

Co. Regn. No 3569011

**MEMORANDUM & ARTICLES
OF ASSOCIATION**

of

**THE WORLD
ASSOCIATION FOR
TRANSPORT ANIMAL
WELFARE AND STUDIES**

*Incorporated on
22 May 1998*

*Registered as a Charity on
12 June 1998*

*Charity Number
1070042*

THE WORLD ASSOCIATION FOR TRANSPORT ANIMAL WELFARE AND STUDIES

Index to Memorandum & Articles of Association

This index is for convenience only and forms no part of the Constitution of the Association

MEMORANDUM OF ASSOCIATION	3
1. Name	3
2. The Registered Office	3
3. The Objects	3
4. Powers	3
(1) Literature	3
(2) Presentations	3
(3) Scientific Matters	3
(4) Co-operation	3
(5) Education	3
(6) Sponsorship of Experts	3
(7) Veterinary Hospitals	4
(8) Appeals etc	4
(9) Donations etc	4
(10) Banking	4
(11) Investment	4
(12) Lending	4
(13) Donations	4
(14) Trading Activities.	4
(15) Land & Other Property Matters.	4
(16) Charity Commission Consents	4
(17) Undertake Charitable Trusts	5
(18) Other Charitable Associations	5
(19) Staff.	5
(20) Personal Risk Insurance	5
(21) Indemnities For Directors & Others	5
(22) Incorporation Costs	5
(23) All Other Acts	5
5. Application of Income & Property Only in Promotion of Objects.	5
(1) Income to be Applied In Promoting Objects	5
(2) Directors' Incidental Expenses	6
(3) Other Authorised Payments.	6
6. No Alterations To Objects	7
7. Limited Liability	7
8. Members' Liabilities for Contribution	7
9. Application of Surpluses on Winding up or Dissolution.	7
ARTICLES OF ASSOCIATION	8
GENERAL	8
1. Definitions	8
2. Objects	9
MEMBERSHIP	9
3. Individual & Enterprise Members	9
4. Becoming a Member of the Association	10
5. The First Members of the Association	10
6. The Founder Members of the Association	10
7. Annual Subscriptions	10
8. Termination of Membership	10
9. Register of Members	11

MEETINGS OF THE ASSOCIATION	11
10. General Meetings	11
11. Notice of General Meetings.	12
12. Accidental Omission	12
PROCEEDINGS AT GENERAL MEETINGS	12
13. The Quorum for General Meetings	12
14. The Chairman of Meetings	12
15. Adjournments	13
16. Voting	13
17. Result of Vote.	13
18. Demanding a Poll	13
19. When a Poll Is to Be Taken.	13
20. Notice of A Poll.	14
21. Chairman’s Casting Vote	14
22. Written Resolution Procedure.	14
23. Members’ Votes.	14
24. Objections to Voting Rights	15
25. Polling & Form of Instrument	15
26. Votes Cast by an Authorised Representative	15
THE OFFICERS & OTHER DIRECTORS	16
27. Number of Directors	16
28. The First Directors	16
29. The Officers of The Association	16
APPOINTMENT OF OFFICERS & OTHER DIRECTORS	16
30. Appointment and Retirement	16
31. Notices Concerning Appointment of Directors.	16
32. The Association’s Powers Concerning the Appointment of Directors	17
33. Directors Appointed by the Executive Committee	17
34. No Enforced Retirement At Age 70 etc.	17
35. Directors’ Qualifications	17
36. Disqualification and Removal of Directors.	17
FINANCIAL PROVISION FOR DIRECTORS	18
37. No Unauthorised Payments To Directors.	18
MEETINGS OF THE EXECUTIVE COMMITTEE ETC.	18
38. Directors Regulate Themselves.	18
39. Meetings	18
40. Voting at Meetings	18
41. The Quorum for Meetings of The Executive Committee.	18
42. Single Director	18
43. Chairman of The Executive Committee	18
44. Chairman’s Casting Vote	19
45. Validation of Acts of Directors	19
46. Written Resolutions.	19
47. Director’s Interests	19
48. Resolution of Questions Concerning Directors’ Voting Rights	20
ADMINISTRATIVE MATTERS	20
49. Appointment of the Secretary.	20
50. Minute Books	20
51. The Seal.	20
52. Accounts	20
53. Annual Report.	21
54. Notices	21
DISSOLUTION	22
55. Dissolution	22
Appendix A Form of Proxy	23
Appendix B Form of Proxy Where Instructions Given	24

