

Companion Care (Stockport) Limited
("Company")

WRITTEN RESOLUTION: CIRCULATED ON 31 March 2014

Note: This document is important and requires your immediate attention.
Please read the explanatory statement to members before signifying your agreement to the resolution in this document

EXPLANATORY STATEMENT TO MEMBERS

1. Nature of written resolution

- 1 1 This document contains a proposed written resolution of the Company for approval by you as a member of the Company. The resolution is proposed as a special resolution and requires members holding not less than 75 per cent of the total voting rights of members entitled to vote on the resolution to vote in favour of it to be passed.
- 1 2 The articles of association proposed to be adopted by the resolution are supplied with this resolution.

2. Period to approve written resolution

If the Company has not received the necessary level of members' agreement to pass the resolution by 10/4/2014 (being 10 days after the date the resolution was first circulated to members), the resolution will lapse.

3. Action required if you wish to approve the resolution

- 3 1 Please signify your agreement to the resolution by completing your details and signing and dating the document in the boxes provided and returning it to the Company by delivering your signed and dated document by hand or by post to the Company's registered address marked "For the attention of the Company secretary".

Once you have signified your agreement to the resolution, you cannot revoke it. Please ensure that your agreement reaches us no later than 5 00pm on 10/4/2014.

- 3 2 If you are signifying agreement to the resolution on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority to the Company at the same time as you signify your agreement to the resolution and in any event by no later than 5 00pm on

10/4/2014



4. Action required if you do not wish to agree to the resolution

You do not have to do anything Failure to respond will not be treated as agreement to the resolution

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

Companion Care (Stockport) Limited

("Company")

Written resolution of the Company pursuant to chapter 2, part 13 of the Companies Act 2006 ("Act") proposed by the directors of the Company as a special resolution

SPECIAL RESOLUTION

- 1 **That**, the regulations contained in the articles of association attached to this resolution be and are hereby adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company


Circulation date 31 March 2014

Registered office c/o Pets at Home, Epsom Avenue, Stanley Green Trading Estate, Handforth, Cheshire, SK9 3RN

Agreement to written resolution

We, the undersigned, being persons entitled to vote on the above resolution, irrevocably agree to such resolution

Name of member	Sharon Blundell	
Signed	x Sharon Blundell	
	Dated 31 March 2014	
Name of member	Jacobus Lodewikus Rautenbach	
Signed:	x JLR	
	Dated 31 March 2014	

Name of corporate member	COMPANION CARE (SERVICES) LIMITED	
Name and position of signatory	Jane Balmain. <i>Block capitals please</i>	
Signed by authorised person on behalf of corporate member	 ...	

Dated. 21. March 2014

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
of

Companion Care (Stockport) Limited

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THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION of

Companion Care (Stockport) Limited

("COMPANY")

1. PRELIMINARY

The regulations contained in Table A shall apply to the Company save insofar as they are excluded or varied by or are otherwise inconsistent with these Articles. Regulation 1 shall be modified by the deletion of the words "'communication' means the same as in the Electronic Communications Act 2000" and "'electronic communication' means the same as in the Electronic Communications Act 2000". Regulations 8, 24, 25, 29, 30, 31, 60 to 63 (inclusive), 64, 65, 76 to 79 (inclusive), 81, 87, 89, 91, 94 to 97 (inclusive), 111, 112, 115 and 116 of Table A shall not apply to the Company and in addition to the remaining regulations of Table A (as varied hereby) the following Articles constitute the regulations for the management of the Company.

