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COMPANIES ACTS 1963 to 2012

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM AND ARTICLES
OF ASSOCIATION
OF**

**The Irish Society for the
Prevention of Cruelty to Animals**

Arthur Cox
Earlsfort Centre
Earlsfort Terrace
Dublin 2

Cert. No.

COMPANIES ACTS 1963 to 2012

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**MEMORANDUM OF ASSOCIATION
OF**

**The Irish Society for the
Prevention of Cruelty to Animals**

1. The name of the Society is The Irish Society for the Prevention of Cruelty to Animals.
2. The Main Object for which the Society is established is to promote and provide for animal welfare and to bring to an end all unnecessary animal suffering among all species of animals, whether domestic or wild, whether captive or free, and to prevent the emergence or acceptance of cruel practices, through means which are wholly and exclusively charitable according to the law for the time being in Ireland.
3. The following objects set out hereafter are exclusively subsidiary and ancillary to the Main Object set out above and these objects are to be used only for the attainment of that Main Object and any income generated therefrom is to be applied for the Main Object only:
 - (1) To secure for companion, farm and captive animals in particular, but for all animals so far as may be practical, freedom from hunger, thirst, malnutrition, disease, injury, distress, fear, discomfort and the freedom to behave normally.
 - (2) To establish and maintain, if practicable, a trained corps of Inspectors.
 - (3) To establish and maintain, if practicable, a centre or centres for animals.
 - (4) To provide for the advancement of education by fostering knowledge among the public in general and the young in particular of the psychological and proper care of animals.
 - (5) To establish the acceptance of animals as sentient beings.
 - (6) To acquire and take over the entire of the property, undertaking, assets and liabilities of the unincorporated association know as the Irish Society for the Prevention of Cruelty to Animals.
4. The following are the powers of the Society:

- (1) To raise funds by appealing for and inviting contributions (whether periodical or otherwise, absolute or conditional) from any person or body by way of collection, contribution, endowment, donation, covenant, grant, loan, legacy or subscription and to accept donations upon any special trusts within the limits of the objects for which the Society is established.
- (2) To accept subscriptions and donations (whether of real or personal estate) and devises and bequests for all or any of the objects aforesaid and to sell and dispose of, to lease and accept surrenders of leases of and manage all real estate (including leaseholds) and personal property so received and not required to be or capable of being occupied for the purposes of the Society and generally to manage, invest and expend all monies belonging to the Society in furtherance of its Main Objects.
- (3) To hold, undertake and or execute any charitable trust or hold in trust property as the case may be which may lawfully be held, undertaken or executed and which may further the above objects.
- (4) To invest and deal with the monies of the Society not immediately required for the purposes of its objects in or upon such investments, securities or property or otherwise in such manner as may be thought fit and to manage and deal in same as may be thought fit by the Society, subject to such conditions (if any) as may for the time being be imposed or required by law and PROVIDED THAT prior approval is obtained from the Revenue Commissioners where it is intended to accumulate capital for a period in excess of two years.
- (5) To accumulate capital for any purposes of the Society, and to appropriate any of the Society's assets to specific purposes, either conditionally or unconditionally, PROVIDED THAT prior approval is obtained from the Revenue Commissioners where it is intended to accumulate capital for a period in excess of two years.
- (6) To take and hold shares in or become a member of any other companies or bodies corporate or persons having objects similar to the Main Objects of this Company.
- (7) To maintain and operate bank accounts and to draw, accept, endorse and issue cheques and other negotiable or transferable instruments.
- (8) To make, draw, accept, endorse, issue, discount, and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, circular notes and other mercantile instruments.
- (9) To borrow or raise money or capital in any manner and on such terms and subject to such conditions and for such purposes as the Society's board of directors shall think fit or expedient, whether alone or jointly and/ or severally with any other person or company, including, without prejudice to the generality of the foregoing, whether by the issue of debentures or debenture stock (perpetual or otherwise) or otherwise, and to secure, with or without consideration, the payment or repayment of any money borrowed, raised or owing or any debt, obligation or liability of the Society or of any other person

or company whatsoever in such manner and on such terms and conditions as the Society's board of directors shall think fit or expedient and, in particular by mortgage, charge, lien, pledge or debenture or any other security of whatsoever nature or howsoever described, perpetual or otherwise, charged upon all or any of the Society's property, both present and future, and to purchase, redeem or pay off any such securities and also to accept capital contributions from any person or company in any manner and on such terms and conditions and for such purposes as the Society's board of directors shall think fit or expedient.

- (10) To guarantee, indemnify, grant indemnities in respect of, enter into any suretyship or joint obligation, or otherwise support or secure, whether by personal covenant, indemnity or undertaking or by mortgaging, charging, pledging or granting a lien or other security over all or any part of the Society's property (both present and future) or by any one or more of such methods or any other method and whether in support of such guarantee or indemnity or suretyship or joint obligation or otherwise, on such terms and conditions as the Society's board of directors shall think fit, the payment of any debts or the performance or discharge of any contract, obligation or liability of any person or company (including, without prejudice to the generality of the foregoing, the payment of any capital, principal, dividends or interest on any stocks, shares, debentures, debenture stock, notes, bonds or other securities of any person, authority or company) including, without prejudice to the generality of the foregoing, any company which is for the time being the Society's holding company as defined in section 155 of the Companies Act 1963 and in any statutory modification or re-enactment thereof, or another subsidiary (as defined by the said section 155) of the Society's holding company or a subsidiary of the Society or otherwise associated with the Society, in each case notwithstanding the fact that the Society may not receive any consideration, advantage or benefit, direct or indirect, from entering into any such guarantee or indemnity or suretyship or joint obligation or other arrangement or transaction contemplated herein.
- (11) To grant, convey, assign, transfer, exchange or otherwise alienate or dispose of any property of the Society of whatever nature or tenure for such price, consideration, sum or other return whether equal to or less than the market value thereof or for shares, debentures or securities and whether by way of gift or otherwise as the Society's board of directors shall deem fit or expedient and where the property consists of real property to grant any fee farm grant or lease or to enter into any agreement for letting or hire of any such property for a rent or return equal to or less than the market or rack rent therefor or at no rent and subject to or free from covenants and restrictions as the Society's board of directors shall deem appropriate.
- (12) To purchase, take on, lease, exchange, rent, hire or otherwise acquire any property and to acquire and undertake the whole or any part of the business and property of any company or person.
- (13) To develop and turn to account any land acquired by the Society or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating,

