

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
CERTIFIED WRITTEN RESOLUTION
ST ANDREW ANIMAL FUND
(Registered Number SC047073)

The undernoted resolutions were duly passed as Special Resolutions of the above named company by the Members of the Company on 2 April 2008, viz

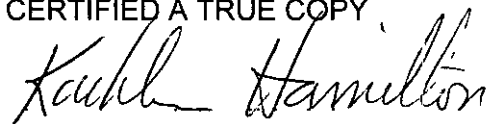
Alteration of the Memorandum of Association of the Company

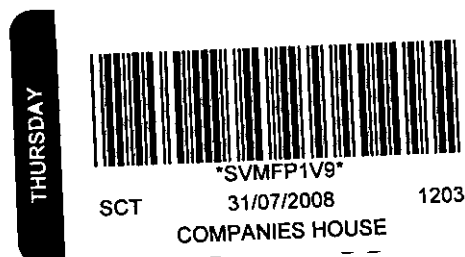
"That the Memorandum of Association of the Company be and is hereby amended by the deletion of the existing Clauses 3(a) 7 and the insertion of new Clauses 4 – 8 as set out in the Memorandum of Association in the form annexed and signed by a director of the Company for the purposes of identification"

Adoption of New Articles of Association

"That the Articles of Association in the form annexed and signed by a director of the Company for the purposes of identification be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company"

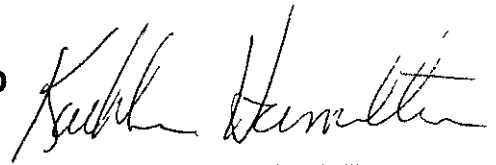
CERTIFIED A TRUE COPY


Director



ARTICLES of ASSOCIATION

of ST. ANDREW ANIMAL FUND



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General structure

- 1 The structure of the company consists of
 - (a) the MEMBERS who have the right to attend the annual general meeting (and any extraordinary general meeting) and have important powers under the articles of association and the Companies Acts, in particular, the members elect people to serve as directors and take decisions in relation to changes to the articles themselves
 - (b) the DIRECTORS who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the company, in particular, the directors are responsible for monitoring the financial position of the company

Qualifications for membership

- 2 The members of the company shall consist of such persons as are admitted to membership under articles 3 to 7
- 3 Membership shall be open to individuals who support the objects of the Company and who are invited to become members by the directors
- 4 Employees of the company shall not be eligible for membership nor to serve as a director, a person who becomes an employee of the company after admission to membership shall automatically cease to be a member

Application for membership

- 5 Any person or organisation who wishes to become a member must sign, and lodge with the company, a written application for membership
- 6 The directors may, at their discretion, refuse to admit any person to membership
- 7 The directors shall consider each application for membership at the first directors' meeting which is held after receipt of the application, the directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application

Membership subscription

- 8 There will be no membership subscriptions payable

Register of members

- 9 The directors shall maintain a register of members, setting out the full name and address of each member, the date on which they were admitted to membership, and the date on which any member ceased to be a member

Withdrawal from membership

- 10 Any member who wishes to withdraw from membership shall sign, and lodge with the company, a written notice to that effect, on receipt of the notice by the company, they shall cease to be a member

Expulsion from membership

- 11 Any member may be expelled from membership by special resolution (see article 24), providing the following procedures have been observed
 - (a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion
 - (b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed

Termination/transfer

- 12 Membership shall cease on death
- 13 A member may not transfer their membership to any other person

General meetings (meetings of members)

- 14 The directors shall convene an annual general meeting in each year
- 15 Not more than 15 months shall elapse between one annual general meeting and the next
- 16 The business of each annual general meeting shall include
 - (a) a report by the chair on the activities of the company
 - (b) consideration of the annual accounts of the company
 - (c) the election/re election of directors, as referred to in articles 41 to 43
- 17 The directors may convene an extraordinary general meeting at any time
- 18 The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 368 of the Act) or a requisition by a resigning auditor (under section 392A of the Act)

Notice of general meetings

- 19 At least 21 clear days' notice must be given of (a) an annual general meeting or (b) an extraordinary general meeting at which a special resolution (see article 24) or a resolution requiring special notice under the Act, is to be proposed, all other extraordinary general meetings shall be called by at least 14 clear days' notice
- 20 The reference to "clear days" in article 19 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice contained in an electronic communication, the day after the time when it was sent) and also the day of the meeting, should be excluded
- 21 A notice calling a meeting shall specify the time and place of the meeting, it shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (see article 24) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution
- 22 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting, any other general meeting shall be called an extraordinary general meeting
- 23 Notice of every general meeting shall be given (either in writing or, where the party to whom notice is given has notified the company of an address to be used for the purpose of electronic communications, by way of an electronic communication) to all the members and directors, and (if there are auditors in office at the time) to the auditors