2. DEFINITIONS AND INTERPRETATION

2.1 In these Articles the following words and expressions shall (except where the context otherwise requires) have the following meanings:

"2006 Act" means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;

"Act" has the meaning given to it in Table A,

"A Director" means any Director appointed by the A Shareholder from time to time in accordance with the provisions of Article 11,

"A Shares" means the A ordinary shares of £1 each in the capital of the Company from time to time,

"A Shareholder" means the registered holder from time to time of the A Shares,

"Articles" means these articles of association incorporating Table A (to the extent applicable to the Company),

"B Director" means any Director appointed by the B Shareholder from time to time in accordance with the provisions of Article 11,

"B Shares" means the B ordinary shares of £1 each in the capital of the Company from time to time,

"B Shareholder" means the registered holder from time to time of the B Shares,

"Board" means the board of directors for the time being of the Company,

"Business" means the business of the operation of a veterinary practice (including retailing of veterinary licensed products and products directly associated with veterinary surgical operations but excluding all other retailing) and such other business (other than the aforementioned retailing) as the Members may agree in writing from time to time should be carried on by the Company,

"Chairman" means the chairman of the Company from time to time;

"Companion Care" means Companion Care (Services) Limited (company number 4141142),

"Companion Care Group Member" means (a) any Subsidiary and any Holding Company of Companion Care and any Subsidiary of such Holding Company from time to time, (b) any Pets at Home company including Pets at Home Group Limited and Pets at Home Ltd and any Subsidiary or Holding Company thereof and (c) any company or other person carrying on business as a veterinary practice from time to time (including retailing of veterinary licensed products and products directly associated with veterinary surgical operations but excluding all other retailing) in the European Union by way of a joint venture franchise or similar business association in each case with Companion Care,

"Director" means any director for the time being of the Company including where applicable any alternate director,

"Holding Company" has the meaning given to it in section 1159 and schedule 6 of the 2006 Act but for the purposes of section 1159(1) a company shall be treated as a member of another company even if any shares in that other company are registered in the name of (i) a person by way of security (where the company has provided the security) or (ii) a person as nominee for the company,

"Member" means any registered holder for the time being of any class of share in the Company,

"Sale" means the sale of the whole of the issued share capital of the Company or the sale of all or a substantial part of the Business and assets of the Company to a single buyer or to one or more buyers as part of a single transaction,

"Shares" means shares in the capital of the Company,

"Subsidiary" has the meaning given to it in section 1159 and schedule 6 of the 2006 Act but for the purposes of section 1159(1) a company shall be treated as a member of another company even if any shares in that other company are registered in the name of (i) a person by way of security (where the company has provided the security) or (ii) a person as nominee for the company, and

"Table A" means the regulations contained in Table A in the schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985/805) (as amended by the

Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985/1052), the Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000/3373), the Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007/2541) and the Companies (Tables A to F) (No 2) Regulations 2007 (SI 2007/2826)

- 2 2 Words incorporating the masculine gender only include the feminine and neuter genders and words incorporating the singular number only include the plural and vice versa
- 2 3 Clause headings and margin notes are for ease of reference only and do not affect the construction or interpretation of these Articles
- 2 4 References to persons shall include bodies corporate, unincorporated associations and partnerships
- 2 5 References to writing shall include typewriting, printing, lithography, photography and facsimile messages and other modes of reproducing words in a legible and non-transitory form
- 2 6 Words and expressions defined in or for the purposes of the Act (excluding any statutory modification of that meaning not in force when these Articles become binding on the Company) or Table A shall have the same meanings in these Articles unless the context otherwise requires
- 2 7 Where for any purpose, an ordinary resolution of the Company is required, a special resolution is also effective for that purpose

3. LIABILITY OF MEMBERS

The liability of the Members is limited to the amount, if any, unpaid on the Shares held by them

4. SHARES

- 4 1 The A Shares and the B Shares shall constitute different classes of shares for the purposes of the Act and any alteration to these Articles shall be deemed to constitute an alteration to the rights attached to each separate class of shares but save as expressly otherwise provided in these Articles, the A Shares and the B Shares shall rank *pari passu* in all respects
- 4 2 The B Shares carry no rights to receive any dividends nor to participate in distributions made upon a winding-up or a return of capital of the Company
- 4 3 Subject to the provisions of Article 4 5, the Directors are generally and unconditionally authorised for the purposes of section 551 of the 2006 Act to allot Shares in the Company provided also that this authority shall expire on the fifth anniversary of the date of adoption of these Articles unless varied or revoked or renewed by the Company in general meeting
- 4 4 Under the authority conferred on them by Article 4 3 and at any time before the expiry of such authority, the Directors shall be entitled to make or enter into any

offer or agreement which may or will require Shares to be allotted after the expiry of such authority

