



CERTIFICATE OF INCORPORATION

No. 47073.

I hereby certify that

St. Andrew Animal Fund Limited

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at Edinburgh the 26 November 1969

J. D. I. McTAVISH

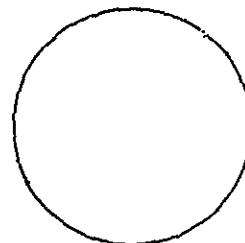
Registrar of Companies

No. of
Certificate

47073/1

Form No. 41

THE COMPANIES ACT, 1948.



A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here.

DECLARATION of compliance with the requirements of the Companies

Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Name
of
Company

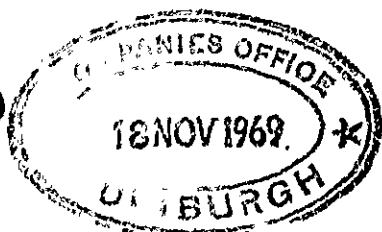
ST. ANDREW ANIMAL FUND LIMITED

Presented by—

Connell & Connell, W.S.,

10 Dublin Street,

EDINBURGH, 1.



I, Kenneth Murray Campbell

of 10 Dublin Street, Edinburgh

(a) Here insert:
"An enrolled Law-Agent
"engaged in the formation,"
or
"A person named in the
"Articles of Association as a
"Director or Secretary."

Do solemnly and sincerely declare I am^(a) an enrolled Law

Agent engaged in the formation

of St. Andrew Animal Fund

Limited, and That all the requirements of the Companies Act, 1948, in
respect of matters precedent to the registration of the said Company and
incidental thereto have been complied with. And I make this solemn
Declaration conscientiously believing the same to be true and by virtue of
the provisions of the "Statutory Declarations Act, 1835."

Declared at Edinburgh

the 18th day of November

One thousand nine hundred and Sixty-nine

before me,

Charles J. Murray

(b) Justice of the Peace for the County of the City

(c) or Notary public

of Edinburgh

Kenneth Murray Campbell

101.4
yob



THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL



MEMORANDUM of ASSOCIATION

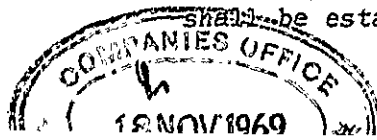
of

ST. ANDREW ANIMAL FUND LIMITED

1. The name of the Company (hereinafter called "the Company") is "ST. ANDREW ANIMAL FUND LIMITED."
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
 - (I) 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.
 - (II) To foster and encourage humane attitudes towards animal life.
 - (III) To advance, organise and encourage humane methods of study and research for the advancement of knowledge in the natural and medical sciences.
 - (IV) To organise, encourage or support educational activities designed to create a proper understanding and appreciation of animals and wildlife.

And for the purposes aforesaid:

- (a) To purchase or otherwise acquire and take over all or any part which the Company may lawfully acquire or take over the property, assets, liabilities and engagements of any one or more companies societies, associations or bodies having objects similar to those of the Company, to amalgamate with any such companies, societies, associations or bodies or to make contribution from the funds of the Company to any such companies, societies, associations or bodies as are or ~~shall~~ be established for charitable purposes only.



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- (b) To promote and encourage the objects of the Company by means of the circulation of all forms of printed matter, and to publish, print and sell books, papers, circulars and periodicals requisite for that purpose either through the agency of existing schools, colleges or universities or through the establishment of such bodies and to encourage the collection and dissemination of knowledge useful for or conducive to any of the objects of the Company.
- (c) To promote lectures and meetings, and by those means and by wirelens, sound recording and projecting instruments, films, photographs, exhibitions and otherwise to disseminate knowledge useful for and conducive to the objects of the Company, and to levy such admission charges, if any, which the Company may deem to be appropriate; and to manufacture, buy, sell, rent, let on hire and deal in all articles and commodities, of whatsoever nature, as may be deemed suitable or desirable for promoting the objects of the Company.
- (d) To purchase, lease, or otherwise acquire and hold any real or personal property or land in Scotland or elsewhere and any rights or privileges necessary, convenient, or desirable for the purposes of the objects of the Company and to construct, alter and maintain any houses or buildings required for such purposes.
- (e) To accept subscriptions and donations, and apply the same for the purposes of the Company.
- (f) To grant prizes to be awarded for attainments in humane education and to award certificates for brave acts done for animals.
- (g) 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.
- (h) To act in concert, or make any arrangements with any Corporation, County Council, or other local Authority, now or hereafter constituted, or with any residents or property owners in the neighbourhood of property of the Company with a view to promoting any of the objects aforesaid.
- (i) To make, accept, endorse and execute promissory notes, bills of exchange and other negotiable instruments.
- (j) To undertake and execute any trusts which may lawfully be undertaken by the Company and may be conducive to its objects.
- (k) To borrow or raise and secure the payment of money on mortgage of the property of the Company, or in such manner as the Company may think fit.