THE COMPANIES ACTS 1985 TO 1989

THE WORLD ASSOCIATION FOR TRANSPORT ANIMAL WELFARE AND STUDIES

(A company limited by guarantee and not having a share capital)

MEMORANDUM OF ASSOCIATION

1. Name

The name of the Company (hereinafter called “the Association”) is **THE WORLD ASSOCIATION FOR TRANSPORT ANIMAL WELFARE AND STUDIES.**

2. The Registered Office

The registered office of the Association shall be situate in England and Wales.

3. The Objects

The objects for which the Association is established are:-

To promote improvements and public education throughout the world in the management, health, welfare and working conditions of transport, draught and other working animals;

4. Powers

The Association shall have the following powers exercisable in furtherance of its said objects namely:

(1) Literature

to procure to be written, printed, published in any format and issued gratuitously or otherwise such papers, books, pamphlets, documents, films, videos, tapes or other material either alone or with others;

(2) Presentations

to present, promote, organise, provide, manage and produce, tutorials, seminars, courses and workshops, films, exhibitions and broadcasts, on any premises of the Association or elsewhere;

(3) Scientific Matters

to promote research, scientific work, scientific investigations and development into any aspects of the objects of the Association and its work and to disseminate the results of any such research;

(4) Co-operation

to promote and organise co-operation in the achievement throughout the world of the Association’s objects and to that end to bring together representatives of governmental authorities; voluntary organisations and experts engaged in any way in the furtherance of the said objects;

(5) Education

to educate people in the application of scientific methods and humane practices;

(6) Sponsorship of Experts

to sponsor Veterinary Surgeons, Farriers and experts in harness, cart and other techniques conducive to furtherance of the Objects;

- (7) *Veterinary Hospitals*
to found and maintain veterinary hospitals (whether new or established) and to finance their operating costs;
- (8) *Appeals etc*
to issue appeals hold public meetings, and take such other steps as may be required for the purpose of procuring contributions to the funds of the Association;
- (9) *Donations etc*
to accept gifts of property and payments of all kind including (but without prejudice to the generality of the foregoing) grants from governments and commercial organisations, subscriptions, donations, devises and bequests whether or not subject to any trust;
- (10) *Banking*
to open and maintain a bank account or bank accounts in the name of the Association and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques, and other instruments;
- (11) *Investment*
to invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit (including for the avoidance of doubt, but without prejudice to the generality of the foregoing, shares in a private company) to the intent that the Association shall have the same full and unrestricted powers of investing and transposing investments as an absolute beneficial owner subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- (12) *Lending*
to lend money and give credit to, take security for such loans or credit from and to guarantee and become or give security for the performance of contracts or obligations by any person company or other organisation as may be necessary for the work of the Association;
- (13) *Donations*
to make any donation (whether charitable or not) either in cash or assets as may be necessary for the work of the Association;
- (14) *Trading Activities*
to carry on any trade in so far as either the trade is exercised in the course of the actual carrying out of the objects of the Association or is ancillary thereto;
- (15) *Land & Other Property Matters*
to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property (including landed property of any kind in any part of the world) and any rights or privileges which the Association may think necessary for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary for the work of the Association
- (16) *Charity Commission Consents*
In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners 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;