maintaining, fitting out and improving buildings and conveniences and by planting, paving, draining, farming, cultivating, letting and by entering into building leases or building agreements and by advancing money to and entering into contracts and arrangements of all kinds with builders, contractors, architects, surveyors, purchasers, vendors, tenants and any other person.

- (14) To construct, improve, maintain, develop, work, manage, carry out or control any property which may seem calculated directly or indirectly to advance the Society's interest and to contribute to, subsidise or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out or control thereof.
- (15) To pay for or discharge any rent, rates, taxes, costs, insurance, improvements, repairs or other outgoings payable from time to time in respect of the Society's Property.
- (16) To create, maintain, invest and deal with any reserve or sinking funds for redemption of obligations of the Society, or for depreciation of works or stock, or any other purpose to advance the objects of the Society.
- (17) To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of these objects or of similar charitable purposes and to exchange information and advise them.
- (18) To affiliate to organisations and persons both within the State and outside of the State where the objects of such organisations and persons include the prevention of cruelty to animals.
- (19) To make donations for charitable purposes either in cash or assets which the Society may deem expedient.
- (20) To amalgamate with any other charitable company whose objects are similar to those of this Society.
- (21) To furnish and provide the Society's property with such equipment, furniture, machinery and property of every description as the Society may think desirable for its purposes.
- (22) To provide gardens, greenhouses and grounds for recreation and amusement.
- (23) To acquire, develop and produce copyrights, inventions, rights or productions, licences and privileges and other rights and interests in the publication, display, recording, presentation and reproduction of works or music, pictures, books, songs, art, films, videos, computer programmes, computer data and other works, to deal with such rights and interests, to grant licences or copyright in respect of any property of the Society, to buy, sell and deal in musical instruments, musical manuscripts, scores and/or parts published or otherwise, to make all necessary arrangements, agreements and contracts with the publishers and owners of the copyrights and to act as musical, educational and artistic agents.

- (24) To incorporate any company or companies in the State for the purpose of acquiring all or any of the property or liabilities of the Society, or of undertaking any business or operations which may appear likely to assist or benefit the Society or to enhance the value of or render more profitable any property, assets or business of the Society, or for any other purpose which may seem directly or indirectly calculated to benefit the Society.
- (25) To purchase or otherwise acquire and carry on the whole or any part of the business, property, goodwill and assets of any company carrying on or proposing to carry on any business which the Society is authorised to carry on or which can be conveniently carried on in connection with the same, or may seem calculated directly or indirectly to benefit the Society, or possessed of property suitable for the purposes of the Society, and as part of the consideration for any of the acts or things aforesaid or property acquired to undertake all or any of the liabilities of such company or to acquire an interest therein, amalgamate with or enter into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such company and to give, issue or accept cash or any shares, debentures or other securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.
- (26) To enter into arrangements, agreements, contracts and engagements with individuals, administrators, managers, groups, unincorporated associations or societies, statutory or corporate bodies, State or semi-State bodies or other persons or authorities necessary and proper for the carrying into effect of the Main Objects mentioned in this memorandum and subject to the terms of such arrangement, agreements, contracts and engagements to sell any resulting rights acquired by the Society as it thinks fit.
- (27) To apply to any Government or any Minister or any other person or bodies for the advance of monies by way of grant to finance the work of the Society and to apply such monies accordingly subject to any conditions or restrictions which may be attached to such grant.
- (28) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, or company that may seem conducive to the Society's Main Objects, and to obtain from any such Government authority or company, any charters, contracts, decrees, rights, privileges and concessions and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions.
- (29) To advise and co-operate as appropriate with any relevant Government Departments or authorities on any matters concerned directly or indirectly with the Main Objects of the Society.
- (30) To carry out researches, investigations and experimental work of every description in relation to any of the Main Objects herein mentioned.
- (31) To engage in any kind of publicity, marketing and advertisement for the purposes of fostering the Main Objects of the Society and to publish on the internet, print, produce, manufacture, direct, broadcast, publish and distribute

and arrange the printing or other means of production or reproduction, publication and distribution of any literature, catalogues, programmes, music, periodicals, films, videos, television programmes, sound recordings, computer programmes, books, posters or leaflets as the Society thinks fit.

- (32) To employ such persons to perform such duties on such terms as the Society may think fit including agents either within or outside the State and remunerate any person, firm or company rendering services to the Society either by payment or otherwise and to prepare and implement a scheme or schemes in respect of the granting of pensions, gratuities and other allowances on retirement to or in respect of the staff of the Society and pay all or any of the expenses incurred in connection with the formation, promotion, incorporation or administration of the Society; the remuneration, tenure of office and other conditions of service of every person appointed or engaged by the Society shall be such as the Society shall determine having regard to norms applying to similar posts in the public and private sectors.
- (33) To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Society as an employee, or to the wives, husbands, children or other dependants of such person including forming and contributing to any person, provident and benefit funds or insurance schemes for the benefit of such persons.
- (34) To procure the Society to be registered or recognised in any foreign country, colony, dependency or place.
- (35) To establish and organise branches and subsidiaries of the Society.
- (36) To pay all and any expenses, including project management and legal expenses of, incidental to or incurred in connection with the drafting of the Society's Memorandum and Articles of Association, the formation and incorporation of the Society, the obtaining of legal and other advice on the governance of the Society, the raising of its loan or other capital, the attainment of charitable status and, generally, any other expenses directly or indirectly related to the establishment of the Society and to contract with any person or company to pay the same.
- (37) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents, sub-contractors or otherwise and either alone, in partnership or in conjunction with any person or company, and to contract for the carrying on of any operation connected with the Society's Main Objects by any person or company.
- (38) To carry on any business which may seem to the Society capable of being conveniently carried on in connection with its objects or calculated directly or indirectly to enhance the value of or render profitable any of the Society's property, rights or interests.