4 5 Unless all the Members otherwise agree in writing, any Shares from time to time created shall be created as A Shares and B Shares in the same proportion (as nearly as may be) to the proportions that the then existing issued A Shares and B Shares bear to each other and all the Shares so created shall be offered to the existing Members for allotment and issue in accordance with the following provisions

4 5 1 on each occasion the A Shares and the B Shares shall be offered to the Members at the same price per Share and on the same terms as to payment,

4 5 2 no Shares of either class shall be offered or issued otherwise than to Members already holding Shares of the same class without the prior written consent of all the Members,

4 5 3 as between Members holding Shares of the same class the Shares of that class shall be offered amongst such Members in the same proportion (as nearly as may be) to their existing holdings of Shares of that class or in such other proportions as all such Members shall unanimously agree in writing; and

4 5 4 the A Shareholder shall only take up the offer to acquire further Shares to the extent that such A Shareholder is not restricted or prohibited at law or otherwise from holding such Shares

4 6 In accordance with section 567(1) of the 2006 Act, sections 561 and 562 of the 2006 Act shall not apply to an allotment of equity securities (within the meaning of section 560 of the 2006 Act) by the Company

4 7 The Directors may, in their absolute discretion refuse to register any transfer of any Share, whether or not it is a fully paid Share or a Share on which the Company has a lien

5. LIEN

The Company shall have a first and paramount lien on every Share (whether or not it is a fully paid Share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that Share and the Company shall also have a first and paramount lien on all Shares (whether fully paid or not) standing registered in the name of any person whether solely or as one of two or more joint holders for all monies presently payable by him or his estate to the Company but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Article The Company's lien on a Share shall extend to any dividend or other amount payable in respect thereof

6. CALLS

The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 of the words "and all expenses that may have been incurred by the Company by reason of non-payment of the call"

7. NOTICE OF GENERAL MEETINGS

The Company shall give notice of all general meetings of the Company to each Member whether or not that Member has given to the Company an address within the United Kingdom at which notices may be given to him

8. PROCEEDINGS AT GENERAL MEETINGS

- 8 1 Save when the Company has only one Member, the quorum for a general meeting of the Company shall be two persons entitled to vote upon the business to be transacted of which one person shall be a Member or a proxy for a Member, or a duly authorised representative of a corporate Member, holding B Shares and regulation 40 of Table A shall be modified accordingly
- 8 2 In regulation 44 the words "of the Class of Shares the holders of which appointed him as director" shall be substituted for the words "any Class of Shares in the Company"
- 8 3 A poll may be demanded by any Member present in person or by proxy or (in the case of a corporate Member) by a duly authorised representative and regulation 46 of Table A shall be modified accordingly
- 8 4 A Director (including an alternate Director) shall not require any shareholding qualification but shall nevertheless be entitled to receive notice of and attend and speak at any general meeting of the Company
- 8 5 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall not have a casting vote

9. WRITTEN RESOLUTIONS

A proposed written resolution lapses if it is not passed before the end of the period of ten days beginning with the circulation date (as specified in section 290 of the 2006 Act)

10. VOTES OF MEMBERS AND PROXIES

- 10 1 Regulation 54 of Table A shall be read and construed as if the words "or by proxy" were inserted after the words "present in person" in the second line and the words "whether or" were inserted after the words "authorised representative" in the third line
- 10 2 An instrument appointing a proxy shall be in writing in any form which is usual or in any form which the Directors may approve and shall be executed by or on behalf of the appointor. In order for the appointment of a proxy to be valid it shall be delivered to the meeting at which the proxy is authorised to vote or at the time and place appointed for the taking of the poll on which the proxy is authorised to vote (as the case may be)
- 10 3 No A Share shall confer any right to vote either on a show of hands or on a poll upon a resolution for the appointment or removal from office of a B Director