- (17) *Undertake Charitable Trusts*
to undertake and execute any charitable trusts which may lawfully be undertaken by the Association and may be necessary for its objects;
- (18) *Other Charitable Associations*
to establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects;
- (19) *Staff*
to employ and pay staff and/or agents, and to make provision for the proper remuneration of any such persons including power to make all reasonable and necessary provision to or on behalf of employees and their widows, widowers and other dependents for the payment of pensions and superannuation **PROVIDED THAT** save as herein provided there shall be no payments to members of the Executive Committee without the consent of the Charity Commissioners;
- (20) *Personal Risk Insurance*
to insure and arrange insurance cover for and to indemnify its officers, servants, voluntary workers and members (including members of the Executive Committee) from and against all such risks incurred in the course of the performance of their duties as the Association shall think fit;
- (21) *Indemnities For Directors & Others*
Subject to the provisions of the Companies Act 1985 and any statutory modification or re-enactment thereof and without prejudice to any indemnity to which a director may otherwise be entitled,
- (A) every director or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association; and
- (B) the Association may pay the cost of purchasing and maintaining indemnity insurance in respect of any such indemnity
- PROVIDED THAT** no such indemnity or insurance shall extend to indemnification against liability for wilful fraud or wrongdoing or default on the part of the Executive Committee or any of them;
- (22) *Incorporation Costs*
to pay out of its funds the costs charges and expenses of and incidental to the incorporation of the Association as a corporate charity whose members' liability is limited by guarantee;
- (23) *All Other Acts*
to do all such other lawful things as shall further any or all of the above objects.

5. Application of Income & Property Only in Promotion of Objects

- (1) *Income to be Applied In Promoting Objects*
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 divided, bonus or otherwise howsoever by way of profit, to the members of the Association and no member of the Executive Committee shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association save as herein permitted.

(2) *Directors' Incidental Expenses*

The directors may be paid all telephone, travel hotel, and other expenses properly incurred by them in connection with the discharge of their duties.

(3) *Other Authorised Payments*

Nothing herein contained shall prevent any payment in good faith by the Association:

(A) *Payments to non directors*

of reasonable and proper remuneration for any services rendered to the Association by any member, officer or servant of the Association who is not a director;

(B) *Interest on Loans*

of interest on money lent by any member or director of the Association at a reasonable and proper rate per annum not exceeding two per cent per annum less than the published base lending rate of a clearing bank to be selected by the directors;

(C) *Payments to Companies Where Director's Holding is Small*

of fees, remuneration or other benefits in money or money's worth to any company of which a director may also be a member holding not more than one hundredth part of the issued capital of that company;

(D) *Rent*

of reasonable and proper rent for premises demised or let by any member of the Association or a director;

(E) *Professional Services*

of the usual professional charges for business done by any director, who is a solicitor, accountant or other person engaged in a professional capacity on its behalf **PROVIDED THAT** at no time shall a majority of the directors benefit under this provision and that a director shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner or company is under discussion;

(F) *Specialist Skills*

of reasonable charges to any director or firm of which he is a partner or company of which he is a member where the director or company possesses specialist skills or knowledge required by the Association where the work undertaken is of that nature and is done by him, his firm or company upon the instructions of the Association **PROVIDED THAT**

- (a) at no time shall a majority of directors benefit under this provision;
- (b) a director shall withdraw from any meeting whilst his instructions or remuneration or that of his company or firm is discussed;
- (c) the Association obtains the agreement of the Charity Commissioners before making any payment;

(G) *Chief Executive*

of reasonable remuneration to any director holding the office of Chief Executive for work undertaken in the administration of the Association whilst holding that office notwithstanding that he is a director **PROVIDED THAT** he shall withdraw from any meeting whilst his remuneration is discussed

6. No Alterations To Objects

No alteration of Clause 3 above or Clause 9 below shall be made without the prior approval of the Charity Commissioners or the High Court.

7. Limited Liability

The liability of the members is limited.

8. Members' Liabilities for Contribution

Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Association contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

9. Application of Surpluses on Winding up or Dissolution

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 among the members of the Association, but shall be given or transferred to some other charitable institution or institutions having charitable objects similar to the objects of the Association, 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 5 hereof such institution or institutions to be determined by the members of the Association at or before the time of dissolution and if and so far as effect cannot be given to such provision, then to some other charitable object subject to the prior approval of the Charity Commissioners or other authority having jurisdiction under the Charities Act 1993 or other relevant legislation.

~~~~~

*We the subscribers wish to be formed into a company according to this Memorandum.*

*Carl Boyde*

**Carl Boyde** MRCVS  
Hardwick Court Farm  
Chertsey, Surrey KT16 0AD

*C.B. Woodham*

**Clive B. Woodham**  
B.Vet Med MSc. MRCVS  
40, Henshaw Street, London SE17 1PD

Dated the *Sixth*

day of *May* 1998

**WITNESS** to the above signatures:-

*Betty Holloway*

**Betty Holloway**  
35, Fletcher Road, Ottershaw  
Surrey KT16 0JY

