors, to learn from each other's wisdom and to appreciate each other's spiritual and cultural diversity.

(B) In furtherance of the said objects but not otherwise SDE may:

1. Arrange and provide for or join with others in arranging and providing for the holding of meetings, lectures, services, classes, exhibitions and other such gatherings, which may be exclusively for the members of SDE or at the discretion of the Executive Committee may be open to non-members and invited guests;

2. Collect and disseminate information on all matters affecting the objects, including a directory of membership;

3. Cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, such papers, books periodicals, pamphlets or other documentation or films or recorded media (whether audio or visual or both) as shall further the objects;

4. Cause to be created and maintained an SDE website on the world wide web whether for the benefit of members only or for the benefit of both members and non-members;

5. Make links with and network with spiritual, directors and other like-minded people, organisations and networks both within Europe and elsewhere in the world;

6. Raise funds by any lawful means and through any lawful activity and invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise, provided that SDE shall not undertake permanent trading activities in raising funds for the objects;

7. Invest the monies of SDE not immediately required for the said objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law; and as incidental or conducive to any of these objects the Company shall have the following powers:

(C) to let out or take on hire as places of assembly, display centres or otherwise any part or parts of any land or buildings and in such divisions and manner as may seem expedient;

(D) to edit print and publish books papers reports guide books periodicals circulars articles and other matters whatsoever;

(E) to hold conferences seminars meetings lectures courses and discussions;

(F) to employ and remunerate all such officers and servants as may be required for the purposes of the Company and to grant pensions and retirement benefits to or for employees or former employees of the Company and to the widows children or other dependents of deceased employees who are in necessitous circumstances and to pay or subscribe to funds or schemes for the provision of pensions and retirement benefits for employees of the Company their widows children and other dependents;

(G) to borrow or raise funds for the purpose of the Company on such terms and on such security (if any) as may be thought fit;

(H) to establish promote form and support or aid in the establishment promotion formation and support of any other charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or -calculated to further the objects of the Company;

(I) to raise funds and to invite and to receive subscriptions endowments grants (whether government municipal or from any statutory or charitable body or otherwise) and donations (whether of real or of personal property) and devices and bequests for all or any of the purposes aforesaid and generally to manage invest and expend all monies belonging to the Company;

(J) to invest the monies of the Company not immediately required for its purpose in or upon such investments securities or property as may be thought fit subject nevertheless to such conditions (if

any) that may for the time being be imposed or required by law and subject also as hereinafter provided;

(K) to sell or co-operate with others in selling terms any postcards souvenirs novelties promotional items articles and gift ,merchandise for the purpose of promoting the objects of the Company;

(L) to establish operate and carry on or to co-operate with others in establishing operating and carrying on in any building which the Company is interested the supply thereof of food and drink and other refreshments by way of sale provided always :hat the amenities mentioned in this paragraph shall be provided only for the purposes of attending a performance meeting or 'unction sponsored by the Company;

(M) to make representations at public enquiries appeals or in such other ways as shall appear necessary from time to time in Furtherance of the objects of the Company;

(N) to employ and pay architects engineers construction experts accountants solicitors chartered secretaries and other professional persons clerks and other staff for the purpose of fulfilling the objects of the Company;

(O) to do all such things as are necessary to the attainment of the above objects or any of them.

4 The income and the property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and no member shall have any personal claim on any property of the Company and no portion thereof shall be paid transferred or distributed directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to members of the Company provided always that nothing herein shall prevent the payment in good faith by the Company of a reasonable and proper remuneration to any officer or servant of the Company' or to any member of the Company in return for any services actually rendered to the Company or interest on money lent or reasonable and proper rent for premises demised or let by any member to the Company.

5 The liability of the members is limited.

6 Every member of the Company undertakes to contribute such amount not exceeding £1.00 as may be required to the assets of the Company if it should be wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Company contracted before he ceases to be a member and the costs charges and expenses of winding up and for the adjustments of the rights of the contributors among themselves.

7 True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure takes place and of the property credits and liabilities of the Company and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being such accounts shall be open to the inspection of the members. Once at least in every financial year the accounts of the Company shall be examined and the correctness thereof and of the balance sheet ascertained so as to conform to the legal requirements of the Companies Acts 1985 and 1989.

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 amongst the members of the Company but shall be given or transferred to some other Company or charitable institution or institutions having a

objects similar to the objects of the Company and which shall prohibit the distribution of its or their income or property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of clause 4 hereof such Company or institution to be determined by the members of the Company at or before the time of dissolution.

