

COMPANY NO. 558085

**The Companies Acts 1985, 1989 and 2006
(incorporated under the Companies Act 1948)**

**Company Limited by Guarantee and
not having a Share Capital**

MEMORANDUM OF ASSOCIATION

of

THE SOCIETY FOR THE PROTECTION OF ANIMALS ABROAD

1 The name of the Company (hereinafter called the "Society") is "THE SOCIETY FOR THE PROTECTION OF ANIMALS ABROAD".

2 The Registered Office of the Society will be situated in England.

3 Objects.

The objects of the Charity are, for the benefit of the public, to prevent unnecessary suffering to working animals and neglect of their needs by lawful means and in particular but without prejudice to the generality of the foregoing by:

3.1 Providing veterinary treatment for sick or injured animals and preventative care such as vaccination,

3.2 Encouraging, promoting and providing education in the treatment, care, attitudes to and humane management of animals and any environmental issues;

3 3 Providing emergency response care for animals, both working and those upon which communities rely, in times of crisis and to take prior steps to prevent such animals being at risk in times of crisis.

4 Powers.

In furtherance of the objects but not further or otherwise the Society shall have the following powers.

4.1 To collect, analyse, evaluate and make available such information, research and other data as may advance the objects aforesaid;

4.2 To seek by all lawful means (including advertising and other campaigns) and to accept gifts and contributions of all kinds whether subject to conditions or not (provided that any trading activity for that purpose shall only be on a temporary basis);

4 3 To establish and support or aid in the establishment and support of other charitable associations or institutions and to subscribe, donate, lend or guarantee money for or to charitable purposes in any way connected with the purposes of the Society or calculated to further its objects;

- 4.4 To enter into any arrangements with any governmental or quasi-governmental body or authority and to obtain therefrom any rights, privileges and concessions and carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- 4.5 To hold or promote the holding of seminars, courses, colloquia, programmes, meetings, lectures and other events in relation to the objects;
- 4.6 To publish, issue and circulate gratuitously or otherwise books, pamphlets, reports, leaflets, journals, films, tapes, records and matter in any form to increase public knowledge of the objects of the Society;
- 4.7 To purchase, take on lease or in exchange hire or otherwise acquire any real and personal estate and to erect, improve and maintain such buildings as may be necessary for any of the purposes of the Society,
- 4.8 Subject to such consents as may be required by law to sell, lease, mortgage, exchange, dispose of or otherwise deal with and turn to account all or any part of the property of the Society with a view to the promotion of its objects;
- 4.9 Subject to such consents as may be required by law to borrow or raise money for the purposes of the Society on such terms and on such security as may be thought fit including making reasonable charges for any services provided hereunder;
- 4.10 Subject to the provisions of Clause 5 of this Memorandum of Association to engage or employ such persons (whether as employees, consultants, advisers or however) as may be requisite to the promotion of the objects of the Society and on such reasonable terms and at such reasonable remuneration as the Council may think fit,
- 4.11 To make all reasonable and necessary provision of the payment of pensions and superannuation to or on behalf of employees and their spouses and other dependants;
- 4.12 To undertake and execute any charitable trusts which may lawfully be undertaken by the Society and may necessary to its objects;
- 4.13 To invest the moneys of the Society not immediately required for its own purposes in or upon such investments, security or property (realty or personalty) and over such period as the Council may think fit;
- 4.14 To lend money and give credit to, to take security for such loans or credit and to guarantee and become or give security for the performance of contracts by any person or company as may be necessary for the work of the Society;
- 4.15 To draw, accept, endorse, issue or execute promissory notes, bills of exchange, bills of lading, warrants and other negotiable transferable or mercantile instruments for the purpose of or in connection with the objects of the Society;
- 4.16 To establish, promote or assist charitable companies with objects similar to those of the Society for the acquisition of the property or liabilities of the Society or to carry on any authorised activity of the Society or for any other charitable purpose calculated to benefit the Society in the furtherance of its objects;
- 4.17 To join in with any charity having charitable objects wholly or in part similar to those of this Society for the purposes of better effectuating the charitable purposes;
- 4.18 To purchase, acquire or undertake all or any of the property, liabilities and engagements of charitable associations, societies or bodies with which the Society may co-operate or federate;
- 4.19 To do all or any of the above things in any part of the world;