~~~~~


THE COMPANIES ACTS 1985 TO 1989

THE WORLD ASSOCIATION FOR TRANSPORT ANIMAL WELFARE AND STUDIES

(A company limited by guarantee and not having a share capital)

ARTICLES OF ASSOCIATION

GENERAL

1. Definitions

(1) In these regulations the following expressions have the meanings ascribed: -

Expression	Meaning
The Act	The Companies Act 1985;
The Articles	The Articles of Association;
The Association	The above-named company;
Clear Days	In relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
Enterprise	a trade, profession or employment including any activity carried on by a body of persons whether corporate or unincorporate;
The Executive Committee	The Board of Directors otherwise known as the Council of Management for the time being of the Association;
Founder Member	Any member of TAWS at the date of incorporation of this Association.
The Minimum Age	The Age of 18
Month	Calendar month;
The Office	The registered office of the Association;
Partnership	The definition contained in the Partnership Act 1890 including any statutory modification or re-enactment thereof for the time being in force
The Seal	The common seal (if any) of the Association;
The Secretary	The secretary of the Association or any other person appointed to perform the duties of the secretary of the Association, including a joint, assistant or deputy secretary.
TAWS	The unincorporated association known as <i>The World Association for Transport Animal Welfare and Studies</i>
The United Kingdom	The United Kingdom of Great Britain and Northern Ireland;
In writing	Written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in a visible form.

- (2) Words importing the singular only shall include the plural, and vice versa; Words importing the masculine only shall include the feminine; words importing persons shall include corporations;
- (3) Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Association;
- (4) References to statute or any regulations thereunder including any statutory modification or re-enactment thereof for the time being in force.

2. Objects

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

MEMBERSHIP

3. Individual & Enterprise Members

- (1) Membership of the Association is open to individuals or enterprises from all nations of the world concerned to promote the objects of the Association. The number of members is unlimited.
- (2) Individuals shall be permitted membership in the classes described in Regulation 3 (5) (see below)
- (3) Enterprises, howsoever constituted and whether corporate, partnership, sole principal or practitioner, shall be permitted Corporate Membership;
- (4) (A) The Executive Committee shall have power to create further classes of membership (whether individual or corporate) and to determine who shall be eligible for admission thereto and on what terms and with what rights and privileges;
(B) The members of any such class have no right to receive notice of and to attend and vote at any General Meeting of the Association or on a ballot for the election of the Executive Committee unless the Association in general meeting otherwise resolve.
- (5) The following shall be eligible for admission to the respective classes of individual membership
 - (A) **Personal Membership and Life Membership:** Any individual who has attained the minimum age;
 - (B) **Student Membership:** Any individual who is undergoing full time education who has attained the minimum age. A Student Member on ceasing full time education shall become a Personal Member on the date on which his subscription next falls due;
 - (C) **Honorary Membership:** Honorary Membership shall be conferred by the Executive Committee upon such individuals as it may determine who have attained the Minimum Age
 - (D) **Associate Membership:** Associate Membership may be conferred by the Executive Committee upon such individuals as it may invite including individuals who have not attained the Minimum Age.
An Associate Member shall not be a member for the purposes of Clause 8 of the memorandum of Association (Members' Liabilities for

Contribution) nor be entitled to receive notice of or attend at any meeting at which the business of the Association shall be considered but may attend at and speak at such meeting. An Associate Member shall not be required to comply with Article 4.

4. Becoming a Member of the Association

- (1) Any prospective member (other than an Associate Member) interested in the objects of the Association may apply to or be invited to apply to become a Member of the Association by another member or the Executive Committee;
- (2) All applications for membership shall be submitted in writing to the Executive Committee in such form and containing such information as the Executive Committee shall from time to time require;
- (3) The Executive Committee shall have the right to refuse any application for membership without giving any reason;
- (4) With the exception of the subscribers to the Memorandum of Association no prospective member shall be or become a member until they shall have complied with Regulation 9 (Page 11) below.

