

SC047073

**THE COMPANIES ACT 1985 AND 2006
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION
of
ST. ANDREW ANIMAL FUND**

Kathleen Hamilton

- 1 The name of the Company is "St Andrew Animal Fund"
- 2 The Registered Office of the Company will be situate in Scotland
- 3 The objects for which the Company is established are for the public benefit,
 - (a) to take all appropriate measures for the protection of animals from cruelty and the prevention of the infliction of suffering on animals throughout Scotland and elsewhere,
 - (b) to foster and encourage humane attitudes towards animal life,
 - (c) to advance, organise and encourage humane methods of study and research for the advancement of knowledge in the natural and medical sciences,
 - (d) to organise, encourage and support educational activities designed to create a proper understanding and appreciation of animals and wildlife
- 4 The Company in carrying out the above objects shall have and may exercise (but only to the extent to which the same may lawfully be exercised by a company having exclusively charitable objects) all or any of the following powers
 - (a) to provide facilities of any kind whatsoever which may be necessary, convenient or incidental to the objects of the Company,
 - (b) to encourage, provide support and otherwise facilitate the work of others interested in the objects of the Company,

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- (c) to establish, support or aid in the establishment and support of any charitable associations or institutions established for similar purposes and to subscribe monies for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects,
- (d) to solicit, receive and accept financial assistance, donations, endowments, gifts and loans of money, rents and any other property whatsoever, heritable or moveable, subject or not to any specific charitable trusts or conditions,
- (e) to issue appeals, hold public meetings and take such other steps as may be required for the purposes of procuring contributions to the funds of the Company in the form of donations, subscriptions or otherwise,
- (f) to purchase, take on lease or in exchange or otherwise acquire and to hold, manage, develop, sell, dispose of lease or deal in any way with any heritable or moveable property and any interests therein,
- (g) to borrow and raise money for the objects of the Company and secure or discharge any debt or obligation of or binding on the Company in such manner and on such terms and conditions as may be thought fit, and in particular by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future) of the Company,
- (h) to invest funds of the Company not immediately required in such investments, securities or property as may be considered appropriate (and to dispose of any or vary, such investments),
- (i) to grant, continue and pay such remuneration and pensions to any person or persons who renders services to the Company supervising, organising, carrying on the work of and advising the Company as may from time to time be thought proper, and to establish pension funds and other trust funds or charitable arrangements of any kind whatsoever for persons employed at any time by the Company and their widows and dependants subject to the provisions of Clause 5,
- (j) to insure and arrange insurance cover for, and to indemnify its officers, employees and voluntary workers and those of its members

from and against, all such risks incurred in the course of the performance of their duties as may be thought fit,

- (k) to promote, arrange, organise and conduct seminars, conferences, lectures, meetings and discussions,
- (l) to provide advisory services and centres for information and documentation for the use of persons interested in the objects of the Company,
- (m) to prepare, edit, print, publish, issue, acquire, circulate and distribute books, pamphlets, papers, periodicals and other literary material, pictures, prints, photography, films, sound recordings and mechanical and other models and equipment, and to establish, form, promote, conduct and maintain public collection displays and exhibitions of literature, statistics, charts, information and other material,
- (n) to grant prizes to be awarded for attainments in humane education and to award certificates for brave acts done for animals and to promote and encourage or to carry out specific projects for animal welfare and to award grants and prizes for humane research in Scotland and elsewhere,
- (o) to provide, supervise and licence any residential accommodation for persons using any of the facilities of the Company and to supply on such terms as the Company shall think fit goods and services to such persons,
- (p) to construct, erect, alter, improve, demolish and maintain any buildings which may from time to time be required for the purposes of the Company, and to manage, develop, sell, lease, let, mortgage, dispose of or otherwise deal with all or any part of the same,
- (q) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments,
- (r) to promote and incorporate or to join in the promotion or incorporation of any charitable company with limited or unlimited liability, organisations, societies or associations for the purpose of carrying out any object which the Company itself could carry out and to subscribe

for or otherwise acquire the shares, stock or other securities of such company or to lend money to such company on such terms as may be thought fit,

- (s) to co-operate and enter into arrangements with any authorities, national, local or otherwise,
- (t) to amalgamate with any companies, organisations, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to, and the distribution of any of their assets amongst 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, and
- (u) to do all such other things as are necessary for the attainment of the said objects of any of them

And it is declared that

- (i) in this clause where the context so admits, "property" means any property, heritable or moveable, real or personal, wherever situated,
 - (ii) in this clause, and throughout this Memorandum of Association,
 - (A) the expression "charity" shall mean a "Scottish charity" within the meaning of section 13 (2) of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 13 (2) of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2006
 - (B) the expression "charitable purpose" shall mean a purpose which constitutes a charitable purpose under section 7 (2) of the Charities and Trustee Investment (Scotland) Act 2005 and also qualifies as a charitable purpose in respect of the definition of "qualifying expenditure" in section 506 (1) of the Income and Corporation Taxes Act 1988
- 5 The income and property of the Company shall be applied solely towards the promotion of the objects of the Company as set out in this Memorandum of Association and subject to the following paragraphs no portion thereof shall

be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company
Nothing herein shall prevent any payment in good faith by the Company:

- (a) of out of pocket expenses incurred in carrying out duties by any member, director, officer or employee of the Company,
- (b) reasonable payment in return for services rendered to the Company, and
- (c) director/trustee indemnity insurance

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 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 of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding One Pound

8 If on 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 shall be given or transferred to some other charitable body or bodies having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 5, such body or bodies 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

WE, the persons whose names and addresses are subscribed, wish to be formed into a company in pursuant to this Memorandum of Association