- 4.20 To provide indemnity insurance to cover the liability of the Council which by virtue or any rule of law would otherwise attach to the in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company. Provided that any such insurance shall not extent to any claim arising from any act or omission which the Council knew to be a breach of trust or breach of duty or which was committed by the Council in reckless disregard to whether it was a breach of trust or breach of duty or not provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Council in their capacity as directors of the company;
- 4.21 To do all such other lawful things as shall further the attainment of the above objects or any of them

PROVIDED THAT:

- 4.21.1 if the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with or invest the same in the manner allowed by law, having regard to such trusts,
- 4.21.2 if the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Society shall not sell, mortgage, charge or lease the same without any authority, approval or consent as may be required by law, and as regards any such property the Council of the Society 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 such Council would have been if no incorporation had been effected, and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division, or the Charity Commissioners over such Council but as regards any such property they shall be subject jointly and separately to such control or authority as if the society were not incorporated.

5 Application of Income:

The income and property of the Society from whatever source derived, shall be applied solely towards the promotion of its objects as set out 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 any Member of the Society (unless such Member is a charity) and no Member of its Council shall be appointed to any office of the Society paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Society;

PROVIDED THAT nothing herein shall prevent any payment in good faith by the Society.

- 5.1 of reasonable and proper remuneration to any officer or servant of the Society (not being a Member of its Council) for any services rendered to the Society;
- 5.2 of interest on money lent by any Member of the Council at a reasonable and proper rate;
- 5.3 of any reasonable and proper rent for premises demised or let by any Member of the Council,
- 5.4 of fees, remuneration or other benefits in money or money's worth to a company of which a Member of the Council may be a Member holding not more than 1/100th part of the capital of the company; and
- 5.5 to any Member of its Council of reasonable and proper out-of-pocket expenses;
- 5.6 of any premium in respect of any indemnity insurance to cover the liability of the Council which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Society. Provided that any such insurance shall not extend to any claim arising from any act or

omission which the Council knew to be a breach of trust or breach of duty or which was committed by the Council in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Council in their capacity as directors of the company.

- 5.7 of payment to any Members of Council (or any firm or company of which a Council Member is a Member or employee) for a contract with the Society to supply goods or services actively required by the Society but only if:

5.7.1 the nature and level of the remuneration is no more than reasonable in relation to the value of the goods and services and is in accordance with the procedure set out in clause 5.8; and

5.7.2 no more than one third of the Council are subject to such a contract in any financial year.

- 5.8 whenever a Member of Council has a personal interest in a matter to be discussed at a meeting of the Council or a committee the Council Member concerned must:

5.8.1 declare an interest at or before discussion begins on the matter,

5.8.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information;

5.8.3 not be counted in the quorum of that part of the meeting; and

5.8.4 withdraw during the vote and have no vote on the matter.

- 5.9 whenever a Council Member has a personal interest in a matter to be discussed at a meeting of the Council or a committee the Council Member concerned must:

5.9.1 declare an interest at or before discussion begins on the matter;

5.9.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information;

5.9.3 not be counted in the quorum for that part of the meeting; and

5.9.4 withdraw during the vote to authorise the conflict and have no vote on the matter "

- 6 Limited Liability of Members:

The liability of the Members is limited.

- 7 Members' Guarantees:

Every Member of the Society undertakes to contribute to the assets of the Society if it is wound up during the time that he or it is a Member, or within one year afterwards, for payment of the debts and liabilities of the Society contracted before the time at which he or it ceases to be a Member and do the costs, charges and expenses of winding-up the same, and for the adjustment of the rights of the contributaries among themselves such amount as may be required not exceeding £1.

- 8 Surplus on Winding up.

If upon the winding up or dissolution of the Society 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 Society but shall be given or transferred to some other charitable

institution or institutions having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed on the Society under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the Members of the Society at or before the time of dissolution or, in default thereof, by a judge of the High Court of Justice having jurisdiction in regard to charitable funds, and if and insofar as effect cannot reasonably be given to the aforesaid provisions then to some charitable object.

9 Accounts:

True accounts shall be kept of the sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure takes place and of the property, credits and liabilities of the Society. Once at least in every year the accounts of the Society shall be examined, and the correctness thereof and of the balance sheet ascertained by one or more auditor or auditors qualified to act as auditor under the Companies Act 1985.