- 10 4 If at any meeting any Member holding B Shares is not present in person or by proxy or by duly authorised representative the votes exercisable on a poll at that meeting in respect of the B Shares shall be pro tanto increased so that such B Shares shall together entitle such Members to the same aggregate number of votes as could be cast in respect of all the B Shares if all the holders thereof were present

11. APPOINTMENT AND NUMBER OF DIRECTORS

- 11 1 Unless and until otherwise determined by special resolution the number of Directors (other than alternate Directors) shall not be less than one nor more than four
- 11 2 The holder of the A Shares may from time to time appoint up to two persons to be A Directors by notice given in accordance with the provisions of Article 11 4 and may in like manner remove any A Director and by like notice from time to time appoint any other person to be a Director in the place of a Director so removed (subject to the remaining provisions of this Article 11), in each case provided always that no more than two A Directors shall hold office at any one time and provided always that both such A Directors hold A Shares
- 11 3 The holder of the B Shares may from time to time appoint up to two persons to be B Directors by notice given in accordance with the provisions of Article 11 4 and may in like manner remove any B Director and by like notice from time to time appoint any other person to be a Director in the place of a Director so removed, provided always that no more than two B Directors shall hold office at any one time
- 11 4 The appointment or removal of an A Director or a B Director shall be effected by notice in writing signed by the Member or Members making the same or in the case of a corporate Member signed by a Director of that Member and such notice shall take effect when it is received at the registered office of the Company or on such later date (if any) as may be specified therein
- 11 5 The B Shareholder shall be entitled to appoint in each year, one of the Directors appointed by it to be the chairman of the Board (with the identity of the chairman being subject to change from time to time by the B Shareholder)
- 11 6 Every Director appointed pursuant to this Article 11 shall be entitled from time to time to make such disclosure to his appointor about the business and affairs of the Company and its subsidiaries as he shall in his absolute discretion determine
- 11 7 The Directors shall not be required to retire by rotation The last sentence of regulation 84 shall not apply and any reference to retirement by rotation shall be disregarded

12. ALTERNATE DIRECTORS

- 12 1 Subject to Articles 12 2 and 12 3, any Director (other than an alternate Director) may by writing appoint any other person willing so to act to be an alternate Director and may remove from office an alternate Director so appointed by him
- 12 2 The B Directors shall not appoint an alternate Director without reasonable prior consultation with the A Directors

- 12 3 The A Directors shall not appoint an alternate Director without
- 12 3 1 reasonable prior consultation with the B Directors where the proposed alternate is an employee of a Companion Care Group Member, or
- 12 3 2 the prior written consent of the B Directors where the proposed alternate is not an employee of a Companion Care Group Member.
- 12 4 An alternate director ceases to be an alternate for his appointor when his appointor ceases to be a Director

13. DISQUALIFICATION AND REMOVAL OF DIRECTORS

The office of Director shall be vacated

- 13 1 if any Director has an order made in respect of him under section of the 252 Insolvency Act 1986 or has a petition presented in respect of him under section 264 of that act or if he makes any arrangements or composition with his creditors generally,
- 13 2 if any Director ceases to be a Director by virtue of any provision of the Act,
- 13 3 if any Director becomes prohibited from being a Director by reason of any order made under section 16 of the Company Directors Disqualification Act 1986 or under any other statute,
- 13 4 if any Director in the reasonable opinion of all his co-Directors becomes incapable by reason of mental disorder of discharging his duties as a Director,
- 13 5 if any Director resigns his office by written notice to the Company,
- 13 6 if any Director shall for more than six months have been absent without the permission of the Directors from the meetings of the Directors held during that period and the Directors resolve that his office shall be vacated,
- 13 7 if any Director is removed from office by his appointor pursuant to these Articles,
- 13 8 if any Director, who is also an employee of the Company, ceases to be employed by the Company, or
- 13 9 if the Member who appointed him ceases to be a Member of the Company