- (39) To do all such other things as may be deemed incidental or conducive to the attainment of the above Main Objects.

NOTE: it is hereby declared that in this memorandum of association:

- (a) the "Society" shall mean the company known as The Irish Society for the Prevention of Cruelty to Animals; and
 - (b) the word "company" shall be deemed to include a body corporate, whether a company (wherever formed, registered or incorporated), a corporation aggregate, a corporation sole and a national or local government or authority or department or other legal entity or division or constituent thereof; and
 - (c) the word "person", shall be deemed to include where the context permits an unincorporated body of persons, a partnership, a club or other association as well as an individual; and
 - (d) the word "property", shall be deemed to include, where the context permits, real property, personal property including choses or things in action and all other assets and intangible property and money and all estates, rights, titles and interests therein and includes the Society's uncalled capital and future calls and all and every other undertaking and asset; and
 - (e) words denoting the singular number only shall include the plural number and vice versa; and
 - (f) it is intended that the objects specified in each paragraph in this clause shall, except where otherwise expressed in such paragraph, be separate and distinct objects of the Society and shall not be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the order in which the paragraphs of this clause occur or the name of the Society.
5. The liability of the members is limited.
6. Every member of the Society undertakes to contribute to the assets of the Society in the event of its being wound up while he is a member or within one year afterwards, for payment of debts and liabilities of the Society contracted before he ceases to be a member and 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 €1 (one euro).

WINDING UP

7. 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 Main Objects similar to the Main Objects of the Society 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 imposed on the Society under or by virtue of Clause 8 hereof, such institution or institutions to be determined by the members of the Society at or before the time of

dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

INCOME AND PROPERTY

8. The income and property of the Society shall be applied solely towards the promotion of its Main Objects as set forth in this Memorandum of Association. No portion of the Society's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Society. No Director 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. However nothing shall prevent any payment in good faith by the Society of:
- (1) reasonable and proper remuneration to any employee or secretary of the Society (not being a Director) for any services rendered to the Society;
 - (2) interest at a rate not exceeding 5% per annum on money lent by Directors or other members of the Society to the Society;
 - (3) reasonable and proper rent for premises demised and let by any member or Director of the Society to the Society;
 - (4) reasonable and proper out of pocket expenses incurred by any Director in connection with attendance to any matter affecting the Society;
 - (5) fees, remuneration or other benefit in money's worth to any company of which a Director may be a member holding not more than one hundredth part of the issued capital of such company; and
 - (6) insurance premia in respect of any Director's liability indemnity insurance policy or policies.

ADDITIONS, ALTERATIONS OR AMENDMENTS

9. No addition, alteration or amendment shall be made to or in the provisions of this Memorandum of Association for the time being in force unless the same shall have been submitted to and previously approved in writing by the Revenue Commissioners.

KEEPING ACCOUNTS

10. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

We, the several persons whose name and addresses are subscribed, wish to be formed into a Company in pursuance of this Memorandum of Association.

Barbara Bent
Barbara Bent
For and on behalf of
Wexford SPCA
C/o The Vet Centre
Distillery Road
Co. Wexford

Florence O'Sullivan
Florence O'Sullivan
For and on behalf of
The Cat & Dog Protection Association of
Ireland
Carmichael House
North Brunswick Street
Dublin 7

Dorothy Oakley
Dorothy Oakley
For and on behalf of
Offaly SPCA
1 Castle Court
Daingean
Co. Offaly

Catherine O'Brien
Catherine O'Brien
For and on behalf of
Kildare and West Wicklow SPCA
Moystura
Charterlands
Athy
Co. Kildare

Eugene Hayes
Eugene Hayes
For and on behalf of
Limerick SPCA.
289 Fr. Russell Square
Hyde Road
Co. Limerick

Marion Fitzgibbon
Marion Fitzgibbon
For and on behalf of
Limerick Animal Welfare Limited
c/o 59 Parnell Street
Limerick

Angela Anthony
Angela Anthony
For and on behalf of
Waterford SPCA Ltd
Summerland Square
Yellow Road
Co. Waterford

Dated this 12 day of July 2008

Witness to the above signatures:-

James Henry
JAMES HENRY
AETHNE COX BUILDING
EARLSFORT TERRACE
DUBLIN 2

COMPANIES ACTS 1963 to 2012

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION
OF**

**The Irish Society for the
Prevention of Cruelty to Animals**

(As adopted by special resolution dated 7 September 2013)

1. In these Articles:-

“the Acts” means the Companies Acts, 1963 to 2005 and Parts 2 and 3 of the Investment Funds, Companies and Miscellaneous Provisions Act 2006, the Companies (Amendment) Act 2009 and the Companies (Miscellaneous Provisions) Act 2009, all statutory instruments which are to be read as one with, or construed or read together as one with, the Companies Acts and every statutory modification and re-enactment thereof for the time being in force;

“the Directors” means the Directors for the time being of the Society or the Directors present at a meeting of the Board of Directors and includes any person occupying the position of Director by whatever name called;

“Secretary” means any person appointed to perform the duties of the Secretary of the Society;

“the Seal” means the Common Seal of the Society;

“the Society” means the company known as The Irish Society for the Prevention of Cruelty to Animals;

“the Office” means the registered office for the time being of the Society.