COMPANY NO. 558085

**The Companies Acts 1985, 1989 and 2006
Company Limited by Guarantee and
not having a Share Capital**

ARTICLES OF ASSOCIATION

of

THE SOCIETY FOR THE PROTECTION OF ANIMALS ABROAD

1 Interpretation:

1.1 In these Articles and the Memorandum of Association:

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 Society.
the Auditors:	means the auditors for the time being of the Society.
Clear Days:	in relation to the period of a notice means that period excluding the day when the notice is given and the day for which it is given or on which it is to take effect.
the Council:	means, and "the Council Members" shall be the equivalent of and shall fulfil the functions of, respectively, the board and the directors of the Society, as defined in the Act.
executed:	includes any mode of execution.
Friends of the Society:	means any person who, not being a Member, is a supporter or subscriber and makes donations to the Society.
Life Member:	has the meaning in Article 4 and "Life Membership" shall be construed accordingly.
Member:	means the Life Members and the Ordinary Members and "Membership" shall be construed accordingly.
Office:	means the registered office of the Society.
Ordinary Member:	has the meaning in Article 3.
the Seal:	means the common seal of the Society.
Secretary:	means the Secretary of the Society or any other person appointed to perform the duties of the Secretary of the Society, including a joint, assistant or

deputy Secretary.

the Society: means The Society for the Protection of Animals Abroad.

Summary Financial Statement: has the same meaning as in section 251 of the Act.

the United Kingdom: means Great Britain and Northern Ireland.

Unless the context otherwise requires, word or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof no in force when these regulations become binding on the Society.

2 Members:

2.1 There shall be two classes of Members of the Society, namely Ordinary Members and Life Members.

2.2 Ordinary Members shall be all those persons who (not having been Life Members of the unincorporated body below mentioned on the date of the incorporation of the Society) have subscribed the Memorandum of Association and all other persons who are elected as Ordinary Members by the Council.

2.3 Life Members shall be:

2.3.1 All those persons who being on the date of incorporation of the Society Life Members of the unincorporated body known as "The Society for the Protection of Animals in North Africa" have subscribed to the Memorandum of Association; and

2.3.2 All those persons elected as Life Members by the Council as a result of donations made to the Society, as a reward for services provided by that person to the Society or if for any other reason the Council considers that granting Life Membership would be beneficial to the interests of the Society.

2.4 Applications to be elected a Member of the Society shall be in such form as the Council shall from time to time prescribe or approve.

2.5 No person shall be elected as an Ordinary Member unless he has paid his subscription for the current year, and no person shall become a Life Member unless he is elected by the Council.

2.6 The Annual Subscription payable by each Ordinary Member shall be L20 or such greater sum as the Council shall at any time and from time to time determine and shall become due on the 1st January in each year. A Life Member shall not be required to pay any annual subscription but would be encouraged to make regular donations at least annually to the Society on a voluntary basis according to his or her means.

3 Cessation of Membership:

3.1 A person shall cease to be a Member of the Society:-

3.1.1 upon receipt by the Society of notice in writing stating that he resigns from Membership; or

3.1.2 upon his death; or

3.1.3 (in the case of an Ordinary Member) upon the passing by the Council of an effective resolution of more than 50% of the Council Members present at the meeting that shall cease to be a Member of the Society; or