5. The First Members of the Association

- (1) The first members of the Association shall be the subscribers to the Memorandum of Association who shall be Personal Members;

6. The Founder Members of the Association

- (1) All Founder Members shall become members upon compliance with the requirements of Regulation 9 (Page 11) within three months of incorporation.
- (2) No such member who shall have paid his subscriptions in full to TAWS shall be required to pay any joining fee or further subscription for the period covered by his subscription to TAWS. The Executive Committee may make such adjustments in any particular case which they may deem appropriate.

7. Annual Subscriptions

- (1) All members shall pay such annual subscriptions as the Executive Committee may from time to time determine, provided that:
 - (A) an annual subscription shall not be increased without the prior approval of the Association in general meeting;
 - (B) the first annual subscription of a member shall be payable on the date of notification of his admission to membership. Subsequent annual subscriptions shall be payable on each subsequent anniversary of such date;
 - (C) an Honorary Member shall not be required to pay any subscription.
- (2) A member shall not be entitled to any of the rights or privileges of membership whilst his or its subscription is in arrear;

8. Termination of Membership

- (1) The Executive Committee may cancel the membership of any member whose subscription remains unpaid for more than three months after it shall have become due provided that it shall be in the discretion of the Executive Committee to reinstate him or it as a member if the Executive Committee shall think fit;

- (2) Further the Executive Committee shall have the right for any sufficient reason to terminate the membership of any member or refuse renewal of any existing membership **PROVIDED ALWAYS** that the member concerned shall have a right to be heard before a final determination is made.

9. Register of Members

- (1) The Association shall keep a register of members in accordance with the Act. Every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member;
- (2) In relation to an unincorporated body (other than an individual) which is entitled under any of the foregoing Regulations to membership of the Association the following provisions shall apply:-
 - (a) The body shall not be registered as itself a member but the Executive Committee shall cause to be entered on the register from time to time the secretary of such unincorporated body or such other person as the unincorporated body may in writing nominate and such person who is for the time being so entered (to the exclusion of the other persons constituting the unincorporated body) shall be the member of the Association in right of that body and such person's membership shall for all the purposes of these presents be treated as constituting the membership of such unincorporated body;
 - (b) none of the individual persons for the time being constituting such unincorporated body shall be entitled to exercise or enjoy any of the rights or privileges of membership except insofar as they may be duly authorised by such unincorporated body to exercise the same on its behalf;
 - (c) every act done by such unincorporated body according to its own constitution (being an act which could be effectively done only by a member) shall be deemed to have been done by the person on the register of members in right of such unincorporated body and to be effective accordingly.

MEETINGS OF THE ASSOCIATION

10. General Meetings

- (1) The Association shall hold a general meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Executive Committee;
- (2) Every Annual General Meeting (except the first) shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. So long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year;
- (3) All general meetings other than annual general meetings shall be called extraordinary general meetings;
- (4) (A) the Executive Committee may call general meetings; and
(B) on the requisition of members pursuant to the provisions of the Act the Executive Committee shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after

receipt of the requisition. If there are not within the United Kingdom sufficient members of the Executive Committee to call a general meeting, any member of the Executive Committee or any member of the Association may call a general meeting;

11. Notice of General Meetings

- (1) (A) An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least twenty-one clear days' notice;
- (B) All other extraordinary general meetings shall be called by at least fourteen clear days' notice but
- (2) a general meeting may be called by a shorter notice if it is so agreed:-
 - (A) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
 - (B) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent of the voting rights;
- (3) A notice convening a meeting shall specify the time and place of the meeting; the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such;
- (4) Subject to the provisions of the articles, the notice shall be given to all the members entitled to attend and vote at such meeting and to the directors and auditors (if there be any).

12. Accidental Omission

The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

13. The Quorum for General Meetings

- (1) No business shall be transacted at any meeting unless a quorum is present. Three persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member of a duly authorised representative of a corporation, shall be a quorum;
- (2) The meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine;
 - (A) if such a quorum is not present within half an hour from the time appointed for the meeting, or
 - (B) if during a meeting such a quorum ceases to be present.

14. The Chairman of Meetings

At all general meetings the chair may be taken by the President. Should he decline or in his absence the chair may be taken by the Vice President. Should he decline or in his absence the chair shall be taken by the Chairman of the Executive Committee, and in his absence the chair shall be taken by the Deputy Chairman of the Executive Committee. If none of such persons shall be present within fifteen minutes after the time appointed for holding the meeting, or (being present) shall not be willing to act

as chairman, the members present shall choose someone of their number to take the chair.

