

"The Companies Acts 1948 to 1981

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

INTERNATIONAL FUND FOR ANIMAL WELFARE

1. The name of the Company is International Fund for Animal Welfare.
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:

For the benefit of the nation at large and the International Community to conserve and protect wildlife and other animals by education and to prevent cruelty to animals and in furtherance of such object but no further:

(a) By education to preserve, protect and enhance and assist in conserving, preserving, protecting and enhancing the natural habitat and environment of all animals and wildlife.

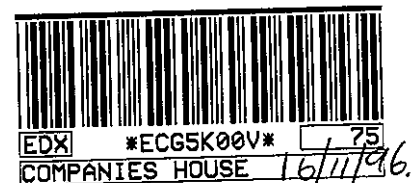
(b) To support, conduct, administer and encourage study into animals who may be subject to cruelty or extinction.

(c) To encourage, conduct, foster and support the publication, communication and dissemination of information concerning animals subject to cruelty or extinction.

(D) to actively conserve, preserve, protect and enhance the natural habitat and environment of all animals and wildlife.

And the Company shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:

(A) To raise funds, whether by the levying of subscriptions by the Company, by means of donations from Companies and other business concerns, by private or



public appeals or otherwise, and to seek any form of assistance, sponsorship or grant from government, municipal, commercial or private sources or from any national or international health, welfare, educational, social or cultural organisation for or on behalf of the Company, or any person or body of persons pursuing any object which this Company is authorised to carry on, and to take and accept gifts of property, whether subject to any special trust or not, for the objects of the Company.

(B) To recruit and assist in the recruitment of voluntary workers in and for the company and to retain or employ professional or technical advisers or workers in connection with the objects of the Company and to pay reasonable and proper fees for their services.

(C) To make any financial grant or award, and to enter into any contract or arrangement for the provision to any person or body of persons of any technical, financial or other assistance, of any service or equipment, labour, or of travel, accommodation or other facilities, and generally to do all such things as may, in the opinion of the Officers, further the primary objects of the Company.

(D) To undertake research and surveys and publish the useful results of such research, to establish, equip and maintain a library, to collect, compile, print, publish and disseminate information, to provide, publish or contribute to the publication of any papers, books, periodicals, reports or other documents, films, slides, tapes, pictures, plans or models, to give and exchange information and advice and to promote, encourage, foster and maintain the interest and support of the public in the objects and activities of the Company.

(E) To organise, provide facilities for and hold conferences, meetings, courses of instruction, demonstrations, lectures, exhibitions, competitions, tours and displays.

(F) To establish, promote or assist in establishing or promoting and to subscribe to or become a member of, or co-operate or federate with any other organisations or associations whose objects are in whole or in part similar to the objects of the Company or the establishment or promotion of which may be beneficial to the Company, to act as trustees or agents for and to manage and to undertake the property, assets, liabilities and engagements of any such organisations or associations and to subscribe or guarantee money for any purposes in any way calculated to further the objects of the Company.

(G) To foster and encourage co-operation and communication between similar organisations, societies and institutions and local and national authorities and to co-ordinate the activities and represent the views of those making use of the facilities of the Company and its members.

(H) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest, sell, mortgage, lease or otherwise dispose of or turn to account any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company.

(I) To borrow or raise money for the purposes of the Company on such terms and on such security as the Officers shall think fit, and whether by the creation and issue of debentures or debenture stock or otherwise.

(J) To receive money on deposit or loan upon such terms as the Company may approve, and to undertake and execute any trusts which may lawfully be undertaken by the Company and may be conducive to its objects.

(K) To invest and deal with the moneys of the Company not immediately required for its purposes in or upon such investments or securities and in such manner as may from time to time be determined, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(L) To sell, mortgage, improve, manage, turn to account, exchange, let, or grant licences, easements and other rights in or over, and in any other manner deal with or dispose of all or any of the property and assets for the time being of the Company as may be expedient for the promotion of its objects.

(M) To make all reasonable and necessary provision for the payment or pensions and superannuation to or on behalf of employees and their widows and other dependants.

(N) To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company.

(O) To do all such other lawful things as are necessary for the attainment of the objects of the Company or any of them.

4. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company, and no member of its Council or Management or Governing Body shall be appointed to any office of the Company

paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company.

Provided that nothing herein shall prevent the payment, in good faith, by the Company:--

(a) of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Council of Management or Governing Body) for any services rendered to the Company;

(b) of interest on money lent by any member of the Company or of its Council of Management or Governing Body at a rate per annum not exceeding 2 per cent less than the base lending rate for the time being prescribed by the Lloyds Bank plc, or 3 per cent, whichever is the greater;

(c) of reasonable and proper rent for premises demised or let by any member of the Body;

(d) of fees, remuneration or other benefit in money or moneys worth to a company of which a member of the Council of Management or Governing Body may be a member holding not more than 1/100th part of the capital of that company;

(e) to any member of its Council of Management or Governing Body of out-of-pocket expenses.

5. The liability of the members is limited.

6. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.

7. Upon the winding up or dissolution of the Company, the property of the Company shall be transferred to International Fund for Animal Welfare (USA). The Royal Society for the Prevention of Cruelty to Animals or to some other institution on the condition that the transferee's objects are similar to the objects of the Company and the distribution of its income and property among its members is prohibited to an extent at least as great as is imposed on the Company under or by virtue of clause 4 hereof.

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

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Brian Davies,  
41i Main Street,  
Yarmouth Port,  
Massachusetts 02675,  
U.S.A.

Jean Kinloch,  
RR 10 New Maryland,  
Fredericton,  
New Brunswick,  
Canada.

Carole Smock,  
753 Canovia Avenue,  
Orlando, Florida 32804,  
U.S.A.

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Dated this 29th day of May 1987

Witness to the above Signatures:

Gloria **Davies**,  
**411 Main Street**,  
Yarmouth Port,  
Massachusetts 02675,  
U.S.A.