14. PENSIONS

The Board may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension, provident or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or any body corporate which is an associate (within the meaning of section 1260 of the 2006 Act) of the Company or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and holding any salaried employment or office in the Company or such other company and the spouses, widows,

widowers, families and dependants of any such persons and also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well being of the Company or of any other such company as aforesaid or of any such person as aforesaid and make payments for or towards the insurance of any such persons as aforesaid and subscribe or guarantee money for any charitable or benevolent objects or for any exhibition or for any public, general or useful object and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid Subject always (if the Act shall so require) to particulars with respect to the proposed payment being disclosed to the Members and to the proposal being approved by the Company any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument

15. PROCEEDINGS OF DIRECTORS

- 15 1 Regulation 88 of Table A shall be read and construed as if the word "not" in line 3 thereof were omitted and the B Shareholder shall be entitled to appoint the Chairman of any and all meetings of the Board
- 15 2 The quorum necessary for the transaction of business of the Directors whether at a meeting of the Board or any duly appointed committee thereof shall be two of which at least one must be a B Director No resolution of the Board shall be validly passed unless at least one B Director shall vote in favour of it
- 15 3 The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party
- 15 4 Any Director enabled to participate in the proceedings of a meeting by means of a communication device (including a telephone) which allows all the other Directors present at such meeting (whether in person or by alternate or by means of such type of communication device) to hear at all times all other Directors present at such meeting (whether in person or by alternate or by means of such type of communication device) shall be deemed to be present at such meeting and shall be counted when reckoning a quorum

16. DIRECTORS' INTERESTS

- 16 1 For the purposes of section 175 of the 2006 Act
 - 16 1 1 an A Director shall be authorised to hold office as a director or other officer of, be employed or engaged by, hold shares or other securities in, or otherwise be interested in, whether directly or indirectly, the holder(s) of the A Shares from time to time and any group undertaking of such holder(s), and
 - 16 1 2 a B Director shall be authorised to hold office as a director or other officer of, be employed or engaged by, hold shares or other securities in, or otherwise be interested in, whether directly or indirectly, the

holder(s) of the B Shares from time to time and any group undertaking of such holder(s)

- 16 2 For the purposes of section 175 of the 2006 Act, where an office, employment, engagement or interest held by a Director in another person has been authorised pursuant to Article 16 1 and his relationship with that person gives rise to an actual or potential conflict of interest, a Director shall be authorised to
- 16 2 1 attend and vote at meetings of the Directors (or any committee thereof) at which any matter relating to the actual or potential conflict of interest will or may be discussed and receive board papers or other documents relating thereto,
- 16 2 2 receive confidential information and other documents and information relating to the Company, use and apply such information in performing his duties as a director, officer or employee of, or consultant to such other person and disclose that information to third parties in accordance with these Articles or any joint venture agreement entered into by the Members from time to time,
- 16 2 3 in the case of an A Director, give or withhold consent or give any direction or approval under any joint venture agreement entered into by the Members from time to time or these Articles on behalf of the holder(s) of the A Shares from time to time, and
- 16 2 4 in the case of a B Director, give or withhold consent or give any direction or approval under any joint venture agreement entered into by the Members from time to time or these Articles on behalf of the holder(s) of the B Shares from time to time
- 16 3 If an office, employment, engagement or interest, has been authorised pursuant to Article 16 1, then the Director in question shall not be required to disclose to the Company any confidential information received by him (other than by virtue of his position as Director) relating to such office, employment, engagement or interest, or use such information in relation to the Company's affairs if to do so would result in a breach of a duty or obligation of confidence owed by him in relation to or in connection with that office, employment, engagement or interest
- 16 4 A Director shall not be accountable to the Company for any remuneration or other benefit which he (or a person connected with him) derives from any office, employment, engagement or interest authorised pursuant to Article 16 1, nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the 2006 Act
- 16 5 For the purposes of this Article 16, a conflict of interest includes a conflict of interest and duty and a conflict of duties, and interest includes both direct and indirect interests
- 16 6 Without prejudice to the obligation of any Director to disclose his interest in proposed or existing transactions or arrangements with the Company in accordance with the Act, a Director (including an alternate director) may vote on any resolution

concerning any transaction or arrangement in which he is interested and, if he does so vote, his vote shall be counted and he shall be counted in the quorum present at a meeting in relation to any such resolution

17. CAPITALISATION

Regulation 110 of Table A shall be read and construed as if the words "special resolution" were substituted for the words "ordinary resolution" in the first line thereof and on any occasion when Shares are allotted and distributed as fully paid pursuant to the provisions of regulation 110 the Shares allotted to Members already holding A Shares shall forthwith be converted into A Shares and the Shares allotted to Members already holding B Shares shall forthwith be converted into B Shares

18. RETURN OF CAPITAL RIGHTS

On a return of capital on liquidation or otherwise (except on a redemption or purchase by the Company) the surplus assets of the Company remaining after payment of its liabilities shall be paid to the A Shareholder. Where there is more than one A Shareholder, the payment to each A Shareholder shall be in proportion to its percentage holding of A Shares

19. RIGHTS ON SALE

In the event of a Sale then, notwithstanding anything to the contrary in the terms and conditions governing such Sale, the consideration (whenever received) shall be placed in a designated trustee account and shall be distributed (subject to the payment of any outstanding liabilities owed by the A Shareholder and/or the Company to the B Shareholder) amongst the Members in such amounts and in such priority as would be applicable on a return of capital (pursuant to Article 18 (Return of Capital Rights))

20. SEALS AND EXECUTION OF DOCUMENTS

20 1 The Directors may provide a common seal for the Company and shall have power from time to time to destroy the same and to substitute a new seal in its place. The Directors shall provide for the safe custody of every seal of the Company

20 2 Documents may only be executed on behalf of the Company if such execution is authorised by a resolution of the Directors or of a committee of the Directors which authority may be of a general nature and need not apply only to specific documents or transactions

21. NOTICES

21 1 Any notice or other document to be given to or by any person pursuant to these Articles (other than a notice calling a meeting of the Directors) shall be in writing

21 2 Subject to these Articles, any notice or other document to be sent or supplied

21 2 1 to a Member by the Company may be sent or supplied in accordance with any way which the 2006 Act provides for documents or information to be sent or supplied by a company, and

- 21 2 2 by anyone to the Company may be sent or supplied in accordance with any way in which the 2006 provides for documents or information to be sent or supplied to a company
- 21 3 Nothing in Article 21 2 1 shall affect any provision of the Act requiring offers, notices or documents to be served on, or delivered to, a Member in a particular way
- 21 4 Any notice or other document sent or supplied by the Company to a Member (or any person entitled to receive notice under these Articles) shall
- 21 4 1 if sent in accordance with section 1147 of the 2006 Act be deemed to have been received by the intended recipient at the time prescribed by that section save in calculating a period of hours for the purposes of that section account shall be taken of any part of a day that is not a working day, and
- 21 4 2 if delivered personally or by hand to or left at a registered address or an address specified for the purpose by the intended recipient be deemed to have been received by the intended recipient on the day it was so delivered or left

22. INDEMNITY

Subject to the provisions of the Act, but without prejudice to any indemnity to which he may otherwise be entitled, every Director, alternate director, secretary, auditor or other officer or employee of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses, damages and liabilities which he may sustain or incur in or about the execution of his duties or the exercise of his powers or otherwise in relation to them including (without prejudice to the generality of the foregoing) any liability incurred defending any proceedings, whether civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted to be done by him as an officer or employee of the Company in which judgment is given in his favour or in which he is acquitted, or which are otherwise disposed of without any finding or admission of material breach of duty on his part 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 Company

23. INSURANCE

The Directors may exercise all the powers of the Company to purchase and maintain policies of insurance providing insurance cover up to such limit or limits as the Directors may decide for the Directors or any of them and any other officer (including former Directors and other officers) of the Company against liability for negligence or default, breach of duty or breach of trust or any other liability in relation to the affairs of the Company which may be lawfully insured against