

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

LABORATORY ANIMALS LIMITED

M E M O R A N D U M
(amended by Special Resolution passed the 28th November, 1969)

–AND–

ARTICLES OF ASSOCIATION

=====

Incorporated the 2nd day of March, 1967

Certificate No: 899518

No: 899518

(COPY)

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that LABORATORY ANIMALS LIMITED is this day incorporated under the Companies Act. 1948 and that the Company is Limited.

GIVEN under my hand at London this Second day of March One Thousand Nine Hundred and Sixty Seven.

L.S. WHITFIELD,

Assistant Registrar of Companies.

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM of ASSOCIATION

–Of–

LABORATORY ANIMALS LIMITED

(Amended by Special Resolution passed the 28th November, 1969)

1. The name of the Company is “LABORATORY ANIMALS LIMITED”.
2. The Registered Office of the Company will be situated in England.
3. The object for which the Company is established is the advancement of public education in Laboratory Animal Science and Laboratory Animal Welfare and Technology and in the furtherance of this object (but not otherwise) the Company shall have the following powers:
 - (a) To own and publish a journal or journals devoted to the publication of communications which advance knowledge concerning Laboratory Animal Science and Laboratory Animal Welfare and Technology and to promote in such other ways as the Company shall from time to time determine the advancement and dissemination of such knowledge.
 - (b) To do all such acts and things whether alone or in conjunction with others which are or may be likely to advance knowledge concerning Laboratory Animal Science and in particular to co-operate to this end with the Laboratory Animal Science Association and such other national and international organisations societies associations companies or persons whose objects are to advance knowledge or include the advancement of knowledge as aforesaid as may exist or come in existence from time to time (hereinafter referred to as “associations with kindred interests”)

- (c) To make and receive any gift of money and of any property whatsoever whether subject to any special trust (not being inconsistent with the objects of the Company) or not for any one or more of the objects of the Company.

3.

- (d) To purchase take on lease of in exchange hire or otherwise acquire any real or personal property and any rights or privileges necessary for the furtherance of the object of the Company.
- (e) To sell lease grant licences easements and other rights over and in any other manner deal with or dispose of the real or personal property assets rights and effects of the Company or any part thereof for such consideration as may by the Council of Management of the Company be thought fit for any of the purposes of the Company.
- (f) For the purposes of the Company to raise or borrow money on any terms or conditions upon the security of debenture stock, debentures mortgages of, or charges upon, all or any of the property and assets of the Company, present or future, or without any such security, and to make accept endorse and execute promissory notes, bills of exchange and other negotiable instruments, and to issue and grant receipts and acknowledgement of moneys received or held on deposit of otherwise.
- (g) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, 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.
- (h) To do all such other things that shall further the attainment of the said object Provided That :-
 - i. In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts
 - ii. The Company 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 Company would make it a Trade Union.
 - iii. In case the Company shall take or hold any property subject to the jurisdiction of the Charity commissioners for England and Wales or Secretary of State of Education and Science, the Company 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 Council of Management or Governing Body of the

4.

Company shall be chargeable for any such property that 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 Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Minister of Education over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

4. The income and property of the Company whence so ever 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 PROVIDED that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Company or to any members of the Company in return for any service actually rendered to the Company 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 Company; but so that no member of the Council of Management or Governing Body of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees and that no remuneration or other benefit in money or moneys worth shall be given by the Company to any member of such Council 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 Company. PROVIDED that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or Governing Body may be a member and 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 such payment.
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 contributors among themselves, such amount as may be required, not exceeding £5.
5.

7. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, that same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

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.

.....

FREDERICK CLEMENT CHESTERMAN,
13 Bittacy Park Avenue, N.W.7.
Research Pathologist.

PETER CLARINGBOULD WILLIAMS,
End House, Eleanor Crescent, N.W.7.
Research Biologist.

LEONARD GEORGE GOODWIN,
Shepperlands Farm, Park Lane,
Finchampstead, Berkshire.
Director of Research.