15. Adjournments

- (1) The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place;
- (2) When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

16. Voting

- (1) A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded.
- (2) Subject to the provisions of the Act, a poll may be demanded-
 - (A) by the President or Vice President; or
 - (B) by the chairman of the meeting; or
 - (C) by at least two members having the right to vote at the meeting; or
 - (D) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;
- (3) A demand by a person as proxy for a member shall be the same as a demand by the member;

17. Result of Vote

Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

18. Demanding a Poll

- (1) The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made;
- (2) A poll shall be taken as the chairman of the meeting directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

19. When a Poll Is to Be Taken

A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question

on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

20. Notice of A Poll

No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

21. Chairman's Casting Vote

In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.

22. Written Resolution Procedure

- (1) A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held;
- (2) Such a resolution may consist of several instruments in the like form each executed by or on behalf of one or more members.

23. Members' Votes

- (1) On a show of hands a member being
 - (A) a Personal, Life and Honorary member present in person; or
 - (B) the secretary of an unincorporated body or such other person duly authorised by such unincorporated body to exercise its vote on its behalf; or
 - (C) a corporation present by a duly Authorised Representative who need not be a member but must have attained the minimum age;shall have one vote and on a poll every such member shall have one vote;
- (2) A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may not vote personally, whether on a show of hands or on a poll. He may vote by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy;
- (3)
 - (A) Evidence to the satisfaction of the Executive Committee of the authority of the person claiming to exercise the right to vote for an unincorporated body (other than the secretary) or as the representative of a corporation shall be deposited at the office not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
 - (B) Notwithstanding the foregoing the chairman of the meeting may waive the foregoing requirements if such evidence is lodged at or before the meeting;

24. Objections to Voting Rights

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 tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

25. Polling & Form of Instrument

- (1) On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy but only as alternates to attend on the same occasion;
- (2) An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the form set out in Appendix A (Page 23) or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve;
- (3) Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the form set out in Appendix B (Page 24) or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve;
- (4) (A) The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may:-
 - (a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Association in relation to the meeting not less than 48 hours before the time of holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (b) in a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
 - (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director;(B) Notwithstanding the foregoing the chairman of the meeting may waive the time requirements if such evidence is lodged at or before the meeting;
- (5) An instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

26. Votes Cast by an Authorised Representative

A vote given or poll demanded by proxy or by the duly authorised representative of an Enterprise shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Association at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

THE OFFICERS & OTHER DIRECTORS

27. Number of Directors

Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall be not less than three.

28. The First Directors

The first directors shall be those persons named in the statement delivered pursuant to section 10(2) of the Act and shall be deemed to have been appointed in accordance with these Articles. Future directors shall be appointed as hereinafter provided.

29. The Officers of The Association

The Officers of the Association shall be directors and shall comprise President, Vice President, Chairman, and Treasurer.

APPOINTMENT OF OFFICERS & OTHER DIRECTORS

30. Appointment and Retirement

- (1) The first Officers of the Association shall be appointed by the directors from among their number. At the first annual general meeting all the officers and other directors shall retire from office unless re-elected;
- (2) Thereafter The President and Vice President shall hold office for one year and shall be subject to election or re-election at each subsequent Annual General Meeting;
- (3) The other directors shall hold office for three years and shall be subject to retirement by rotation; and
 - (A) if at any Annual General Meeting their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but, if there is only one such director who is subject to retirement by rotation, he shall retire;
 - (B) subject to the provisions of the Act, the directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;
 - (C) If the Association, at the meeting at which a director retires by rotation, does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost;

31. Notices Concerning Appointment of Directors

- (1) No person other than a director retiring by rotation shall be appointed or reappointed a director at any general meeting unless:-
 - (A) he is recommended by the Executive Committee; or
 - (B) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice in writing by a member qualified to vote at the meeting has been given to the Association of the intention to propose that person for appointment or reappointment stating the

particulars which would, if he were so appointed or reappointed, be required to be included in the Association's register of directors together with notice executed by that person of his willingness to be appointed or reappointed;

- (2) Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the Association of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Association's register of directors.

