

The Companies Act 1985, 1989 and 2006

**SPECIAL RESOLUTIONS TO AMEND
THE MEMORANDUM AND ARTICLES
OF ASSOCIATION**

OF

**THE SOCIETY FOR THE PROTECTION
OF ANIMALS ABROAD ("SPANA")**

At the Annual General Meeting of SPANA duly convened and held on 21st May 2009 the following Special Resolutions were passed:

SPECIAL RESOLUTIONS

1. That reference in the Memorandum and Articles of Association to "The Companies Acts 1985 and 1989" shall be amended to read "The Companies Acts 1985, 1989 and 2006".
2. That new clauses 5(g), 5(h) and 5(i) are inserted as follows:

"5(g) of payment to any members of Council (or any firm or company of which a Council member is a member or employee) for a contract with the Society to supply goods or services actively required by the Society but only if:

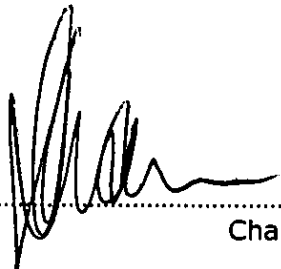
- (i) the nature and level of the remuneration is no more than reasonable in relation to the value of the goods and services and is in accordance with the procedure set out in clause 5(h); and*
- (ii) no more than one third of the Council are subject to such a contract in any financial year.*

5(h) whenever a member of Council has a personal interest in a matter to be discussed at a meeting of the Council or a committee the Council member concerned must:

- (i) declare an interest at or before discussion begins on the matter;*
- (ii) withdraw from the meeting for that item unless expressly invited to remain in order to provide information;*
- (iii) not be counted in the quorum of that part of the meeting; and*
- (iv) withdraw during the vote and have no vote on the matter.*



- 5(i) *whenever a Council member has a personal interest in a matter to be discussed at a meeting of the Council or a committee the Council member concerned must:*
- (i) declare an interest at or before discussion begins on the matter;*
 - (ii) withdraw from the meeting for that item unless expressly invited to remain in order to provide information;*
 - (iii) not be counted in the quorum for that part of the meeting; and*
 - (iv) withdraw during the vote to authorise the conflict and have no vote on the matter."*
3. That article 29 is amended so that after the words "*forty-eight hours*" is added the following words in parenthesis "*(excluding bank holidays and weekends)*".
4. That article 33 is amended so that the word "*twelve*" is replaced by the word "*fourteen*".



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Chairman

21 May 2009