- 3.1 4 (in the case of a Life Member) upon the passing by the Council of an effective resolution of at least 75% of the Council Members present at the meeting that he shall cease to be a Member of the Society.
- 3.2 The passing by the Council of any such resolution pursuant to Article 8(1) shall be in the absolute and unfettered discretion of the Council and shall not be called into question. Provided always that unless the ground for termination of his Membership shall be that he has made default for not less than six months in the payment of a subscription due from him in respect of his Membership (in the case of Ordinary Members), in which case his Membership may be determined without notice, no such resolution shall have an effect or validity unless the Member in question has been given reasonable notice of the grounds upon which it is proposed that his Membership shall be determined and a proper opportunity of attending and being heard at the meeting of the Council at which the question of the termination of his Membership is intended to be considered. The Secretary shall within 14 days after the passing of such resolution send to the person in question a copy of the resolution together with the amount of any subscription for the current year which he may have paid.
- 3.3 In cases 3 1.1 and 3.1.2 of sub-clause 3.1 of this Article the subscription for the current year shall be retained by the Society.
- 4 Patrons and Friends:**
- 4.1 The Council may admit to patronage or other honorary position such person or persons and subject to such rights and obligations from time to time as it shall think fit. Such patron or patrons or other persons shall not be Members for the purposes of the Articles or the Act. The Council may not bestow upon any patron or other person the right to vote on any matter, but may permit any such patron or other persons to attend and speak at any general meeting of the Society or at any meeting of the Council.
- 4.2 Friends of the Society shall not be Members of the Society for the purposes of the Articles or the Act unless and until elected to Membership pursuant to Articles 3 or 4.
- 5 General Meetings:**
- 5.1 The Society shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notice calling it, provided that every General Meeting shall be held not more than fifteen months after the holding of the last preceding meeting.
- 5.2 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 5.3 The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 368 of the Act.
- 5.4 Twenty one Clear Days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen Clear Days' notice in writing at the least of every other General Meeting specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Society; but a General Meeting may be called by shorter notice if it is so agreed:
- 5.4.1 in the case of an Annual General Meeting, by all the Members entitled to attend and vote thereat, and
- 5.4.2 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 ninety-five per cent of the total voting rights at the meeting of all the Members.

- 5.5 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings held, at any meeting.

6 Proceedings at General Meetings:

- 6.1 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of Members of the Council in the place of those retiring, and the appointment of and the fixing of the remuneration of, the Auditors.
- 6.2 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided ten Members personally present shall be a quorum.
- 6.3 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or at such other place as the Council shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.
- 6.4 The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Vice-Chairman (if any), or if he shall not be present within such fifteen minutes, or shall be unwilling to preside, the Members present shall choose some Council Member, or if no Council Member be present, or if all the Council Members present decline to take the chair, they shall choose some Member of the Society who shall be present to preside.
- 6.5 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as for an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
- 6.6 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 upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three Members present in person or by proxy, or by a Member of 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, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 6.7 Subject to the provisions of Article 22, if a poll be demanded in manner aforesaid, it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct, and the results of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 6.8 No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

6.9 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

6.10 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

7 Votes of Members:

7.1 Subject as hereinafter provided, every Member shall have one vote.

7.2 Save as herein expressly provided, no Member other than a Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Society in respect of his Membership, shall be entitled to vote on any question, either personally or by proxy, or as a proxy for another Member, at any General Meeting.

7.3 Votes may be given on a show of hands or on a poll either personally or by proxy. A corporation may vote by its duly authorised representative as provided by section 375 of the Act. A proxy must be a Member.

7.4 The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

7.5 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office not less than forty-eight hours (excluding bank holidays and weekends) before the time appointed 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 proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

7.6 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

7.7 Any 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 Council Members may approve):-

"The Society For The Protection of Animals Abroad

I/We _____

being a Member/Members of the above named Company

hereby appoint _____ of _____

or failing him _____ 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 _____ 199 and at any adjournment thereof.

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

Resolution No. 1 *for *against

Resolution No. 2 *for *against

* Strike out whichever is not desired

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

Signed on _____ 199__ "

- 7.8 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

8 Council:

- 8.1 Unless otherwise determined by a General Meeting, the number of Council Members shall not be less than five nor more than fourteen.
- 8.2 The first Council Member shall be Catherine Dorty Brockhurst, Mary Wace Huntly, Sydney Arthur Jones, Helen Violet de Berenger Moreton, Frances Luceille Perry, Kathleen Margaret Taylor-Smith and Elisabeth Mary Watt or such of them as shall either have subscribed the Memorandum of Association or have become Members of the Society within 28 days after its incorporation.
- 8.3 The Council may from time to time and at any time appoint any Member of the Society as a Council Member either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any Member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.
- 8.4 No person who is not a Member of the Society shall in any circumstances be eligible to hold office as a Council Member.
- 8.5 The Council may from time to time appoint any person to the office of President of the Society and may from time to time remove any person so appointed. The President of the Society shall be entitled to attend (but not to vote) at such meetings of the Council as he may be invited by the Council to attend. The President of the Society shall while holding that office and if willing to be or become a Member of the Society be deemed for all purposes to be a Life Member.