Special resolutions and ordinary resolutions

- 24 For the purposes of these articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 19 to 23, for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting
- 25 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution,
- (a) to alter its name
 - (b) to alter its memorandum of association with respect to the company's objects
 - (c) to alter any provision of these articles or adopt new articles of association
- 26 For the purposes of these articles, an "ordinary resolution" means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against, and (as applicable) the chairperson's casting vote), at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 19 to 23

Procedure at general meetings

- 27 No business shall be dealt with at any general meeting unless a quorum is present, the quorum for a general meeting shall be 5 persons entitled to vote, each being a member or a proxy for a member, or two thirds of the total number of members at any time, whichever shall be less

- 28 If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence or if, during a meeting, a quorum ceases to be present the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting
- 29 The chair of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting, if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting
- 30 The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine
- 31 Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally or by proxy
- 32 A member who wishes to appoint a proxy to vote on his/her behalf at any meeting must either
- (a) lodge with the company, prior to the time when the meeting commences, a written proxy form, signed by him/her, or
 - (b) send to the company, at the address notified to the members by the company for that purpose, an electronic communication containing the appointment of a proxy, and on the basis that to be valid such electronic communication must be received by the company at that address not less than 24 hours before the time when the meeting commences
- A proxy must be a member of the company A member shall not be entitled to appoint more than one proxy to attend the same meeting A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting
- 33 A resolution may be decided by postal ballot if so decided by the Board
- 34 If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote
- 35 A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two members present in person at the meeting), a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared
- 36 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct, the result of the ballot shall be declared at the meeting at which the ballot was demanded

Maximum number of directors

- 37 The minimum number of directors shall be 5 The maximum number of directors shall be 12

Eligibility and Maximum period in office for directors

- 38 A person shall not be eligible for election/appointment as a director under articles 40 to 42 unless he/she is a member of the company, a person appointed as director under articles 44 and 45 need not, however, be a member of the company

Election, retiral, re-election

- 39 At each annual general meeting, the members may (subject to article 37) elect any member (providing he/she is willing to act) to be a director
Nomination shall be made by a member
- 40 The directors may at any time appoint any member (providing he/she is willing to act) to be a director (subject to article 37)
- 41 At each annual general meeting, one third (to the nearest round number) of the directors elected/appointed under articles 39 and 40 shall retire from office – but shall then be eligible for re election The directors to retire shall be those who have been longest in office since they were last elected/re elected, as between persons who were last elected/re elected on the same date, the question of which of them is to retire shall be determined by some random method

Appointment/re-appointment of co-opted directors

- 42 In addition to their powers under article 40, the directors may (subject to article 37) at any time appoint any non member of the company to be a director (providing he/she is willing to act) on the basis that he/she has specialist experience and/or skills which could be of assistance to the directors
- 43 At each annual general meeting, all of the directors appointed under article 42 shall retire from office – but shall then be eligible for re appointment under article 42

Termination of office

- 44 A director shall automatically vacate office if
- (a) he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director
 - (b) he/she becomes debarred under any statutory provision from being involved in the management or control of a charity
 - (c) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
 - (d) (in the case of a director elected/appointed under articles 39 to 40) he/she ceases to be a member of the company
 - (e) he/she resigns office by notice to the company
 - (f) he/she is absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove him/her from office
 - (g) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 303 of the Act

Register of directors

- 45 The directors shall maintain a register of directors, setting out full details of each director, including the date on which he/she became a director, and also specifying the date on which any person ceased to hold office as a director

Officebearers

- 46 The directors shall appoint a chair and such office bearers (if any) as they consider appropriate

- 47 All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re election
- 48 A person elected to any office shall cease to hold that office if he/she ceases to be a director, or if he/she resigns from that office by written notice to that effect

Powers of directors

- 49 Subject to the provisions of the Act, the memorandum of association and these articles, and subject to any directions given by special resolution, the company and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the company
- 50 A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors

Personal interests

- 51 A director who has a personal interest in any transaction or other arrangement which the company is proposing to enter into, must declare that interest at a meeting of the directors, he/she will be debarred (in terms of article 61) from voting on the question of whether or not the company should enter into that arrangement
- 52 For the purposes of the preceding article, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director (or any other party who/which is deemed to be connected with him/her for the purposes of section 317 of the Act), has a personal interest in that arrangement
- 53 Provided he/she has declared his/her interest and has not voted on the question of whether or not the company should enter into the relevant arrangement a director will not be debarred from entering into an arrangement with the company in which he/she has a personal interest (or is deemed to have a personal interest under article 52) and may retain any personal benefit which he/she gains from his/her participation in that arrangement
- 54 The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the directors, general meetings, or meetings of committees, or otherwise in connection with the carrying out of their duties

Procedure at directors' meetings

- 55 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors
- 56 Questions arising at a meeting of the directors shall be decided by a majority of votes, if an equality of votes arises, the chairperson of the meeting shall have a casting vote
- 57 No business shall be dealt with at a meeting of the directors unless a quorum is present, the quorum for meetings of the directors shall be 5 or two thirds of the total number of directors at any time, whichever shall be less
- 58 If at any time the number of directors in office falls below the number fixed as the quorum, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting
- 59 Unless he/she is unwilling to do so, the chair of the company shall preside as chairperson at every directors' meeting at which he/she is present, if the chair

is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the directors present shall elect from among themselves the person who will act as chairperson of the meeting

- 60 The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the directors, for the avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote
- 61 A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the company, he/she must withdraw from the meeting while an item of that nature is being dealt with
- 62 For the purposes of article 61, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter
- 63 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote
- 64 The company may, by ordinary resolution, suspend or relax to any extent – either generally or in relation to any particular matter – the provisions of articles 61 to 63

Delegation to sub committees

- 65 The directors may delegate any of their powers to any sub committee consisting of two or more directors and such other persons (if any) as the directors may determine, they may also delegate to the chair of the company (or the holder of any other post) such of their powers as they may consider appropriate
- 66 Any delegation of powers under article 65 may be made subject to such conditions as the directors may impose and may be revoked or altered
- 67 The rules of procedure for any sub committee shall be as prescribed by the directors

Operation of bank accounts

- 68 The signatures of two of the signatories appointed by the directors shall be required in relation to all operations (other than lodgement of funds) on the bank, building society or other financial institution accounts held by the company For payments of less than £4,500 (or such other sum as may be agreed) the one signatory shall be sufficient

Secretary

- 69 The company secretary shall be appointed by the directors for such term, at such remuneration (if any), and upon such conditions, as they may think fit, the company secretary may be removed by them at any time

Minutes

- 70 The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees, a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting

Accounting records and annual accounts

- 71 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements for both companies and charities
- 72 The directors shall prepare annual accounts, complying with all relevant statutory requirements, if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor
- 73 No member shall (unless he/she is a director) have any right of inspecting any accounting or other records, or any document of the company, except as conferred by statute or as authorised by the directors or as authorised by ordinary resolution of the company

Notices

- 74 Any notice which requires to be given to a member under these articles shall be given either in writing or by way of an electronic communication, such a notice may be given personally to the member or be sent by post in a pre paid envelope addressed to the member at the address last intimated by him/her to the company or (in the case of a member who has notified the company of an address to be used for the purpose of electronic communications) may be given to the member by way of an electronic communication
- 75 Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting, for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted
- 76 Any notice contained in an electronic communication shall be deemed to have been given at the expiry of 24 hours after it is sent, for the purpose of proving that any electronic communication was sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators

Winding-up

- 77 If the company is wound up, the liquidator shall give effect to the provisions of clause 8 of the memorandum of association

Indemnity

- 78 Every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office, that may include, without prejudice to that generality, any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted or any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the company
- 79 The indemnity contained in article 78 shall be subject to the provisions of the Act and is without prejudice to any other indemnity to which a director may otherwise be entitled

Interpretation

- 80 In these articles
- “the Act” means the Companies Act 1985 and the Companies Act 2006, any reference in these articles to a provision of the Act shall be taken to include

any statutory modification or re enactment of that provision which is in force at the time,

“electronic communication” has the same meaning as is assigned to that expression in the Electronic Communications Act 2000

81 Reference in these articles to the singular shall be deemed to include the plural

Names and addresses of subscribers

1

2

Dated

Witness to the above signatures