32. The Association's Powers Concerning the Appointment of Directors

Subject as aforesaid, the Association may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director and may also determine the rotation in which any additional directors are to retire.

33. Directors Appointed by the Executive Committee

- (1) The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors;
- (2) A director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the directors who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.

34. No Enforced Retirement At Age 70 etc.

No director shall vacate or be required to vacate his office as a director on or by reason of his attaining or having attained the age of 70 or any other age, and any director retiring or liable to retire under the provisions of these regulations and any person proposed to be appointed a director shall be capable of being elected or re-elected as a director notwithstanding that he has attained the age of 70 and no special notice need be given of any resolution for the election or re-election as a director of a person who shall have attained the age of 70 and it shall not be necessary to give to the members notice of the age of any director or persons proposed to be elected or re-elected as such.

35. Directors' Qualifications

No person may be appointed as a director

- (1) unless he has attained the minimum age;
- (2) in circumstances such that, had he already been a director, he would have been disqualified from acting under the provisions of Regulation 36 (below).

36. Disqualification and Removal of Directors

The office of a director shall be vacated if:-

- (1) He ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or

- (2) He becomes prohibited from acting as a charity trustee or trustee for a charity by virtue of section 72 Charities Act 1993; or
- (3) He becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (4) He becomes incapable by reason of mental disorder, illness or injury of managing his own affairs; or
- (5) He resigns his office by notice to the Association (*but only if at least two directors will remain in office when the notice of resignation is to take effect*); or
- (6) He shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated.

FINANCIAL PROVISION FOR DIRECTORS

37. No Unauthorised Payments To Directors

Save as provided in the Memorandum of Association no director shall be entitled to any payment out of the Association's funds.

MEETINGS OF THE EXECUTIVE COMMITTEE ETC.

38. Directors Regulate Themselves

Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit.

39. Meetings

A director may, and the secretary at the request of a director shall, call a meeting of the Executive Committee. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom.

40. Voting at Meetings

Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote. A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.

41. The Quorum for Meetings of The Executive Committee

The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be Three. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.

42. Single Director

The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.

43. Chairman of The Executive Committee

- (1) The directors may appoint one of their number to be the Chairman of the Executive Committee and may at any time remove him from that office.

- (2) The Chairman of the Executive Committee shall preside at all meetings of the Executive Committee;
- (3) If there is no director holding the office of Chairman, or if the director holding such office is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.

44. Chairman's Casting Vote

In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.

45. Validation of Acts of Directors

All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

46. Written Resolutions

- (1) A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors;
- (2) A resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.

47. Director's Interests

- (1) Save as otherwise provided by the articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Association unless his interest or duty arises only because the case falls within one or more of the following paragraphs:-
 - (A) The resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Association or any of its subsidiaries;
 - (B) The resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Association or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
 - (C) His interest arises by virtue of his subscribing or agreeing to subscribe for any debentures or other securities of the Association or shares, debentures or other securities of its subsidiaries, or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such shares, debentures, or other

securities by the Association or any of its subsidiaries for subscription, purchase or exchange;

- (D) The resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.
- (2) For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Association) connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.
- (3) A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

48. Resolution of Questions Concerning Directors' Voting Rights

If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

ADMINISTRATIVE MATTERS

49. Appointment of the Secretary

Subject to the provisions of the Act, 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.

50. Minute Books

The directors shall cause minutes to be made in books kept for the purpose:-

- (1) Of all appointments of officers made by the directors; and
- (2) Of all proceedings at meetings of the Association, and of the directors, and of committees of directors, including the names of the directors present at each such meeting.

51. The Seal

The Executive Committee shall determine if the Association shall have a seal. The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

52. Accounts

- (1) The Executive Committee shall cause proper books of account to be kept in accordance with Part VII of the Act with respect (inter alia) to:-
- (A) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure shall take place;
- (B) all sales and purchase of goods by the Association; and
- (C) the assets and liabilities of the Association;