I THE SUBSCRIBER TO THIS MEMORANDUM OF ASSOCIATION WISH TO BE FORMED INTO A COMPANY PURSUANT TO THIS MEMORANDUM OF ASSOCIATION

Name and address of Subscriber

ONLINE NOMINEES LIMITED

Carpenter Court, Maple Road, Brarnhall, Stockport, Cheshire SK7 2DH

Witness to the above signature(s):

NEIL EDWARD WAKEFIELD

18 Akemoor Drive, Mile End, Stockport, Cheshire SK2 6BU

Dated: 24th May 2005

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The Companies Acts 1985 and 1989

PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

SPIRITUAL DIRECTORS IN EUROPE

INTERPRETATION

1 In these Articles:

"the Act" means The Companies Act 1985

"the Seal" means the common seal of the Company

"secretary" means any person appointed to perform the duties of the secretary of the Company

"members(s)" shall have ascribed to it the meaning as defined in section 22 of the Act and means all members who pay a subscription to the Company and any such other individuals or organisations as shall be added or substituted in accordance with articles 3 and 4 hereof "associates(s)" means any individual company partnership or other organisation resident in part of the world

"SDE" means SPIRITUAL DIRECTORS IN EUROPE, the company

Expressions referring to writing shall unless the contrary intention appears become 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 the Company. The regulations in Table C schedule to the Companies (Tables A to F) Regulations 1985 shall except where they are varied by or are inconsistent with the Articles apply to the Company.

OBJECTS

2 The Company is established for the objects expressed in the Memorandum of Association.

MEMBERS

3. Membership of SDE shall be open to all who are practising the ministry of spiritual direction and who have paid the annual subscription as laid down from time to time by the Executive Committee established under Clause 4 below.

a) Every member shall have one vote (except where this constitution provides for the Chairman of a meeting to have a second or casting vote).

The Executive Committee shall have the right:

1. To approve or reject applications for membership;
2. For good and sufficient reason to terminate the membership of any person provided that the member concerned shall receive reasonable notice of the proposed termination and shall have the right to make representations in writing to the Executive Committee before a final decision is made.

THE EXECUTIVE COMMITTEE

4

a) The policy and general management of the affairs of SDE shall be directed by an Executive Committee "the Executive Committee") which shall meet not less than twice a year.

b) The executive committee consists of the chair, secretary and treasurer and such other members as the Annual General Meeting shall decide , who shall all be elected at the Annual General Meeting.

c) The Executive Committee shall make an initial scheme of rotational retirement.

- d) Subject to 4c above, the members of the Executive Committee shall be elected for a period of three years, and may be re elected once consecutively. On the expiration of such a period, one further year must elapse before they are eligible for re election
- e) Any casual vacancy in the membership of the Executive Committee may be filled by the Executive Committee and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting and shall be eligible for election at that meeting.
- f) The proceedings of the Executive Committee shall not be invalidated by any failure to elect or any defect in the election, appointment, or qualification of any member.
- g) The Executive Committee shall be deemed to be the Directors of SDE.
- h) All members of the Executive Committee shall have the power to resign before the end of their term of office by presenting a written notice of resignation to a properly convened meeting of the Executive Committee. Notice of such resignation and the reasons given (if any) together with any other explanation (if any) shall be communicated to the members of SDE as soon as is reasonably practicable.
- i) Only members of SDE shall be eligible to serve on the Executive Committee. Nominations for the Executive Committee must be made by members of SDE in writing to the Secretary. Individual members may nominate themselves for election but each nomination must be seconded in writing by one other member of SDE. An election shall always be held. The conduct of such elections shall be the responsibility of the Secretary, save for the election for the Secretary, the conduct of which shall be the responsibility of the Chairman. All elections for the Executive Committee shall be by secret ballot on closed ballot papers.

GENERAL MEETINGS

- 5a) The Company shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it and not more than 15 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 shall be held at such time and place as the Directors shall appoint. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- b) At such Annual General Meetings the business shall include the election of members to serve on the Executive Committee, the consideration of an annual report of the work done by or under the auspices of the Executive Committee, the consideration and approval of the accounts of SDE.
- 6 The Directors may whenever they think fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on the requisition of three or more members or in default maybe convened by such requisitionists as provided by Section 368 of the Act. If at any time there are not sufficient Directors capable of acting to form a quorum any Director or any three members of the Company may convene an Extraordinary Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

7 An Annual General Meeting and a Meeting called for the passing of the Special Resolution shall be called by twenty one days notice in writing at the least and a Meeting of the Company other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place the day and the hour of the meeting and in the case of special business the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner if any as may be prescribed by the Company in General Meeting to such persons as are under the Articles of the Company entitled to receive such notices from the Company.

Provided that a Meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed:

a) In the case of a meeting called as the Annual General Meeting by all 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 at the Meeting being a majority together representing not less than 95% of the total voting rights at that Meeting of all the members.