The regulations contained in Table C in the First Schedule to the Companies Act, 1963 are hereby excluded from these Articles.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography and any other modes of representing or reproducing words in a visible form.

Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Act.

MEMBERS

2. The number of Members with which the Society proposed to be registered is seven but the Directors may from time to time register an increase of Members.
3. The Society's Members shall be:
 - (1) the subscribers to the Memorandum of Association who shall be "Full Member" of the Society having such rights and obligations as are specified in these articles as being applicable to that category of member; and
 - (2) every other person who as at the date of incorporation of the Society was a "Member Society" of the unincorporated association known as the "Irish Society for the Prevention of Cruelty to Animals" and which, within 2 months after that date, agrees to become a Full Member of the Society by depositing at the Society's registered office a written election in the form prescribed by the Society's Directors shall become and henceforth be known as a "Full Member" of the Society having such rights and obligations as are specified in these articles as being applicable to that category of member provided that in respect of any Member Societies that are unincorporated associations, in lieu of such associations becoming Full Members, they shall be entitled to each nominate a person to be a Full Member in accordance with Article 5(1);
 - (3) every person who as at the date of incorporation of the Society was an "Associate Member" of the unincorporated association known as the "Irish Society for the Prevention of Cruelty to Animals" and who, within 6 months after that date, agrees to become an Associate Member of the Society by depositing at the Society's registered office a written election in the form prescribed by the Society's Directors shall become and henceforth be known as an "Associate Member" of the Society having such rights and obligations as are specified in these articles as being applicable to that category of member;
 - (4) every person who as at the date of incorporation of the Society was a "Junior Associate Member" of the unincorporated association known as the "Irish Society for the Prevention of Cruelty to Animals" and who, within 6 months after that date, agrees to become a Junior Associate Member of the Society by depositing at the Society's registered office a written election in the form prescribed by the Society's Directors shall become and henceforth be known as a "Junior Associate Member" of the Society having such rights and obligations as are specified in these articles as being applicable to that category of member;
 - (5) every person who as at the date of incorporation of the Society was a "Corporate Member" of the unincorporated association known as the "Irish Society for the Prevention of Cruelty to Animals" and which, within 6 months after that date, agrees to become a Corporate Member of the Society by depositing at the Society's registered office a written election in the form prescribed by the Society's Directors shall become and henceforth be known as a "Corporate Member" of the Society having such rights and obligations as are specified in these articles as being applicable to that category of member;

- (6) such other persons or persons as are eligible to become Full Members and who are admitted in accordance with Article 4(1); and
- (7) such other person or persons as are eligible to become Associate Members, Junior Associate Members or Corporate Members and who are admitted in accordance with Article 4(2).

ELIGIBILITY AND ADMISSION OF MEMBERS

4. The only persons who are eligible for membership of the Society (and the categories of membership that they may apply for) are:
 - (1) a body corporate or a nominee of an unincorporated association, which the Society's Full Members by special resolution resolve to admit to membership and any such body corporate or nominee of an unincorporated association which is so admitted to membership shall be a Full Member of the Society; and
 - (2) a natural person, a body corporate or an unincorporated association, who or which the Society's Directors resolve to admit to membership and any such person who or which is so admitted to membership shall become either an Associate Member, a Junior Associate Member or a Corporate Member as so resolved by the Directors.

NOMINEES OF UNINCORPORATED ASSOCIATIONS AND AUTHORISED REPRESENTATIVES OF BODIES CORPORATE

5. (1) An unincorporated association of persons which are entitled to nominate a person as a Full Member must, acting by their trustees or other duly authorised persons, nominate in writing one person (who must be a member of their committee or other managing organ) as their nominee who shall be registered by the Society as a Full Member and who shall represent that unincorporated association in all matters and shall be the person to whom the Society and its Directors may send all notices and who shall in all respects be taken as their nominee until such time as their trustees or other duly authorised persons notify the Society in writing of the identity of a replacement nominee. The Society and its Directors shall recognise no person other than a duly notified nominee as being entitled to exercise any rights enjoyed by a Full Member including the right to nominate Directors and vote in general meeting. The persons who were nominated to be the authorised representatives of Full Members which are unincorporated associations as at the date of the adoption of these articles of association shall be taken to be the nominee Full Members until such time as they are replaced in accordance with this clause.
- (2) A Full Member which is a body corporate must nominate in writing one person (who must be a member of its board of directors) as that Full Member's authorised representative who shall represent that Full Member in all matters pertaining to membership of the Society and to whom the Society and its Directors may send all notices and who shall in all respects be taken as the Full Member's authorised representative until such time as the Full Member notifies the Society in writing of the identity of a replacement authorised

representative. The Society and its Directors shall recognise no person other than a duly notified authorised representative as being entitled to exercise any rights enjoyed by the Full Member including the right to nominate Directors and vote in general meeting.

RIGHTS AND DUTIES OF MEMBERS

6. (1) Subject to Article 6(2), a Full Member shall be entitled to receive notice of, attend and vote at any general meeting of the Society.
- (2) In order to be entitled to vote at any general meeting of the Society, a Full Member must have:
- (a) paid to the Society the subscription fee applicable for the year in which the general meeting is being held; and
 - (b) delivered to the Society a return in such form as may from time to time be prescribed by the Directors; and
 - (c) not have had their right to vote suspended by resolution of the Directors.
- (3) An Associate Member, a Junior Associate Member and a Corporate Member shall not be entitled to receive notice of or vote at a general meeting of the Society and shall not be entitled to be sent a copy of the Society's balance sheet or the documents required to be annexed thereto in advance of the Society's Annual General Meeting.
- (4) The Directors shall prescribe a Code of Conduct for Members of the Society (which may have different rules for different classes of Member) within 6 months following the adoption of these articles of association and the following provisions shall apply –
- (a) all Members must comply with the applicable provisions of the Code of Conduct;
 - (b) the Directors may from time to time amend the Code of Conduct.