9 Powers of the Council:

- 9.1 The Business of the Society shall be managed by the Council who may exercise all such powers of the Society, and do on behalf of the Society all such acts as may be exercised and done by the Society and as are not by statute or by these presents required to be exercised or done by the Society in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Society, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Society in General Meeting, but no regulation made by the Society in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
- 9.2 The Council Member for the time being may act notwithstanding any
- 9.3 vacancy in their body; provided always that in case the number of Council Members shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purposes of electing persons to Membership of the Society, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

10 Secretary:

- 10.1 The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 283 and 284 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.
- 10.2 The Seal (if any) of the Society shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of at least two Council Members and of the Secretary, and the said Council Members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchases or person bona fide dealing with the Society such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

11 Disqualification of Members of the Council:

- 11.1 The office of Council Members shall be vacated if:-
- 11.1.1 he becomes bankrupt or he makes any arrangement or composition with his creditors generally;
 - 11.1.2 he becomes of unsound mind;
 - 11.1.3 he ceases to be a Member of the Society;
 - 11.1.4 he sends a notice in writing to the Society resigning his office;
 - 11.1.5 he ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986;
 - 11.1.6 he is removed from office by a resolution duly passed pursuant to section 303 of the Act.
- 11.2 Any person may be appointed or elected as a Council Member whatever his age and no Council Member shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

12 Rotation of Council Members:

- 12.1 At each Annual General Meeting one-third of the Council Members for the time being, or if their number is not a multiple of three then number nearest to one-third, shall retire from office.
- 12.2 The Council Members to retire shall be those who have been longest in office since their last election or appointment. As between Council Members of equal seniority, the Council Members to retire shall in the absence of agreement be selected from among them by lot. The length of time a Council Member has been in office shall be computed from his last election appointment. A retiring Council Member shall be eligible for re-election.
- 12.3 The Society may, at the meeting at which a Council Member retires in manner aforesaid, fill up the vacated office by electing a qualified person thereto, and in default the retiring Council Member shall if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Council Member shall have been put to the meeting and not passed.
- 12.4 No person not being a Council Member retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to Membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting, there

shall have been given to the Secretary notice in writing, by some Member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election stating the full name and address of such person, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above-mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than fourteen or more than thirty five Clear Days.

- 12.5 The Society may from time to time in General Meeting increase or reduce the number of Council Members, and determine in what rotation such increased or reduced number shall go out of office and may make the appointments necessary for effecting any such increase.
- 12.6 In addition and without prejudice to the provisions of section 303 of the Act, the Society may by Extraordinary Resolution remove any Council Member before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified Member in his stead; but any person so appointed shall retain his office so long only as the Member in whose place he is appointed would have held the same if he had not been removed.
- 13 **Proceedings of Council:**
 - 13.1 The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Five Council Members present shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
 - 13.2 A Council Member may, and on the request of a Council Member the Secretary shall, at any time, summon a meeting of the Council by notice served upon the Council Members. A Council Member who is absent from the United Kingdom shall not be entitled to notice of a meeting.
 - 13.3 The Council shall from time to time elect a Chairman and a Vice-Chairman and may determine for what period or periods they are to hold office respectively. The Chairman shall be entitled to preside at all meetings of the Council at which he shall be present. If at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting or is not willing to preside, the Vice-Chairman shall be entitled to preside. If within such five minutes neither the Chairman nor the Vice-Chairman shall be present or willing to preside, the Council Members present shall choose one of their number to be Chairman of the meeting.
 - 13.4 A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Society for the time being vested in the Council generally.
 - 13.5 All acts bona fide done by any meeting of the Council or by any person acting as a Council Member shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Council Member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Council Member.
 - 13.6 The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Society and of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
 - 13.7 A resolution in writing signed by all the Council Members for the time being who are duly entitled to receive notice of a meeting of the Council shall be as valid and effectual as if it has been passed at a meeting of the Council duly convened and constituted.

13.8 Any Council Member enabled to participate in the proceedings of a Council Meeting by means of a telephone or other communicating device which allows all the other Council Members present at such meeting whether in person or by means of such communication device to hear at all times such Council Member and such Council Member to hear at all times all other Council Members present at such meeting (whether in person or by means of such type of communication device) shall be deemed to be present at such meeting and shall be counted when reckoning a quorum.