- (l) To invest the 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 and subject also as hereinafter provided.
- (m) For all or any of the objects of the Company to employ secretaries, clerks and assistants, together with lecturers, guides and professional assistance of all kinds, and to remunerate any person for services rendered.
- (n) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that:-

- (i) 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 manner as allowed by law, having regard to such trusts.
 - (ii) The Company shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Company would make it a Trade Union.
 - (iii) In case the Company shall take or hold any property subject to the jurisdiction of any competent educational or charitable authority, 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 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 Court of Session or any Court of competent jurisdiction or other authority having jurisdiction in the matter over such Directors but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.
4. The income and 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 portion thereof/

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.

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

5. The liability of the members is limited.
6. Every member of the Company undertakes to contribute to the assets of the Company in the event of its 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 Ten Pounds Sterling.
7. If upon the winding up or dissolution (except in the case of a reconstruction, or amalgamation between Companies having similar objects) of the Company there remains, after 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 body or bodies having objects similar to the objects of the Company, such body or bodies to be determined by the members of the Company at or before the time of dissolution, or in default thereof by a competent Court of Law; and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

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

Names, Addresses and Descriptions of Subscribers.

Charles Bruce 10 Dublin Street, Edinburgh, 1. Writer to the Signet.

Wm J. Lyon 1 Charlotte Square, Edinburgh, 2. Company Director.

Arthur C. J. Nisbet 203 Colinton Road, Craiglockhart, Edinburgh, 11. Gentleman.

R. Harvey Macrae F.C.I.S., 59 Silverknowes Road, Davidson's Mains, Edinburgh, 4. Chartered Secretary.

John Smith 20 Bernard Terrace, Edinburgh, 8. Company Director.

Annie W. Metcalfe 59 Silverknowes Road, Davidson's Mains, Edinburgh, 4. Housewife.

Miss H. Mathers 50 Craiglea Drive, Edinburgh, 10. Independent.

J. H. H. H. M.B.E., C.A., 1 Charlotte Square, Edinburgh, 2. Company Director.

Joan B. Small 24 Pearce Avenue, Edinburgh, 12. Housewife.

Wm. Ogilvie 14 Russell Place, Edinburgh, 5. Writer to the Signet.

DATED the Fifth day of November 1969.

Witness to the above Signatures:-

Kenneth Campbell
10 Dublin Street Edinburgh
Writer to the Signet

THE COMPANIES ACTS, 1948 to 1967



COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION

of

THE ST. ANDREW ANIMAL FUND LIMITED

1. The number of members with which the Company proposes to be registered is 100, but the Directors may from time to time register an increase of members.
2. With the exception of Regulation 2 the regulations of Table C set out in the First Schedule to the Companies Act, 1948 shall be deemed to be incorporated with these articles and shall apply to the Company.

Names, Addresses and Descriptions of Subscribers.

Charles Bond 10 Dullin Street, Edinburgh, 1. Writer to the Signet.

V. I. I. I. 1 Charlotte Square, Edinburgh, 2. Company Director.

Arthur C. J. Mitchell 203 Colinton Road, Braiglockhart, Edinburgh, 11. Gentleman.

R. Harvey Metcalfe F.C.I.S., 59 Silverknowes Road, Davidson's Mains, Edinburgh, 4. Chartered Secretary.

J. W. Fisher 20 Bernard Terrace, Edinburgh 8. Company Director.

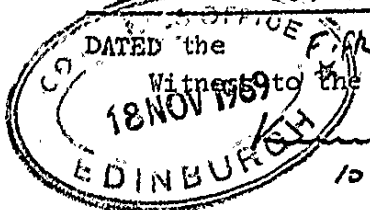
Marie W. Metcalfe 59 Silverknowes Road, Davidson's Mains, Edinburgh, 4. Housewife.

Miss M. Mathers 50 Leisigles Drive, Edinburgh, 10. Independent.

M. B. K. C. A. 1 Charlotte Square, Edinburgh, 2. Company Director.

John B. Small 24 Pearce Avenue, Edinburgh, 12. Housewife.

J. M. Ogilvie 17 Russell Place, Edinburgh. Writer to the Signet.



day of November

1969.

Witness to the above Signatures:-

James Campbell
10 Dullin Street Edinburgh
Writer to the Signet

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