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

PROCEEDINGS AT GENERAL MEETINGS

9 All business shall be deemed special that is transacted at an Extraordinary General Meeting and also that is transacted at an Annual General Meeting with the exception of the consideration of the accounts balance sheets and the reports of the Directors and Auditors and the appointments of and the fixing of the remuneration of the Auditors.

10 Annual General Meetings and Special General Meetings shall be deemed to be quorate when at least 10 members of SDE are present at the start of the meeting. Meetings of the Executive Committee shall be deemed to be quorate when at least two-thirds of the total membership of the Executive Committee are present at the start of the meeting. Any special or standing committee shall be deemed to be quorate when at least one-third of the total membership of such special or standing committee are present at the start of the meeting.

11 The Chairman if any of the Company shall preside as Chairman at every General Meeting of the Company or if there is no such Chairman or if he shall not be present within fifteen minutes after the time appointed for the holding of the Meeting or is unwilling to act the deputy Chairman shall preside and if he shall not be present the Secretary shall preside and if the Secretary shall not be present the Treasurer shall preside and if the Treasurer shall not be present the Directors present shall elect one of their number to be Chairman of the Meeting.

12 The Chairman may with the consent of any meeting at which quorum is present (and shall if so directed by 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. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as

aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

13 At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on a declaration of the result of the show of hands) demanded:

a) by the Chairman; or

b) by at least two members present in person or by proxy; or c) by any member or members present in person or by proxy and representing not less than one tenth of the total voting rights of all the members having the right to vote at the Meeting.

Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and on entry to that effect in the book containing the Minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

14 Except as provided in Article 20 if a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll is demanded.

15 In the case of an equality of votes whether on a show of hands or a poll the Chairman of the Meeting at which the show of--hands takes place or which the poll is demanded shall be entitled to a second or casting vote.

16 A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at- such time as the Chairman of the Meeting directs and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

17 Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and end and vote it General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

18 Minutes shall be kept of Annual General Meetings, Special General Meetings, Executive Committee meetings and all meetings of special or standing committees. The Secretary shall provide a copy of any such minutes (free of charge) to any member of SDE within 21 days of the receipt of any written request.

19 The Executive Committee shall have power to adopt and issue Standing Orders and/or Rules for SDE. Such Standing Orders and/or Rules shall come into operation immediately provided always that they shall be subject to review at any Annual General Meeting or Special General Meeting at the request of any member of SDE present at such meeting. Such Standing Orders and/or Rules may not contravene or be inconsistent with the provisions of this Constitution. The Chairman of the Meeting shall resolve disputes on the conduct of meetings and on the interpretation and application of any Standing Orders and/or Rules.

VOTES OF MEMBERS

20 Every member shall have one vote.

21 On a poll votes may be given either personally or by proxy.

22 The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. A proxy must be a member of the Company.

23 The instrument appointing the proxy and the Power of Attorney or other authority if any under which it is signed or a notarially certified copy of that Power or authority shall be deposited at the registered office of the Company or at such other place as is specified for that purpose in the notice convening the Meeting not less than forty eight hours before the time for holding the Meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than twenty four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

24 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and is available from the Secretary.

25. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding a previous liquidation dissolution of the principal or revocation of the proxy or of the authority under which the proxy was executed provided that intimation in writing of such liquidation dissolution or revocation as aforesaid shall have been received by the Company at office before the commencement of the Meeting or adjourned meeting at which the proxy is used.

DIRECTORS

26. All Directors of the Company shall be deemed to be Members.

27. The maximum and minimum numbers of Directors shall be determined by the Company in General Meeting but unless and until so fixed there shall be no maximum number and the minimum number of Directors shall be one.

POWERS AND DUTIES DIRECTORS

28 The business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not by the Act or these Articles required to be exercised by the Company in General Meeting but no resolution made by the Company in General Meeting shall invalidate prior act of the Directors which would have been valid if that resolution had not been made.

29. All cheques promissory notes drafts bills of exchange and other negotiable instruments and all receipts for monies paid to

Company shall be signed drawn accepted endorsed or otherwise executed as the case may be in such manner as the resolution determine.

30 The Directors shall cause Minutes to be made in books provided for the purpose

- a) of all appointments of officers made by the Directors;
- b) of the names of the Directors present at each Meeting of the Directors and of any Committee of the directors;
- c) of all resolutions and proceedings at all meetings of the Company and of the Directors and of Committees of the Directors.

DISQUALIFICATION OF DIRECTORS

31. The office of Director shall be vacated if the member:

- a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- b) becomes prohibited from being a Director by reason of any order made under Sections 295 to 300 (inclusive) of the Act; or
- c) becomes incapable by reason of mental disorder illness or injury of managing and administering his property and affairs; or
- d) resigns his office by notice in writing to the Company.