MARIE EVELYN COATES,
Shepperlands Farm. Park Lane,
Finchampstead, Berkshire.
Research Biologist.

ALAN WATSON GLEDHILL,
The Barns, Bury, Nr. Dulverton, Somerset.
Research Virologist.

PHILIP NICHOLAS O ' DONOGHUE,
18 Falmouth Road, Reading, Berkshire.
University Lecturer.

CHARLES ROUTLEDGE COID,
8 Forest Ridge, Keston, Kent.
Director of Animal Studies.

DATED THE 6th day of January, 1967.

WITNESS to the above Signatures:-

MARGARIE AMELIA WAIGHT
172 Hays Lane,
Bromley,
Kent.
Secretary.

7.

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION

- OF -

LABORATORY ANIMALS LIMITED

1. In these Articles unless there be something in the subject or context inconsistent therewith.

"The Company" means the above-named Company

"The Council" means the members for the time being of
the council of Management hereby constituted

"In writing" means written, printed, lithographed, typewritten,
or partly written or partly printed lithographed or typewritten

Words importing the singular number only include the plural number and vice versa

Words importing persons include corporations.

2. The subscribers to the Memorandum of Association of the Company and such other persons as shall be admitted to membership in accordance with these Articles and no others shall be members of the Company and shall be entered in the Register of Members accordingly.
3. For the purposes of registration, the number of members of the Company is to be taken to be 7; but the Council may from time to time register an increase of members.

1.

4. No person shall be admitted a member of the Company unless he is a member (other than Institutional Member) of a bona fide Laboratory Animal Science Association and is first approved by the Council, and the Council shall have full discretion as to the admission of any person to membership.
5. Where any person desires to be admitted to membership of the Company, he must sign and deliver to the Company an application for admission framed in such terms as the Council shall require.
6. Every member, shall be bound to further to the best of his ability and objects, interests and influence of the Company and shall observe all bye-laws of the Company made pursuant to the powers in that behalf hereinafter contained.
7. Any member who shall fail in observance of any of the Articles or bye-laws of the Company may be excluded from the Company by resolution of a majority of at least three-fourths of the members of the Council present and voting at a special Council meeting at which not less than six members shall be present. Such members shall have seven clear days' notice sent to him of the Council meeting, and he may attend the meeting and speak in his own behalf but shall not be present at the voting or except as aforesaid take part in the proceedings otherwise than as the Council allows. A member excluded from the Company by such meeting may, within seven days next after notice of this exclusion, appeal from the decision of the Council to a special meeting of the Company which shall thereupon be convened by the Council.
8. A majority of not less than three-fourths of the members present at such last-mentioned special meeting shall have power to annul the exclusion or to annul it subject to the performance of any conditions which the meeting may think fit to impose.
9. Any member who shall desire to resign shall signify such desire in writing to the secretary of the Company and thereupon his name shall be removed from the list of members and he shall be deemed to have resigned.

GENERAL MEETINGS

10. The Company shall hold in each year a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next. Provided that so long as the Company holds its first annual general

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meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or the following year. The annual general meeting shall be held at such time and place as the Council shall appoint.

2.

11. All general meetings other than annual general meetings shall be called extraordinary general meetings.
12. The Council may whenever they think fit and they shall upon a requisition made in writing by any ten or more members or as provided in Section 132 of the Companies Act, 1948 convene an extraordinary general meeting.
13. Any requisition made by members shall express the object of the meeting proposed to be called and shall be left at the registered office of the Company.
14. Upon the receipt of such requisition the Council shall forthwith proceed to convene a general meeting; if they do not proceed to convene the same within 21 days from the date of the requisition the requisitionists may themselves convene a meeting.
15. At least 21 clear days before every annual general meeting or meeting convened to consider a special resolution and 14 clear days before every other general meeting notice thereof specifying the place the day and hour of meetings and in case of special business the general nature of such business shall be given to the members in manner hereinafter mentioned or in such other manner if any as may be prescribed by the Company in general meeting; but the accidental omission to give such notice to or the non-receipt of such notice by any member shall not invalidate the proceedings at any general meeting.

PROCEEDINGS AT GENERAL MEETINGS

16. All business shall be deemed special that is transacted at an extraordinary general meeting and all that is transacted at an annual general meeting shall also be deemed special with the exception of the consideration of the accounts balance sheets and the ordinary report of the Council and the report of the auditors the election of members of the Council in place of those retiring and the appointment and remuneration of the auditors.
17. No business shall be transacted at any meeting unless a quorum of not less than seven members is present at commencement of such business.
18. If within half an hour from the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of members shall be dissolved; in any other case, it shall stand adjourned to the same day in the following week at the same time and place and if at such adjourned meeting a quorum is not present it shall be dissolved.
19. The Chairman or in his absence the Vice-Chairman shall preside as Chairman at every general meeting of the Company.

20. If neither the Chairman nor the Vice-Chairman is present at the time of holding a meeting the members present shall choose one of their number to be Chairman of such meeting.

3.

21. The Chairman may with the consent of the meeting adjourn any meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

22. At any general meeting, unless a poll is demanded by at least three members present in person or by proxy or by a member or members so present and representing one-tenth of the total voting rights of all members having the right to vote at the meeting, a declaration by the Chairman that a resolution has been carried or lost and an entry to that effect in the book of proceedings of the Company, shall be conclusive evidence of the fact.

23. If a poll is demanded in manner aforesaid the same shall be taken at such time and in such manner as the Chairman directs, and the result of such poll shall be deemed to be the resolution of the Company in general meeting save that a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. The demand for a poll may be withdrawn.

24. Every member shall have one vote.

25. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other persons in the nature of a committee, receiver or curator bonis appointed by the Court, and any such committee, receiver, curator bonis or other person may, on a poll vote by proxy.

26. (a) On a poll voters may be given either personally or by proxy. A proxy need not be member.

(b) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

COUNCIL OF MANAGEMENT

27 The Honorary Officers of the Society shall consist of the Council of Management which shall comprise a Chairman, a Vice-Chairman, a Treasurer, a Secretary and not more than 18 members of the Company. The first Honorary Officers shall be appointed in writing by the subscribers to the Memorandum of Association or a

majority of them. Subsequent Honorary Officers shall be elected by the Company at an Annual General Meeting. No person who is not a member of the Company shall be eligible as an Honorary Officer.

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28. The chairman shall hold office for such period not exceeding 5 years as may be determined at the time of his appointment or election. At the end of his term of office he shall be eligible for re-election.
29. The Vice-Chairman, Treasurer, Secretary and other members of the Council shall in the case of those appointed by the subscribers to the Memorandum of Association hold office for 5 years and thereafter shall be elected annually at the Annual General Meeting and shall be the end of their period of office by eligible for re-election. Any casual vacancy among the Honorary Officers may be filled by appointment made by the Council.

PROCEEDINGS OF THE COUNCIL

- 30.(a) The Council 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, five 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.
- (b) A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time within 30 days, summon a meeting of the Council by notice served upon the several members of the Council.
- (c) The Chairman or in his absence the vice-Chairman shall be entitled to preside at all meetings of the Council and if at any meeting the Chairman and Vice-Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be chairman of the meeting.
- (d) A meeting of the Council at which a quorum is present, shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Council generally.

31. The office of a member of the Council 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 becomes of unsound mind.
 - (C) If he ceases to be a member of the Company.
 - (D) If by notice in writing to the Company he resigns his Office.
 - (E) If he ceases to hold office by reason of any order made under Section 188 of the Act.
 - (F) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act.
 - (G) If he ceased to be a member of the council by virtue of Section 185 of the Act.
32. If at any time the number of the Council is reduced below 3 (exclusive of the Chairman, Vice-Chairman, Treasurer and Secretary) the continuing members of the Council shall act only for the purpose of filling up vacancies until there are at least 10 members of the Council including the Chairman, Vice-Chairman, Treasurer and Secretary.
33. The Council shall have absolute control over all the affairs and property of the Company and shall prescribe, alter or cancel rules for the regulation of the Company (such rules being not inconsistent with or amounting to an alteration of the Articles of Association) and shall exercise all such powers of the Company as they shall think fit except as otherwise provided by the Companies Act 1948 or these Articles.
34. The Council shall engage all such officers and servants and enter into such contracts as they may consider necessary and shall regulate the duties of such officers and servants and fix their salaries. The Council may appoint one of their number to exercise, subject to their directions, a general control over the work of the Company.

ACCOUNTS

35. The Company shall cause proper books of account to be kept with respect to:-

- (a) All sums of money received and expended by the Company and matters in respect of which the receipt and expenditure takes place;
- (b) all moneys and investment and the assets and liabilities of the Company;
- (c) all sales and purchases of goods by the Company.

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 the Company's affairs and to explain its transactions.

36. The books of account shall be kept at the registered office of the Company or subject to Section 147 (3) of the Companies' Act, 1948 at such other place or places as the Council think fit and shall always be open to the inspection of the Council.

37. The Council shall from time to time determine whether and to what extent and at what times and places and under that conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being members of the Council and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Council or by the Company in general meeting.

38. The Council shall from time to time in accordance with Section 148, 150 and 157 of the Companies' Act 1948, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

39. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting together with a copy of the auditors' report shall not less than twenty-one days before the date of the meeting be sent to every member of the Company. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debenture.

AUDIT

40. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Companies' Act, 1948.

NOTICES

41. A notice may be given by the Company to any member either personally or by post, or by electronic means.
42. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
 - (a) every member:
 - (b) the auditor for the time-being of the Company

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

INDEMNITY TO OFFICIALS

43. Subject to the provisions of Section 205 of the Companies' Act, 1948 the members of the Council or other Officers for the time being of the Company shall be indemnified out of the funds of the Company against all costs, charges, losses, damages and expenses which they shall respectively incur or be put to on account of any act, deed, matter or thing which shall be executed done or permitted by them respectively in or about the bona fide execution of their respective offices and shall be reimbursed by the Company all reasonable expenses incurred by them in or about any legal proceedings or arbitration on account of the Company, or otherwise in the execution of their respective offices, except such costs, losses and expenses as shall happen through their respective dishonesty or wilful acts, neglects or defaults.
44. Subject to the provisions of Section 205 of the Companies' Act, 1948 no member of the Council or other Officer shall be chargeable for any money which he shall not actually receive or be answerable for the act, receipt, neglect, or default of any other member of the Council or Officer, or of any banker, broker, collector, agent, or other person appointed by the Council or the Society with whom or into whose hands any property, funds or monies of the Company may be deposited or come, or for the insufficiency of any security or investment in or upon which any of the moneys of the Company shall be invested by order of the Council or for any loss or damage which may happen in the execution of his office unless the same shall happen through his own dishonesty or wilful act, neglect or default.

DISSOLUTION

46. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

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Names, Addresses and Descriptions of Subscribers.

.....

FREDERICK CLEMENT CHESTERMAN,
13 Bittacy Park Avenue, N.W.7.
Research Pathologist.

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Research Biologist.

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The Barns, Bury, Nr. Dulverton, Somerset.
Research Virologist.

PHILIP NICHOLAS O ' DONOGHUE,
18 Falmouth Road, Reading, Berkshire.
University Lecturer.

CHARLES ROUTLEDGE COID,
8 Forest Ridge, Keston, Kent.
Director of Animal Studies.

DATED THE 6th day of January, 1967.

WITNESS to the above Signatures:-

MARGARIE AMELIA WAIGHT
172 Hays Lane,
Bromley,

21/04/00

Kent.

Secretary.

10.