13.9 The Chairman and Vice-Chairman of the Council will be appointed by simple majority resolution of the Council for a period in office of not exceeding three years. No person may hold the same office, either of Chairman or Vice-Chairman, for consecutive periods which, in aggregate, exceed three years, unless otherwise agreed by the Council Members. The Chairman or Vice-Chairman may be removed at any time (notwithstanding that their period in office has not expired) by a 75% majority resolution of the Council.

14 **Accounts:**

14.1 The Council shall cause proper book of account to be kept with respect to:-

14.1.1 all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place;

14.1.2 all sales and purchases of goods by the Society; and

14.1.3 the assets and liabilities of the Society.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Society and to explain its transactions.

14.2 The books of account shall be kept at the Office, or, subject to Section 222(1) of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the Council Members.

14.3 At every Annual General Meeting the Council shall lay before the Society:

14.3.1 the Society's annual accounts (including a proper income and expenditure account and a proper balance sheet);

14.3.2 a proper report of the Council;

14.3.3 an Auditor's report according to section 241(d) of the Act; and

14.3.4 any other documents required by law to be annexed or attached to the documents listed at (a) to (c) above or to accompany the same;

relating to the period since the last preceding account made up to date not more than nine months before such meeting, and framed in accordance with any statutory requirements for the time being in force.

AND

Copies of the documents listed at (a) - (d) above, or a Summary Financial Statement, shall be sent to the Auditors and all other persons entitled to receive notices of General Meetings in the manner in which notices hereinafter directed are served, twenty-one Clear Days before the date of the meeting.

15 **Audit:**

- 15.1 Once at least in every year the accounts of the Society shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
- 15.2 Auditors shall be appointed and their duties regulated in accordance with Part XI Chapter V of the Act, the Council Members being treated as the Directors mentioned in these sections
- 16 **Notices:**
- 16.1 A notice may be served by the Society upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the register of Members.
- 16.2 Any Member described in the register of Members by an address not within the United Kingdom, who shall from time to time give the Society an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but save as aforesaid and as provide by the Act, only those Members who are describe in the register of Members by and address within the United Kingdom shall be entitled to receive notices from the Society.
- 16.3 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter
- 16 4 Clause 8 of the Memorandum of Association of the Society relating to the winding up and dissolution of the Society shall have effect as if the provisions thereof were repeated in these presents.

This document has been executed as a deed and is delivered and takes effect on the date stated at the beginning of it.

CC03

Statement of compliance where amendment of articles restricted



Companies House

☒ **What this form is for**
You may use this form to state that
the restrictions to change articles
have been observed.

☒ **What this form is NOT for**
You cannot use this form
notifying a change of articles
are not restricted.

LD6

30/10/2018
COMPANIES HOUSE

#57

1 Company details

Company number 00558085

Company name in full The Society for the Protection of Animals Abroad

→ Filling in this form

Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

2 Statement of compliance ^①

The above company certifies that the amendment has been made in accordance
with the company's articles and, where relevant, any applicable order of a court
or other authority.

① Please note:

This form must accompany the
document making or evidencing the
amendment.

3 Signature

I am signing this form on behalf of the company.

Signature

Signature

X

AS Syha

X

② Societas Europaea

If the form is being filed on behalf
of a Societas Europaea (SE) please
delete 'director' and insert details
of which organ of the SE the person
signing has membership.

③ Person authorised

Under either section 270 or 274 of
the Companies Act 2006.

This form may be signed by:

Director ^②, Secretary, Person authorised ^③, Liquidator, Administrator,
Administrative receiver, Receiver, Receiver manager, Charity Commission receiver
and manager, CIC manager, Judicial factor.

CC03

Statement of compliance where amendment of articles restricted

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **Nicole Reed**

Company name **Stone King LLP**

Address **Boundary House**

91 Charterhouse Street

Post town **London**

County/Region

Postcode **E C 1 M 6 H R**

Country **UK**

DX

Telephone **020 8374 1755**

**Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You are also sending with this form the document making or evidencing the amendment.
- ☐ You have signed the form.

**Important information**

Please note that all information on this form will appear on the public record.

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

**Further information**

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk