

THE COMPANIES ACTS 1908 to 1917.



A 5s.
Companies'
Registration
Fee Stamp
to be
impressed
here.

DECLARATION of Compliance with the requirements of the Companies

(Consolidation) Act 1908, on behalf of a Company proposed to be

registered as *British Humane Association*

REGISTERED
161209
8 NOV 1922

~~LIMITED.~~

Pursuant to Section 17 (2) of the Companies (Consolidation) Act 1908.

Presented for filing by

Lindelaers & Paine

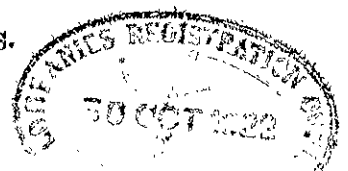
2 Temple Court

Walbrook E.C. 4

The Solicitors' Law Stationery Society, Limited, 22 Chancery Lane, W.C. 2; 27 & 28 Walbrook, E.C. 4
49 Bedford Row, W.C. 1; 45 Tothill Street, S.W. 1;

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

Companies Form 68.---051.8-2-31 W127



I, Harry Markovitch Cohen

of 7 Bond Court Wallbrook in the
City of London

(a) Here insert:
"A Solicitor of
the High Court
engaged in the
formation,
or
"A Director" or
"Secretary named
in the Articles of
Association."

Do solemnly and sincerely declare that I am (*) a Solicitor of
the High Court engaged in the formation

of British Humane Association

Arb Limited, and that all and every the requirements of the Companies
(Consolidation) Act 1903, in respect of matters precedent to the
registration of the said Company and incidental thereto have been
complied with. And I make this solemn Declaration conscientiously
believing the same to be true and by virtue of the provisions of the
"Statutory Declarations Act 1835."

Declared at 7 Wallbrook in
the City of London

the 24 day of October

One thousand nine hundred and Twenty

Before me,

Harry H. Cohen.

Harry H. Cohen

LICENCE BY THE BOARD OF TRADE,
pursuant to Section 20 of the Companies (Consolidation)
Act, 1908.

WHEREAS it has been proved to the Board of Trade that the
"BRITISH HUMANE ASSOCIATION"

which is about to be registered under the
Companies Acts, 1908 to 1917, as an Association limited by guarantee, is
formed for the purpose of promoting objects of the nature contemplated by
the 20th Section of the Companies (Consolidation) Act, 1908, and that it is
the intention of the said Association

that the income and property of the Association whencesoever derived shall
be applied solely towards the promotion of the objects of the Association as set
forth in the Memorandum of Association of the said Association

and that no portion thereof shall be
paid or transferred, directly or indirectly, by way of dividend or bonus or
otherwise howsoever, by way of profit to the members of the said Association.

NOW, THEREFORE, the Board of Trade, in pursuance of the powers
in them vested, and in consideration of the provisions and subject to
the conditions contained in the Memorandum of Association of the said
Association

as subscribed by Seven members thereof on the Twenty-third day
of October 1922, do by this their licence direct
the "BRITISH HUMANE ASSOCIATION"

to be registered with limited liability, without the addition of the word
"Limited" to its name.

SIGNED by order of the Board of Trade, this Twenty-fifth day
of October 1922.

H. M. Winchels.

Comptroller of the Companies Department,
authorised in that behalf by the
President of the Board of Trade.

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3.

THE COMPANIES ACTS, 1908 TO 1917.

A COMPANY NOT FOR PROFIT, AND LIMITED BY GUARANTEE.

Memorandum of Association
OF
BRITISH HUMANE ASSOCIATION.

REGISTERED

161211

8 NOV 1922

1. The name of the Association is "BRITISH HUMANE ASSOCIATION."

2. The registered office of the Association will be situate in England.

3. The objects for which the Association is established are:—

(A) To engender and promote humaneness in all its aspects, especially by publicity and other educational means, to combat and try to lessen the causes of inhumanity.

(B) To bring together individual humanitarians and Anti-Cruelty Societies for the purposes of united effort,

(C) To publish and print leaflets, pamphlets, books, magazines and posters dealing with the subject of humanitarianism or in any other manner to do all things incidental or conducive to the attainment of any of the objects of the Company.

(D) To establish, form and maintain a library and to collect literature, statistics and information relating to all matters which may affect the attainment of the objects of the Association or to matters of interest to Members thereof, and to compile, collect, publish, lend and endeavour to secure, or contribute to the compilation, collection and publication by Parliament, Government Departments, and other bodies or persons of any such literature, statistics and information, and to permit the same to be used by Members of the Association.

ii.

(E) To retain and employ skilled professional or technical advisers in connection with, or for the purposes of carrying into effect, the objects of the Association, and to pay such fees or remuneration to such advisers as may be thought expedient.

(F) To organize, hold and promote lectures and classes for education in humanity.

(G) To consider, originate, promote and support improvements in any laws, bye-laws or regulations affecting the subject of cruelty of all sorts and to promote and support by all constitutional means the passage through Parliament of any bill or bills, and the making of any bye-laws or regulations, by any competent authority, in furtherance of the objects of the Association, and to resist and oppose alterations in any laws, and the making of bye-laws and regulations, which may seem directly or indirectly opposed to the objects of the Association.

(H) To establish, subsidise, promote, co-operate with, receive into union, become a member of, act as, or appoint trustees, agents or delegates for, control, manage, superintend, afford financial assistance to, or otherwise assist any associations and institutions incorporated or not incorporated in any part of the world, whose objects are in whole or in part similar to those of the Association and which shall prohibit the payment of any dividend or profit to or the distribution of any of their assets amongst their Members, wholly, or at least to the same extent as such payment and distribution are prohibited by this Memorandum to Members of the Association.

(I) To subscribe for, purchase or otherwise acquire, and to hold and dispose of, for the purposes of the Association, any stocks, bonds, debentures, shares, scrip, obligations or securities of any company, corporation or authority, supreme, municipal, local, or otherwise.

(J) To acquire and accept by gift, transfer or otherwise, any shares, bonds, debentures, debenture stock, mortgages, charges, obligations and securities of any company, corporation, or authority, whether supreme, municipal, local or otherwise, either for the immediate and absolute use and benefit of the Association, or subject to a condition that the

Association shall issue to the person or persons so transferring any securities, or to some person or persons to be nominated by him or them, a bond, or other obligation by which the Association shall or may, subject to the terms and conditions to be named therein, oblige itself, to pay to the person or persons to be named therein, a yearly or other sum not exceeding the amount of the income actually derived from the securities so transferred (less income tax), for such period or periods, not exceeding the life of the Transferor, as may be agreed upon, provided the income from the securities so transferred and none other be earmarked and allocated by the Association as security for the payment of the yearly sum mentioned in such bond or obligation, and provided it is a condition of any such bond or other obligation that, subject to the payment of the yearly or other sum for the period to be stated therein, the bond or other obligation is not to become payable, and that on the death of the Transferor or on such earlier date as shall be specified therein, the securities transferred to the Association are to be and become the absolute property of the Association, and the Association shall have power to issue or enter into any such bond or obligation as herein provided.

(k) Subject to the provisions of Section 19 of the Companies (Consolidation) Act, 1908, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the purposes of its business, and in particular any lands, buildings, or works, and to construct, maintain and alter any buildings or works necessary or convenient for the business of the Association.

(l) To sell, let, mortgage, dispose of or turn to account, all or any of the property or assets of the Association.

(m) To undertake and execute any trusts which may lawfully be undertaken by the Association and may be conducive to its objects.

(n) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.

(o) To invest the moneys of the Association not immediately required for its purposes, in or upon such investments, securities or property as may be thought fit, but so that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.

(p) To establish and support or aid in the establishment and support of any national humane, charitable or benevolent associations or institutions public or private and to subscribe or guarantee money for humane, charitable or benevolent purposes in any way connected with the purposes of the Association or calculated to further its objects.

(q) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.

(r) To do all such other things as are incidental or the Association may think conducive to the attainment of the above objects or any of them.

Provided that the Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Association would make it a Trade Union.

Provided also that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners or Board of Education for England and Wales, the Association shall not sell, mortgage, charge, or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board, Council of Management or Governing Body of the Association shall be chargeable for such property as may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board Council or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Board of Education over such Board Council or Governing

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Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Association.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 6 per cent. per annum on money lent, or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the Council of Management or Board of Honorary Directors or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or moneys worth shall be given by the Association to any member of such Council or Board of Honorary Directors or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent, or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water, cable, or telephones Company of which a Member of the Council of Management, Board of Honorary Directors or Governing Body may be a member, or any other company in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. No addition, alteration, or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade.

6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a license is granted by the Board of Trade to the Association in pursuance of Section 20 of the Companies (Consolidation) Act, 1908.

7. The liability of the members is limited.

8. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.

9. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, or in default thereof by such judge or the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to such provision then to some charitable object.

10. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

and contain
Trade to the
Consolidation)

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

*Louis Campbell - Johnston - 106-108 Victoria Street
Westminster Scot. Merchants*

*J. Dickson 2 Bond Court, Wallbrook E.C. 4
Clerk*

*W. J. Hill 2 Bond Court Wallbrook
E.C. 4 - Clerk*

*J. Bennett 2 Bond Court, Wallbrook. E.C. 4
Clerk.*

*J. Alletts 18 Maudslayi St, Finsbury Clerk.
London E.C. 2*

*F. D. Billett, 2 Bond Court, Wallbrook E.C. 4
Clerk.*

*Henry B. Lawson 2 Bond Court Wallbrook E.C. 4
Solicitor's Clerk.*

Dated this 23rd day of October 1922

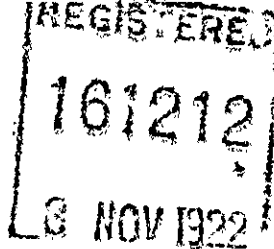
Witness to the above Signatures - of Louis Campbell - Johnston

*Bertie Scholefield
Secretary.*

131. Elbury Street. Finsbury

*Witness to the signatures of J. Dickson, W. J. Hill, J. Bennett, E. J. Alder
F. D. Billett and Henry B. Lawson*

*Herbert H. King J.
Clerk to Initiators & Promoters
Solicitors 2 Bond Court, Wallbrook E.C. 4*



185577

4

THE COMPANIES ACTS, 1908 to 1917.

A COMPANY NOT FOR PROFIT, AND LIMITED BY GUARANTEE.

Articles of Association OF BRITISH HUMANE ASSOCIATION.

GENERAL.

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context :—

WORDS.	MEANINGS.
The Statutes ...	The Companies Acts, 1908 to 1917, and every other Act for the time being in force affecting the Association.
These presents ...	These Articles of Association and the regulations of the Association from time to time in force.
The Association...	The above-named Association.
The Board ...	The Board of Honorary Directors or the Council or Committee of Management for the time being of the Association.
Office	The registered office of the Association.
Seal	The Common Seal of the Association.
Month	Calendar month.
In writing ...	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and *vice versa*.

Words importing the masculine gender only shall include the feminine gender ; and

Words importing persons shall include corporations.

Subject as aforesaid any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

2. For the purposes of registration the number of the Members of the Association is declared not to exceed 200, but the Board may whenever they think fit register an increase of Members.

3. The Association is established for the purposes expressed in the Memorandum of Association.

4. The provisions of Section 25 of the Companies (Consolidation) Act, 1908, shall be observed by the Association.

5. Every person desiring to be admitted to Membership of the Association shall sign and deliver to the Association an application for admission framed in such terms as the Board shall require, and such application must be accompanied by the sum hereinafter mentioned according to the class in respect of which he desires to become a Member.

6. The subscribers to the Memorandum of Association and such other persons as shall be admitted to Membership in accordance with these presents, and no others, shall be Members of the Association, and shall be entered in the Register of Members accordingly.

7. There shall be the following classes of Members, namely:—

(1) Founder, (2) Benefactor, (3) Patron, (4) Honorary Life Member, (5) Life Member, and (6) Full Member (with vote).

8. The qualification of a Founder shall be the payment to the Association of £5,000.

The qualification of a Benefactor shall be the payment to the Association of £1,000.

The qualification of a Patron shall be the payment at one time to the Association of £100.

The qualification of a Life Member shall be the payment at one time to the Association of £10.

The qualification of a Founder, Benefactor, Patron or Life Member may be either in cash to the amounts hereinbefore respectively mentioned or by the transfer to the Association or the Board or Trustees appointed by the Association or the Board of securities of any kind or description, whether Government securities or otherwise, or any shares, bonds, debentures, debenture stock, mortgages, charges, obligations and securities of any public or private company, or of any corporation or authority, whether supreme, municipal, local or otherwise approved by the Board and which the Board shall be satisfied are of the requisite value either for the immediate and absolute use and benefit of the Association, or subject to a condition that the Association shall issue to the person so transferring the cash or securities or to some person or persons to be nominated by him a bond or other obligation by which the Association shall, subject to the terms and conditions to be named therein, oblige itself to pay to the person or persons to be named therein a yearly or other sum not exceeding the amount of any income actually derived from the securities so transferred (less Income Tax) for such period or periods not exceeding the life of the Transferor as may be agreed upon; the income of the securities so transferred, and none other, to be earmarked and allocated by the Association as security for the payment of the yearly or other sum, and provided it is a condition of any such bond or other obligation that subject to the payment of the yearly or other sum to be named therein for the period to be stated therein, the bond or other obligation is not to become repayable, and that on the death of the Transferor or on such earlier date as shall be specified therein the securities transferred to the Association are to be and become the absolute property of the Association.

The qualification of a full Member shall be the annual payment to the Association of the sum of £1. A full Member may after payment of ten annual payments elect to be and shall thereupon become a Life Member. The qualification of Founders, Benefactors, Patrons, Life Members and Subscribing Members respectively shall be liable to increase or reduction as may from time to time be determined by vote of an Extraordinary General Meeting of the Association.

In addition to the classes of Members mentioned above there may be Associate Members (without any voting rights) who shall pay to the Association an annual subscription of 10s.

The Board may from time to time elect such person or persons without qualification to be Honorary Life Members of the Association as they may think fit.

9. No person shall be admitted a Member of the Association in any class unless he is first approved by the Board, and the Board shall have full discretion as to the admission of any person to Membership in any class.

10. The privileges of a Life Member shall not be transferable during his life and shall cease at his death.

11. The privileges of a full Member shall not be transferable and shall cease at his death, or on his failure in any year to pay his annual subscription on or before the 31st day of December in that year.

12. Associate Members shall have no rights or privileges.

GENERAL MEETINGS.

13. The first General Meeting of the Association shall be held at such time within not less than one month nor more than three months from the incorporation of the Association and at such place as the Board may determine.

14. Subsequent General Meetings shall be held once in every year at such time and place as may be determined by the Board provided that every General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding meeting.

15. The above-mentioned General Meetings shall be called Ordinary Meetings. All other General Meetings shall be called Extraordinary Meetings.

16. The Board may call an Extraordinary Meeting whenever they think fit.

17. The Board shall call an Extraordinary Meeting whenever a requisition in writing signed by not less than one-tenth in number of the Members of the Association, and stating fully the objects of

the meeting, shall be deposited at the office of the Association. A requisition may consist of several documents in like form each signed by one or more requisitionists. The Board shall on receipt of any such requisition comply with the provisions of Section 66 of the Companies (Consolidation) Act, 1908.

18. Seven days' notice at the least, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of such business, shall be given in manner hereinafter mentioned to such Members of the Association as are under the provisions of these presents entitled to receive notices from the Association. But the accidental omission to give such notice to or the non-receipt of such notice by any Member shall not invalidate any resolution passed or proceeding had, at any such meeting. With the consent in writing of all the Members for the time being a General Meeting may be convened on a shorter notice than seven days, and in any manner they may think fit.

PROCEEDINGS AT GENERAL MEETINGS.

19. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Ordinary Meeting shall also be deemed special, with the exception of the consideration of the accounts, and the ordinary reports of the Board and of the Auditors and the election of Members of the Board and other officers in the place of those retiring.

20. Any Member entitled to be present and vote at a meeting may submit any resolution to any General Meeting, provided that at least the prescribed time before the day appointed for the meeting he shall have served upon the Association a notice in writing signed by him containing the proposed resolution, and stating his intention to submit the same. The prescribed time above mentioned shall be such that, between the date on which the notice is served or deemed to be served and the day appointed for the meeting, there shall be not less than seven nor more than fourteen intervening days.

21. Upon receipt of any such notice as in the last preceding Article mentioned, the Secretary shall, in any case where the notice of intention is received before the notice of the meeting is issued,

include in the notice of the meeting and shall in any other case issue as quickly as possible to the Members notice that such resolution will be proposed.

22. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. For all purposes the quorum shall be three Members personally present.

23. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or at such other place as the Chairman shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.

24. The Chairman of the Board with the consent of any meeting at which a quorum is present may adjourn a meeting from time to time, and from place to place, as the meeting shall determine. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

25. The Chairman (if any) of the Board shall preside at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose some Member of the Board, or if no such Member be present or if all the Members of the Board present decline to take the chair they shall choose some Member of the Association who shall be present to preside.

26. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the Members present in person and entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the Chairman or by at least three Members present in person and entitled to vote, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried or has been carried by a particular majority or lost, or

not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Association shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

27. If a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

28. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.

29. In the case of an equality of votes either on a show of hands or at the poll, the Chairman of the meeting shall be entitled to a further or casting vote.

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

VOTES OF MEMBERS.

31. Subject as hereinafter provided every Member, other than an Associate Member, shall have one vote on a show of hands, and in case of a poll one vote for every (£1 subscribed.)

32. Save as herein expressly provided, no person other than a Member duly registered and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his Membership, shall be entitled to be present or to vote on any question either personally or by proxy, or as proxy for another Member, at any General Meeting. A proxy shall be entitled during the continuance of his appointment to attend, speak, vote and sign a demand for a poll at any meeting, and sign any requisition in the same way as if he were a Member of the Association.

33. Votes may be given either personally or by proxy. On a show of hands a Member present only by proxy shall have no vote, but a proxy for a company or corporation may vote on a show of

hands. Except in the case of a company or corporation no person shall act as a proxy who is not entitled to be present and vote in his own right.

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

35. The instrument appointing a proxy shall be deposited at the office at least forty-eight hours before the time appointed for holding the meeting at which the person named in such instrument proposes to vote, otherwise the person so named shall not be entitled to vote in respect thereof. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

36. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy provided that no intimation in writing of the death or revocation shall have been received at the office one hour at least before the time fixed for holding the meeting.

37. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit :—

“
 “ I, _____ of
 “ a Member of BRITISH HUMANE ASSOCIATION, and entitled
 “ to _____ votes, hereby appoint
 “ of _____,
 “ another Member of the Association, and failing him
 “ _____ of
 “ another Member of the Association, to vote for me and
 “ on my behalf at the [Ordinary or Extraordinary, as the
 “ case may be] General Meeting of the Association, to be
 “ held on the _____ day of _____, and at every
 “ adjournment thereof.

“ As witness my hand this _____ day of _____, 19 ____.”

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BOARD OR COUNCIL OF MANAGEMENT.

38. Until otherwise determined by a General Meeting, the number of the Members of the Board shall not be less than four nor more than ten. The first Members of the Board shall be nominated in writing by a majority of the subscribers to the Memorandum of Association.

39. The Board may from time to time and at any time appoint any qualified person as a Member of the Board, either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum be not thereby exceeded.

40. Membership of the Association shall constitute the qualification for Membership of the Board, save that an Associate Member shall not be eligible for appointment as a Member of the Board.

41. No remuneration or other moneys shall be payable to the Members of the Board except as provided by the Memorandum of Association of the Association.

42. Each Member of the Board shall with the consent of the Board have power from time to time to appoint some Member of the Association (not being an Associate Member) to act as alternate Honorary Director in his place for such time or times as he may think fit, and at his discretion to remove such alternate Director, provided that the appointment of every such alternate Director shall be approved by the Board, and upon such approval being given the alternate Director shall in all respects be subject to the terms and conditions existing with reference to the other Members of the Board of Honorary Directors of the Association, but shall *ipso facto* and immediately vacate office upon the Director by whom he is appointed ceasing for any reason to hold office.

43. The alternate Directors whilst acting in the place of absent Directors shall be entitled to receive notice of and attend and vote at meetings of the Board and to exercise and discharge all other duties and functions of the Directors they represent, and in case of the disqualification or resignation of any alternate Director during the absence of the Director whom he represents the vacancy so arising may be filled by the Director he represented subject to the approval of the Board.

44. The Board may from time to time elect such person or persons to be President or Vice-Presidents of the Association as they may think fit.

The first Vice-Presidents shall be :—

HIS HIGHNESS THE MAHARAJA OF PATIALA,
 THE EARL OF AIRLIE, M.C.,
 THE EARL OF CLARENDON,
 THE EARL OF GAINSBOROUGH,
 THE EARL OF LONSDALE,
 THE EARL MANVERS,
 THE EARL OF MEXBOROUGH,
 THE RIGHT HON. J. R. CLYNES, M.P.

POWERS OF THE BOARD.

45. The business of the Association shall be managed by the Board, who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association and as are not by the Statutes or by these presents required to be exercised or done by the Association in General Meeting, subject, nevertheless, to any regulations of these presents, to the provisions of the Statutes, and to such regulations being not inconsistent with aforesaid regulations or provisions as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

46. The Board may from time to time appoint one of their body to the office of Honorary Managing Director for such term as they may think fit.

47. The Board may from time to time by resolution appoint a temporary substitute for the Secretary, and any person so appointed shall for all the purposes of these presents be deemed during the term of his appointment to be the Secretary.

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48. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of at least two Members of the Board and of the Secretary, and the said Members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence and in favour of any person *bona fide* dealing with the Association, such signature shall be conclusive of the fact that the seal has been properly affixed.

49. All moneys, bills, notes and securities belonging to the Association shall be paid to or deposited with the Association's bankers to an account to be opened in the name of the Association. The Association's banking account shall be kept with such banker or bankers as the Board shall from time to time determine.

DISQUALIFICATION OF MEMBERS OF THE BOARD.

50. The office of a Member of the Board shall be vacated—

(A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.

(B) If he be found lunatic or become of unsound mind.

(C) If he ceases to be a Member of the Association.

(D) If by notice in writing to the Association he resigns his office.

Provided that until an entry of the vacating of office by a Member of the Board under one of the paragraphs of this Article shall be entered in the minutes of the Board his acts as a Member thereof shall be effectual.

PROCEEDINGS OF THE BOARD.

51. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined two shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

52. On the request of a Member of the Board the Secretary shall at any time summon a meeting of the Board by notice served upon the several Members of the Board. A Member of the Board who is absent abroad shall not be entitled to notice of a meeting.

53. The Board shall from time to time elect a Chairman who shall preside at all meetings of the Board at which he shall be present and may determine for what period he is to hold office but if no such Chairman be elected or if at any meeting the Chairman be not present within five minutes after the time appointed for holding a meeting the Members of the Board present shall choose some one of their number to be Chairman of the meeting.

54. A meeting of the Members of the Board for the time being at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Board generally.

55. The Board may delegate any of their powers to the Honorary Managing Director (if any) or to a committee or committees consisting of such Member or Members of the Board as they think fit, and any committee so formed shall conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board as aforesaid.

56. All acts *bona fide* done by any meeting of the Board or of any committee of the Board or by any person acting as a Member of the Board shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Member of the Board.

57. The Board shall cause proper minutes to be made of the proceedings of all meetings of the Association and of the Board and of any committee or committees, and all business transacted at such meetings and any such minute of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

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58. A resolution in writing signed by all the Members for the time being of the Board or of any committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

ACCOUNTS.

59. The Board shall cause true accounts to be kept—

(A) Of the assets of the Association.

(B) Of the sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place.

(C) Of the credits and liabilities of the Association.

The books of account shall be kept at the office, or at such other place or places as the Board shall think fit.

60. The Association in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection of the accounts and books of the Association, and subject to such conditions and regulations the accounts and books of the Association shall be open to the inspection of Members at all reasonable times during business hours.

61. Once at least in every year the Board shall lay before the Association in General Meeting a statement of the income and expenditure for the past year made up to a date not more than three months before such meeting. A balance sheet shall be made out in every year and laid before the Association in General Meeting. Every such balance sheet shall be accompanied by a report of the Board as to the affairs of the Association generally, and a printed copy of such statement, balance sheet and report shall seven days before the meeting be served on the Members in the manner in which notices are hereinafter directed to be served.

AUDIT.

62. Once at least in every year the accounts of the Association shall be examined and the correctness of the statement and balance sheet ascertained by one or more Auditor or Auditors.

63. The provisions of Sections 112 and 113 of the Companies (Consolidation) Act, 1908, in regard to audit and Auditors, shall apply in the same manner as if such sections were applicable to the Association, the first meeting being treated as the Statutory Meeting, the Board as the Directors and the Members as the Shareholders mentioned in those sections.

NOTICES.

64. A notice may be served by the Association upon any Member either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the Register of Members.

65. Any Member described in the Register of Members by an address not within the United Kingdom who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, no Member other than a registered Member described in the Register of Members by an address within the United Kingdom shall be entitled to receive any notice from the Association.

66. Any summons, notice, order or other document required to be sent to or served upon the Association or upon any officer of the Association, may be sent or served by leaving the same, or sending it through the post in a prepaid letter addressed to the Association, or to such officer at the office.

67. Any notice if served by post shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

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68. Where a given number of days' notice or notice extending over any other period is required to be given, the day of service shall be counted in such number of days or other period.

INDEMNITY.

69. The Members of the Board, Auditors, Secretary and other officers for the time being of the Association, and the Trustees (if any) for the time being acting in relation to any of the affairs of the Association, and every of them, and every of their heirs, executors and administrators, shall be indemnified and secured harmless out of the assets of the Association from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their heirs, executors or administrators shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices or trusts, except such (if any) as they shall incur or sustain by or through their own wilful neglect or default respectively, and none of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Association shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any moneys of or belonging to the Association shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, except the same shall happen by or through their own wilful neglect or default respectively.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Louis Campbell, Colchester 106-108 Victoria Street
 Watlington S. W. 1. Merchant

L. J. Dickson, 2 Bond Court, Wallbrook, E. C. 4
 Clerk

W. J. Hill 2 Bond Court Wallbrook E. C. 4
 Clerk

J. Bennett, 2 Bond Court, Wallbrook, E. C. 4
 Clerk.

E. J. Aldis, 18 Marchmont Rd. Forest Gate
 Throby Clerk.

F. D. Billett, 2 Bond Court, Wallbrook, E. C. 4
 Clerk.

Henry B. Lawson 2 Bond Court Wallbrook E. C. 4
 Solicitor Clerk

Dated this 23rd day of October, 1922.

Witness to the above Signature— of Louis Campbell Colchester

Berta Scholefield.
 Secretary.
 131. Elving Street S.W.

Witness to the signatures of E. Dickson - W. J. Hill
 J. Bennett - E. J. Aldis - F. D. Billett and Henry B. Lawson -

Herbert H. King
 Clerk to Liquidators & Trustees
 Solicitors - 2 Bond Court, Wallbrook
 E. C. 4

185577



Certificate of Incorporation

I Hereby Certify, That the

*British Humane Association (the word
"limited" being omitted by licence of the
Board of Trade)*

is this day Incorporated under the Companies Acts, 1908 to 1917, and that the Company
is Limited.

Given under my hand at London this *Eighth* day of *November*
One Thousand Nine Hundred and Twenty-two.

Fees and Deed Stamps £ *7. 5/-*

Stamp Duty on Capital £

H. J. C.
Registrar of Joint Stock Companies.

Certificate received by

Paylett for

Linklaters & Co.

*2 Bond Court, Walbrook,
E.C.4*

Date *11th Nov. 1922*