For the avoidance of doubt, the Code of Conduct shall be binding on unincorporated associations that have nominated Full Members.

SUSPENSION OF VOTING RIGHTS

- 7.(1) The Directors may in their absolute discretion suspend a Full Member's voting rights:
- (a) where the Directors are dissatisfied with any of the information provided (or not provided if requested) in the return referred to in Article 6(2)(b); or
 - (b) where the Directors have determined that a Full Member (or an unincorporated association that has nominated a Full Member) is in breach of the Code of Conduct referred to in Article 6(4).

- (2) The Directors shall prescribe procedures for the purpose of determining whether a Full Member has been in breach of the Code of Conduct for the purposes of Article 7(1) and Article 8(1)(d).

TERMINATION OF MEMBERSHIP

8. (1) A Full Member will cease to be a Full Member of the Society:
- (a) where the Full Member resigns by giving notice in writing to the Society, from the date of receipt of that notice by the Secretary; or
 - (b) where the Full Member, being a body corporate, is dissolved or in the case of a Full Member nominated by an unincorporated association, it is wound up; or
 - (c) if the Full Members resolve by special resolution to terminate the Full Member's Membership; or
 - (d) if the Directors resolve to terminate such person's membership by reason of that Full Member being in breach of the Code of Conduct referred to in Article 6(4).
- (2) An Associate Member, Junior Associate Member or a Corporate Member will cease to be an Associate Member, Junior Associate Member or Corporate Member (as the case may be):
- (a) where such person resigns by giving notice in writing to the Society, from the date of receipt of that notice by the Secretary; or
 - (b) if any admission fee remains outstanding for more than one month; or
 - (c) if any annual subscription fee remains outstanding for more than three months (provided always that the Directors may, in their absolute discretion, re-admit any such person to membership on such terms and subject to such conditions as they think fit);
 - (d) if the Directors resolve to terminate such person's membership.
- (3) No Member of the Society is entitled to any refund of admission or annual subscription fee on ceasing to be a Member for any reason. Membership of the Society is not transferable.

ADMISSION AND SUBSCRIPTION FEES

9. The Directors may in their absolute discretion determine the amount of the admission fee, if any, and the annual subscription fee, if any, payable by Full Members, Associate Members, Junior Associate Members and Corporate Members and may set different fees or no fees for one or other category of member.

REGISTER OF MEMBERS

10. The Society shall keep a register of members which shall record the ordinary names and addresses of all Members their date of admission to membership and their category of membership.

GENERAL MEETINGS

11. All general meetings of the Society shall be held in the State.
12. (1) Subject to Article 12(2), the Society shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meetings as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Society and that of the next.

(2) So long as the Society holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and at such place in the State as the Directors shall appoint.
13. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
14. The Directors 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 132 of the Companies Act, 1963. If at any time there are not within the State sufficient Directors capable of acting to form a quorum any Director or any two Full Members of Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

15. Subject to Sections 133 and 141 of the Companies Act, 1963 an Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by 21 days' notice in writing at the least and a meeting of the Society (other than an Annual General Meeting or a meeting for the passing of a Special Resolution) shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and in the case of special business the general nature of that business, and shall be given in manner hereinafter mentioned to such persons as are under the Articles of the Society entitled to receive notices from the Society.
16. The accidental omission to give notice of a meeting to or the non-receipt of notices of a meeting by any person entitled to receive the notice shall not invalidate the proceeding at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

17. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, the election of Directors in the place of those retiring, the re-appointment of the retiring Auditors and the fixing of the remuneration of the Auditors.
18. No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business; save as herein otherwise provided, for a quorum to exist at least half of the Society's Full Members who are eligible to vote and who are present in person, in the case of a Full Member who is the nominee of an unincorporated association pursuant to Article 5(1) and in the case of a Full Member which is a body corporate, which is present by its authorised representative appointed pursuant to Article 5(2) in person; and for all purposes a Full Member shall be deemed to be present in person if present by its authorised representative.
19. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Full 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 to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
20. The Chairperson, if any, of the Board of Directors shall preside as Chairperson at every general meeting of the Society, or if there is no such Chairperson, or if he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be Chairperson of the meeting.
21. If at any general meeting no Director is willing to act as Chairperson or if no Director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairperson of the meeting.
22. The Chairperson may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.
23. (1) Subject to Article 23(2), at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
 - (a) by the Chairperson, or

- (b) by at least three Full Members present by their authorised representatives, or
- (c) by any member or members present in person (being present by their authorised representatives) and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of proceedings of the Society, shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

- (2) A poll must be taken on any resolution involving the election of Directors pursuant to Article 32(1)(b) or Article 35(4)(b).
24. Except as provided in Article 26 if a poll is duly demanded it shall be taken in such a manner as the Chairperson directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
25. Where there is an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
26. A poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

RESOLUTIONS AND VOTES OF MEMBERS

27. (1) Subject to Section 141 of the Companies Act 1963, a resolution in writing signed by all the Full Members for the time being entitled to attend and vote on such resolution at a General Meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a General Meeting of the Society duly convened and held, and may consist of several documents in the like form, each signed by one or more persons, and if described as a Special Resolution shall be deemed to be a Special Resolution within the meaning of the Act. Any such resolution shall be served on the Society.
- (2) Subject to Section 140 of the Companies Act 1963 concerning Annual General Meetings, all general meetings (including annual and extraordinary general meetings) may be conducted by the use of a conference call or similar facility provided that all the Full Members of the Society and the auditors have been notified of the convening of the meeting and the availability of the conference

telephone or similar facility for the meeting and that such persons as are entitled to attend the meeting can hear and contribute to the meeting and such participation in a meeting shall constitute presence in person at the meeting and the members may be situated in any part of the world for any such meeting.

28. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.
29. The Full Members may by special resolution in general meeting appoint a Patron to the Society and the Society may have more than one Patron.
30. Votes must be given personally by the authorised representatives of Full Members.

APPOINTMENT, RETIREMENT BY ROTATION AND RE-ELECTION OF DIRECTORS

31. (1) The First Directors shall be the persons named in the Statement delivered to the Registrar of Companies in accordance with Section 3 of the Companies (Amendment) Act, 1982.
- (2) Unless and until otherwise determined by the Society in general meeting, as and from the first Annual General meeting of the Society, the number of Directors shall be not less than seven (7) or more than eleven (11).
- (3) No alternate directors may be appointed.
32. (1) At the end of the first Annual General Meeting of the Society the First Directors shall retire from office. At the first Annual General Meeting of the Society the Full Members shall be entitled to elect between them seven (7) Directors.
- (2) Each Full Member of the Society shall be entitled to nominate one person for election to the office of Director of the Society.
- (3) A Full Member may only nominate for election to the office of Director of the Society a person who is on the date the nomination is made, a member of the committee or other managing organ which nominated that Full Member (where the Full Member is the nominee of an unincorporated association) or a director of that Full Member (where the Full Member is a body corporate) and no other person may be proposed for nomination by a Full Member.
- (4) The following provisions shall apply in relation to the election of directors:
 - (a) where the number of persons so nominated equals seven (7) those seven persons shall be deemed to be elected to the office of Director at the first Annual General Meeting of the Society; and

- (b) where the number of persons so nominated exceeds seven (7), the persons nominated (the "Candidates") shall stand for election at the First Annual General Meeting using a "Borda Count" method so that each Full Member shall rank the Candidates in order of their first and subsequent preferences and all first preference candidates will be assigned a number of votes equal to the total number of Candidates (the "Total Number"), all second preference Candidates will be assigned a number of votes equal to the Total Number minus 1, all third preference Candidates will be assigned a number of votes equal to the Total Number minus 2 and so on and so forth for all subsequently ranked Candidates so that the number that is subtracted from the Total Number in each case increases by 1 for each subsequently preferred Candidate to whom a Full Member assigns a preference ranking. The seven (7) Candidates who receive the highest number of votes shall be deemed to be elected and in the event of a tie, the Chairperson shall have a casting vote.
- (5) Full Members entitled to nominate a person for election as a Director must submit their nominations in writing to the Society not later than 35 days before the first Annual General Meeting of the Society and must furnish a written consent from the person to his or her nomination and any nominations received after that date shall be ineligible for consideration.
- (6) The Society shall issue a list of persons who have been nominated to each Full Member when issuing the notice of the Annual General Meeting.
33. The seven (7) Directors appointed by the Members may co-opt a further four (4) Directors for a term of up to three years on such terms and subject to such conditions as the Directors may determine and who shall be eligible for re-appointment at the expiry of their term of office.
34. Subject to the provisions of Article 31, the Directors shall have power at any time, and from time to time, to appoint any person to be a Director to fill a casual vacancy in the seven (7) Directors appointed by the Members in general meeting so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director co-opted in accordance with this Article shall retire at the next Annual General Meeting of the Society.
35. (1) At the second Annual General Meeting and at every subsequent Annual General Meeting thereafter, one-third of the Directors for the time being, or, if their number is not divisible by three, then the lowest whole number nearest one-third shall retire from office.
- (2) A Director appointed in accordance with Article 33 shall not retire by rotation in accordance with Article 35(1).
- (3) The Directors to retire by rotation in accordance with Article 35(1) shall be those who have been longest in office since their last election (and excluding Directors appointed in accordance with Article 33 or co-opted in accordance with Article 34) but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

- (4) The Full Members shall be entitled to fill the vacancies created by the operation of Article 35(1) and Article 34 (the "Vacancies") and each Full Member of the Society shall be entitled each to nominate one person for election to the office of Director of the Society to fill the Vacancies. However if there are insufficient nominations to fill the vacant posts from Member Societies the Board has an option to co-opt two further outside directors to fill the positions for one year provided that they are from an Animal Welfare background.
- (5) A Full Member may only nominate for election to the office of Director of the Society a person who has been on the date the nomination is made, a member of the committee or other managing organ which nominated that Full Member (where the Full Member is the nominee of an unincorporated association) or a director of that Full Member (where the Full Member is a body corporate) for a minimum of one year immediately prior to the nomination, and no other person may be proposed for nomination by a Full Member to fill the Vacancies.
- (6) The following provisions shall apply in relation to the election of directors:
 - (a) where the number of persons so nominated equals the number of Vacancies the persons who are so nominated shall be deemed to be elected to the office of Director at the relevant Annual General Meeting of the Society (with the approval of the majority of the members present and eligible to vote); and
 - (b) where the number of persons so nominated exceeds the number of Vacancies, the persons nominated (the "Candidates") shall stand for election at the Annual General Meeting using a "Borda Count" method so that each Full Member shall rank the Candidates in order of their first and subsequent preferences and all first preference candidates will be assigned a number of votes equal to the total number of Candidates (the "Total Number"), all second preference Candidates will be assigned a number of votes equal to the Total Number minus 1, all third preference Candidates will be assigned a number of votes equal to the Total Number minus 2 and so on and so forth for all subsequently ranked Candidates so that the number that is subtracted from the Total Number in each case increases by 1 for each subsequently preferred Candidate to whom a Full Member assigns a preference ranking. The Vacancies shall be filled by the Candidates who receive the highest number of votes who shall be deemed to be elected and in the event of a tie, the Chairperson shall have a casting vote.
- (7) Full Members entitled to nominate a person as a Director must submit their nominations in writing to the Society not later than 35 days before the Annual General Meeting of the Society and must furnish a written consent from the person to his or her nomination and any nominations received after that date shall be ineligible for consideration.
- (8) The Society shall issue a list of persons who have been nominated to each Full Member when issuing the notice of the Annual General Meeting.