- (2) Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of affairs of the Association and to explain its transactions;
- (3) The books of account shall be kept at the Office of the Association or, subject to the Act, at such other place or places as the Executive Committee shall think fit and shall always be open to inspection by the members of the Executive Committee;
- (4) The Executive Committee 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 Association or any of them shall be open to inspection of members not being members of the Executive Committee, and no member (not being a member of the Executive Committee) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Executive Committee or by the Association in general meeting;
- (5) Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by a properly qualified auditor or auditors or (where audited accounts are not a legal requirement) someone considered by the Executive Committee to be reasonably competent to perform the function;
- (6) At the Annual General Meeting in every year the Executive Committee shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first accounts since the incorporation of the Association) made up to a date not more than fifteen months before such meeting together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Executive Committee and the auditors (if any) and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than 21 clear days before the date of the meeting be sent to the auditors (if appointed) and to all other persons entitled to receive notices in general meetings in the manner in which notices are hereinafter directed to be served. Any auditors' report shall be open to inspection and be read before the meeting as required by the Act.

53. Annual Report

The directors shall comply with the provisions of the Act and their obligations under the Charities Act 1993 with regard to the preparation of an annual report and its transmission to the members, Registrar of Companies and the Charity Commissioners.

54. Notices

- (1) Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.
- (2) The Association may give any notice to a member
 - (A) personally; or
 - (B) by sending it by post in a prepaid envelope addressed to the member at his registered address within the United Kingdom or by leaving it at that

address and proof that an envelope containing a notice was properly addressed, prepaid and posted to such registered address shall be conclusive evidence that the notice was given. Such a notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted; or

- (C) by facsimile or by E-Mail to such number or address (whether within or outside the United Kingdom) where a member has given such number or E-Mail address to the Association and proof the message containing the notice was properly transmitted to the number or E-Mail address shall be conclusive evidence that the notice was given. Such a notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted;
- (3) A member whose registered address is outside the United Kingdom and who has not gives to the Association a facsimile number or E-Mail address shall not be entitled to receive any notice from the Association.
- (4) A member present, either in person or by proxy, at any meeting of the Association shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

DISSOLUTION

55. Dissolution

Clause 9 of the Memorandum of Association (relating to the application of surpluses on winding up or dissolution of the Association) shall have effect as if the provisions thereof were repeated in these Articles.

~ ~ ~ ~ ~

We the subscribers wish to be formed into a company.

Carl Boyde

Carl Boyde MRCVS
Hardwick Court Farm
Chertsey, Surrey KT16 0AD

C.B. Woodham

Clive B. Woodham
B.Vet Med MSc. MRCVS
40, Henshaw Street, London SE17 1PD

Dated the *Sixth*

day of *May* 1998

WITNESS to the above signatures:-

Betty Holloway

Betty Holloway
35, Fletcher Road, Ottershaw
Surrey KT16 0JY

~ ~ ~ ~ ~

Appendix A Form of Proxy

(Regulation 25(2) Page 15)

THE WORLD ASSOCIATION FOR TRANSPORT ANIMAL WELFARE AND STUDIES

I/We
[Member - Full Name]

of
[Member's Address]

.

being a member/members of the above-named Association, hereby

appoint
[Full Name of Proxy]

of
[Proxy's Address]

.

or failing him
[Full Name of Alternate Proxy]

of
[Alternate Proxy's Address]

.

as my/our proxy to vote in my/our name(s) and on my/our behalf at the
annual/extraordinary general meeting of the Association to be held on
. , and at any adjournment thereof.

Signed on

Appendix B - Form of Proxy Where Instructions Given

(Regulation 25(3) Page15)

THE WORLD ASSOCIATION FOR TRANSPORT ANIMAL WELFARE AND STUDIES

I/We
[Member - Full Name]

of
[Member's Address]

.

being a member/members of the above-named Association, hereby appoint

.
[Full Name of Proxy]

of
[Proxy's Address]

.

or failing him

.
[Full Name of Alternate Proxy]

of
[Alternate Proxy's Address]

.

as my/our proxy to vote in my/our name(s) and on my/our behalf at the
annual/extraordinary general meeting of the Association to be held on
. , and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1	*For	*Against
Resolution No. 2	*For	*Against
<i>*Strike out whichever is not desired.</i>		

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed on

**World Association for Transport Animal Welfare and Studies
(TAWS)**

Hardwick Court Farm
Hardwick Lane
Chertsey, Surrey
KT16 0AD
United Kingdom

*Telephone/Fax: 01932 562072
(International + 44 1932 562072)*