32 A Director notwithstanding that he or any person connected with him has an interest or duty which is material and which conflicts or may conflict with the interests of the Company may vote in respect of any Contract transaction or arrangement and may be counted in the quorum present at any meeting.

33. No Director shall be required to retire or vacate his office or be ineligible for re-appointment as a Director nor shall any person be ineligible for appointment as a Director by reason of his having attained any particular age.

34 The Company may by ordinary resolution of which special notice has been given in accordance with Section 379 of the Act ,remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any Agreement between the Company and such Director.

PROCEEDINGS OF DIRECTORS

35 The Directors may meet together for the despatch of business adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes In the case of an equality of votes the Chairman shall have a second or casting vote. A Director may and the Secretary on the requisition of a member of the Directors shall at any time summon a meeting of the Directors.

36 The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be at least 51 % of the members for the time being of the Directors present in person.

37 The continuing Directors may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by all pursuant to the Articles of the Company

as the necessary quorum of the numbers of the Directors the continuing members or Directors may act for the purpose of increasing the number of Directors to that number or of summoning a General Meeting of the Company but for no other purpose.

FINANCE

38

- a) All monies raised by or on behalf of SDE shall be applied to further the objects of SDE and for no other purpose provided that nothing herein contained shall prevent the repayment to members of the Executive Committee or members of any special or standing committee of any reasonable out of pocket expenses.
- b) The Treasurer shall keep proper accounts of the finances of SDE.
- c) The Executive Committee may arrange to have the accounts inspected, examined or audited once a year by the Accountant or Accountants so chosen by the Annual General Meeting provided always that the Executive Committee shall comply with all requirements of Standing Orders and/or Rules from time to time in force.
- d) The Statement of the accounts (whether or not inspected, examined or audited under 9 (c) above) shall be submitted by the Executive Committee to the Annual General Meeting for approval.
- e) A bank account or bank accounts shall be opened in the name of SDE at such bank or banks as the Executive Committee shall from time to time decide. In addition to a current account, the Executive Committee may also open savings, deposit or investment accounts with the bank or banks. The Executive Committee shall authorise in writing the Chairman, the Treasurer and the Secretary to sign cheques on behalf of SDE, and may authorise any other member of the Executive Committee to sign cheques on behalf of SDE. All cheques must be signed by not less than two of these authorised signatories.

ALTERATIONS TO THE ARTICLES

39 Any alteration of this Article shall receive the assent of not less than two-thirds of the membership of SDE for the time being present and voting at a Special General Meeting specially called for that purpose (which may be at the same time and place as an Annual General Meeting) provided that notice of any such proposed alteration shall have been received by the Secretary in writing at least 21 days before such Special General Meeting. At least 14 days before the Special General Meeting notice in writing of such a proposed alteration or alterations shall be sent by the Secretary to each member of SDE provided that no alteration shall be made which would have the effect of causing SDE to cease to be a Charity in law.

DISSOLUTION

40 If the Executive Committee by a simple majority decide at any time that on the grounds of expense, or otherwise, it is necessary or advisable to dissolve SDE, it shall call a Special General Meeting, giving not less than 28 days written notice (stating the terms of any resolution to be proposed). If such decision shall be confirmed by not less than two-thirds of those present and voting at such meeting, the Executive Committee shall have the power to dispose of any assets held

by or on behalf of SDE as follows. Any assets remaining after the satisfaction of any proper and lawful debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of SDE, as the Executive Committee shall in its absolute discretion determine.

NOTICES

41 Any notice may be served by the Secretary on any member either personally or by sending it through the post in a pre-paid letter addressed to such member at his or her last known address and any letter so sent shall be deemed to have been received within three days of posting. Where any member has indicated to the Secretary his or her agreement to receive notice by fax or e-mail then service by this agreed means to the last known fax number or e-mail address shall be valid and shall be deemed to have been received within one day of being sent.

LEGAL JURISDICTION

42 All matters arising under this constitution and the terms of this constitution shall be governed by the laws of England and Wales.

Name and address of Subscriber

ONLINE NOMINEES LIMITED

Carpenter Court, Maple Road, Bramhall, Stockport, Cheshire SK7 2DH

A Witness to the above signature(s):

NEIL EDWARD WAKEFIELD 18 Akemoor Drive, Mile End, Stockport, Cheshire SK2 6BU

Dated: 24th May 2005

CERTIFICATE OF INCORPORATION

OF A PRIVATE LIMITED COMPANY

Company No. 5461532

The Registrar of Companies for England and Wales hereby certifies that

SPIRITUAL DIRECTORS IN EUROPE

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 24th May 2005

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

Companies House

for the record - HC007A