36. A Director who retires having been elected at an Annual General Meeting or who was co-opted to fill a casual vacancy in accordance with Article 34 shall be eligible to be re-nominated by a Full Member and if so nominated shall be eligible for re-election.
37. The company may, by ordinary resolution, of which extended notice has been given in accordance with section 142 of the Act, remove any director before the expiration of his period of office notwithstanding anything in these regulations or in any agreement between the company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.

BORROWING POWERS

38. The Directors may exercise all the powers of the Society to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Society or of any third party.

POWERS AND DUTIES OF DIRECTORS

39. (1) The business of the Society shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Society, and exercise all such powers of the Society as are not by the Acts or Articles required to be exercised by the Society in general meeting subject nevertheless to the provision of the Acts and these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by special resolution of the Society in general meeting, but no direction given by the Society in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction has not been given.
- (2) The Directors from time to time may appoint any person (not being a director) to the position of "Chief Executive Officer" or such other name as the Directors determine (hereinafter "Chief Executive Officer") for such period and on such terms as they think fit, having regards to norms applying to similar posts in the public and private sector, and fix, determine and vary his duties, powers and functions. The Directors may revoke such appointment, but without prejudice to any claim such Chief Executive Officer may have for damages for breach of any contract of service between him and the Society. A Chief Executive Officer shall not be a member of the Board of Directors or any committee of Directors, he shall not attend meetings of Directors except on the invitation of the Board and he shall not be entitled to vote at any meetings of Directors.
- (3) The Directors shall ensure that in performing their duties and responsibilities they shall have regard to best practice and good corporate governance, particularly in relation to financial management and control.
40. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Society for such purposes and with powers, authorities and discretions (not exceeding those vested in

or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

41. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Society, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the Directors shall from time to time by resolution determine.
42. The Directors shall cause minutes to be made in books provided for the purpose:-
 - (1) of all appointments of officers made by the Directors;
 - (2) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - (3) of all resolutions and proceedings at all meetings of the Society, and of the Directors and of committees of Directors.

RETIREMENT AND DISQUALIFICATION OF DIRECTORS

43. The office of Director shall be vacated if the Director:-
 - (1) retires in accordance with Article 34 or Article 35(1); or
 - (2) in the case of a Director appointed pursuant to Article 33 breaches their contract of appointment; or
 - (3) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
 - (4) becomes prohibited from being a Director by reason of any order made under Part VII of the Companies Act, 1990; or
 - (5) becomes of unsound mind; or
 - (6) is convicted of an indictable offence unless the Directors otherwise determine; or
 - (7) is directly or indirectly interested in any contract with the Society and fails to declare the nature of his interest in the manner required by section 194 of the Companies Act, 1963; or
 - (8) resigns by notice in writing upon receipt thereof by the Society, or
 - (9) becomes incapable of discharging his duties as a member of the Board, or
 - (10) is removed or retires under any of the provisions of the Act, or

- (11) is requested in writing by all of the other Directors to resign, or
- (12) is absent for three or more consecutive meetings of the Board, unless the other Directors otherwise determine.

VOTING ON CONTRACTS

- 44. A Director may not vote in respect of any contract in which he or she is interested or any matter arising thereat.

PROCEEDINGS AND MEETINGS OF DIRECTORS

- 45. (1) The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the Chairperson shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of Directors. If the Directors so resolve it shall not be necessary to give notice of a meeting of Directors to any Director who being resident in the State is for the time being absent from the State.
- (2) A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid as if it had been passed at a meeting of the Directors duly convened and held and any such resolution may consist of several documents in the like form, each signed by one or more Directors.
- (3) The quorum necessary for the transaction of the business of the Directors shall be five (5) Directors present in person.
- (4) A meeting of the Directors or of a committee of the board of directors may consist of a conference between some or all of the directors who are not all in one place, but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others and:
 - (a) a Director taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly; and
 - (b) such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled, or, if there is no such group, where the Chairperson of the meeting then is; and

the word “meeting” where used in these articles of association in the context of a meeting of the Society’s Directors or committee of Directors shall be construed accordingly.

- 46. The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Society as the necessary quorum of Directors, the continuing Directors

or Director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Society, but for no other purpose.

47. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director 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 and was qualified to be a Director.

CHAIRPERSON

48. The Directors shall elect a Chairperson of their meetings and determine the period for which he or she is to hold office, but, if no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairperson of the meeting.

THE CHAIRPERSON'S DUTIES

49. The duties and responsibilities of the Chairperson shall include (but not be limited to):
- (1) overseeing the governance and performance of the Society, setting the agenda for meetings and facilitating the effective contribution of other Directors;
 - (2) ensuring that there are appropriate strategies in place to implement the policies of the Society;
 - (3) leading and representing the Board to the senior management or any Chief Executive Officer (howsoever called) and employees of the Society;
 - (4) chairing meetings of the Board of Directors and ensuring that the Board functions effectively and efficiently.
50. In the event of an equality of votes, the Chairperson shall have a second or casting vote.

COMMITTEES

51. The Directors may delegate any of their powers to committees consisting of such member or members of the Board as they think fit; any committee so formed shall, in exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.
52. A committee may elect a chairperson of its meetings; if no such chairperson is elected, or if at any meeting the chairperson is not present within fifteen minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairperson of the meeting.
53. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the chairperson shall have a second or casting vote.

ADVISORY COUNCIL

54. The Directors may establish an Advisory Council composed of persons who are not Directors of the Society (hereinafter referred to as Councillors) for the purpose of considering and making recommendations to the Directors on any matter referred to such Advisory Council by the Directors, having such terms of reference as the Directors may from time to time prescribe and any Advisory Council established by the Directors may, at the Directors' absolute discretion, be disestablished.
55. Any Advisory Council so established shall have no decision-making power and shall operate exclusively to make recommendations to the Directors which recommendations the Directors may accept or reject as they see fit in the Directors' absolute discretion.
56. An Advisory Council may elect a Facilitator to chair its meetings; if no such Facilitator is elected, or if at any meeting the Facilitator is not present within fifteen minutes after the time appointed for holding the same, the Councillors present may choose one of their number to be Facilitator of the meeting.
57. An Advisory Council may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Councillors present, and when there is an equality of votes, the Facilitator shall have a second or casting vote.
58. The Facilitator of an Advisory Council established by the Board of Directors shall give sufficient notice of a proposed meeting of the Advisory Council to the Board of Directors, which may in all cases nominate one of the Directors or some other person to attend the Advisory Council meeting as an observer.

SECRETARY

59. (1) Subject to section 3 of the Companies (Amendment) Act, 1982, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
- (2) In addition to the power to appoint a secretary in paragraph (a) and subject to section 3 of the Companies (Amendment) Act, 1982, the directors may appoint an Assistant Company Secretary (an "Assistant") and or a Deputy Company Secretary (a "Deputy") for such term, at such remuneration and upon such conditions as they may think fit; and any such Assistant or Deputy so appointed may be removed by them and references herein to "Secretary" shall be construed, if permitted, as including references to an Assistant or a Deputy.
60. A provision of the Acts or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

THE SEAL

61. The seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf, and every instrument to which the

seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for that purpose.

ACCOUNTS

62. The Directors shall cause proper books of accounts to be kept relating to:-
- (1) all sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure takes place;
 - (2) all sales and purchases of goods by the Society; and
 - (3) the assets and liabilities of the Society.
63. Proper books shall be deemed to be kept if they comply with section 202(1) and (2) of the Companies Act, 1990 and give a true and fair view of the state of affairs of the Society and explain its transactions.
64. The books shall be kept at the office or, subject to section 202 of the Companies Act, 1990, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.
65. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document except as conferred by statute or authorised by the Directors or by the Society in general meeting.
66. The Directors shall from time to time in accordance with the Acts cause to be prepared and to be laid before the Annual General Meeting of the Society such profit and loss accounts, balance sheets, group accounts and reports as are required by the Acts to be prepared and laid before the Annual General Meeting of the Society.
67. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Annual General Meeting of the Society together with a copy of the Directors' report shall not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Acts to receive them.

AUDIT

68. Independent auditors shall be appointed and their duties regulated in accordance with the Acts.

NOTICES

69. (1) Any notice required to be given by the Society to any person (the "recipient") under these articles may be given by means of delivery, post, cable, telegram, telex, telefax, facsimile, electronic mail (including email) or any other means of communication approved by the directors, to the address or number of the

recipient notified to the Society by the recipient for such purpose (or, if not so notified, then to the address or number of the recipient last known to the Society). Any notice so given shall be deemed, in the absence of any agreement to the contrary between the Society and the recipient, to have been served at the time of delivery (or, if delivery is refused, then when tendered) in the case of delivery, at the expiration of 24 hours after despatch in the case of post, cables and telegrams and at the expiration of 12 hours after despatch in the case of telex, telefax, facsimile, electronic mail (including email) or other method of communication approved by the directors.

- (2) Notice may also be given by a notice placed in a national newspaper and in such event the notice given shall be deemed to have been given at 8 a.m. on the morning of publication of the newspaper in which the notice has been placed.
- (3) Any document (including, but not limited to, any notice, appointment, removal and resolution) required or authorised by these articles to be sent to or served on the Society shall be in writing sent to or served on the Society at its registered office or its principal place of business in Ireland, and may be sent or served by any means of communication approved by the directors, and may bear a printed or facsimile signature of the person or persons required by these articles to sign such document.

70. Any Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

- (1) every Full Member; and
- (2) the Auditor for the time being of the Society, and
- (3) the Directors of the Society.

No other person shall be entitled to receive notice of general meetings.

INDEMNITY FOR DIRECTORS

71. (1) Subject to the provisions of and so far as may be permitted by the Acts, every Director, managing director, chief executive, auditor, Secretary or other officer of the Society shall be entitled to be indemnified by the Society against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Society and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

- (2) The Directors shall have power to purchase and maintain for any Director or officer, past or present, of the Society, insurance against any such liability as referred to in Section 200(1) of the Companies Act, 1963 and notwithstanding anything else herein contained the Directors shall be entitled to vote (and be counted in the quorum) in respect of any resolution concerning the purchase of such insurance.

Names, addresses, descriptions of subscribers

Barbara Bent *Barbara Bent.*
For and on behalf of
Wexford SPCA
C/o The Vet Centre
Distillery Road
Co. Wexford

Dorothy Oakley
Dorothy Oakley
For and on behalf of
Offaly SPCA
1 Castle Court
Daingean
Co. Offaly

Eugene Hayes
Eugene Hayes
For and on behalf of
Limerick SPCA
289 Fr. Russell Square
Hyde Road
Co. Limerick

Angela Anthony
Angela Anthony
For and on behalf of
Waterford SPCA Ltd
Summerland Square
Yellow Road
Co. Waterford

Florence O'Sullivan
Florence O'Sullivan
For and on behalf of
The Cat & Dog Protection Association of
Ireland
Carmichael House
North Brunswick Street
Dublin 7

Catherine O'Brien
Catherine O'Brien
For and on behalf of
Kildare and West Wicklow SPCA
Moytura
Charterlands
Athy
Co. Kildare

Marion Fitzgibbon
Marion Fitzgibbon
For and on behalf of
Limerick Animal Welfare Limited
c/o 59 Parnell Street
Limerick

Dated this 12 day of July 2008

Witness to the above Signatures:-

James Henry
JAMES HENRY
ARTHUR COX BUILDING
CARLSFORT TERRACE
DUBLIN 2