

Company number: 05751624

The Companies Act 2006
Private company limited by shares

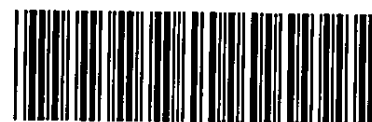
Written resolutions

of

Abington Park Veterinary Referrals Limited

(passed on 31 May 2012)

THURSDAY



A22 *A1AKV44X* 07/06/2012 #23
COMPANIES HOUSE

Pursuant to **written resolutions** of the company duly circulated on 31 May 2012 the following resolutions were passed on 31 May 2012 of which resolution 1 was passed as an **ordinary resolution** and resolution 2 was passed as a **special resolution** of the company

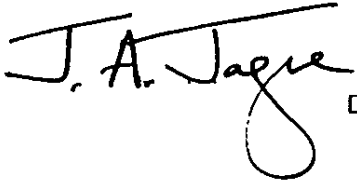
Ordinary Resolution:

- 1 **That**, subject to and in accordance with the Companies Act 2006 and the articles of association of the Company, the directors may authorise (whether with or without conditions) any matter or situation arising on or after 1 October 2008 in which a director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company (including, without limitation, in relation to the exploitation of any property, information or opportunity, whether or not the Company could take advantage of it) and for this purpose, a conflict of interest includes a conflict of interest and duty and a conflict of duties

Special Resolutions:

- 2 **That**
 - (a) the articles of association of the Company be amended by deleting to the fullest extent permitted by law all of the provisions of the Company's memorandum of association which, by virtue of Section 28, Companies Act 2006, are to be treated as provisions of the Company's articles of association,
 - (b) article 3 of the Company's articles of association be removed and that subsequent clauses be renumbered accordingly, and
 - (c) any limit on the maximum amount of shares that may be allotted by the Company which is imposed by the amount of the Company's authorised share capital that was in force immediately before 1 October 2009 be revoked
- 3 **That**, pursuant to article 5 of the articles of association of the Company, the shareholders, together being the holders of more than three-fourths of the issued shares of each class of shares in the capital of the Company, consent to the rights attaching to each of the classes of shares being varied by the adoption of the articles of association by the Company in resolution 5
- 4 **That** every A ordinary share, B ordinary share, C ordinary share, D ordinary share and E ordinary share of £1 00 in the capital of the Company whether issued or unissued be and they are each reclassified as an ordinary share of £1 00 in the capital of the Company having the rights set out in the articles of association to be adopted by the Company in resolution 5

- 5 **That** the draft articles of association attached to this resolution be and they are adopted by the Company in substitution for and to the exclusion of, its existing articles of association

 Director



**New articles of association
of
Abington Park Veterinary Referrals Limited**

Company number 05751624

(Private company limited by shares)

as adopted by written special resolution passed on

31 May 2012

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Company number 05751624

The Companies Act 2006

Private company limited by shares

Articles of Association

of

Abington Park Veterinary Referrals Limited

(as adopted by written special resolution passed on 31 May 2012)

Part 1

Interpretation, Limitation of Liability and Other Miscellaneous Provisions

It is agreed as follows

1 Defined terms

1.1 In these articles, unless the context requires otherwise

"Acts" means the Companies Acts and every other statute, order, regulation, or other subordinate legislation from time to time in force concerning companies and affecting the company

"articles" means the company's articles of association as altered or varied from time to time (and **"article"** means a provision of the articles)

"associated company" has the meaning set out in Section 256, CA2006

"CA2006" means the Companies Act 2006

"Companies Acts" has the meaning set out in Section 2, CA2006

"conflicted director" has the meaning set out in article 12.1 (*Authorisation of conflicts of interest*)

"conflict situation" has the meaning set out in article 12.1 (*Authorisation of conflicts of interest*)

"document" includes, unless otherwise specified, any summons, notice, order, register, certificate or other legal process and includes any such document sent or supplied in electronic form

"electronic form" has the meaning set out in Section 1168, CA2006

"eligible director" means a director who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting (but excluding any director whose vote is not to be counted in respect of the resolution in question)

"hard copy form" has the meaning set out in Section 1168, CA2006

"Model Articles" means the model articles for private companies limited by shares as set out in Schedule 1 to The Companies (Model Articles) Regulations 2008 (SI 2008/3229)

"the Parent Company" means Independent Vetcare Holdings Limited (as the ultimate parent of the

company), registered in England and Wales with company number 07705042

"relevant director" means any director or former director

"relevant loss" means any costs, charges, losses, expenses and liabilities which has been or may be incurred by a relevant director, secretary or other officer in the actual or purported execution or discharge of his duties or in the actual or purported exercise of his powers in relation to the affairs of the company, any associated company or employees' share scheme of the company or associated company

"subsidiary" bears the meaning set out in section 1159 of the 2006 Act and a company shall be treated, for the purposes only of the membership requirement contained in subsections 1159(1)(b) and (c), as a member of another company even if its shares in that other company are registered in the name of

- (a) another person (or its nominee), whether by way of security or in connection with the taking of security, or
- (b) its nominee

"subsidiary undertaking" has the meaning set out in Section 1162, CA2006

"transmittee" means a person entitled to a share by reason of the death or bankruptcy of a shareholder or otherwise by operation of law

"working day" has the meaning set out in Section 1173, CA2006

"writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods whether sent in electronic form or otherwise

"written" shall be construed accordingly

- 1 2 Unless the context otherwise requires (or unless otherwise defined or stated in these articles) words or expressions defined in the Model Articles shall have the same meaning in these articles. Any other words and expressions contained in these articles and/or the Model Articles shall have the same meaning as in the CA2006 as in force from time to time
- 1 3 The Model Articles shall apply to the company save insofar as they are excluded or modified by or are inconsistent with these articles, and the Model Articles (except insofar as so excluded, modified or inconsistent) together with these articles shall be the articles of association of the company (to the exclusion of any other regulations set out in any statute, statutory instrument or other subordinate legislation from time to time in force)
- 1 4 The following articles of the Model Articles shall be excluded in their entirety from applying to the company
 - (a) article 14 (*Conflicts of interest*),
 - (b) article 48 (*Means of communication to be used*),
 - (c) article 52 (*Indemnity*), and
 - (d) article 53 (*Insurance*)
- 1 5 References in the articles to a document or information being sent or supplied by or to a company (including the company) shall be construed in accordance with the provisions of Section 1148(3), CA2006 and any reference to **"sent"** or **"supplied"** (or other similar term) shall be construed in accordance with the provisions of Section 1148(2), CA2006

2 Company's name

The company may change its name by means of a decision of the directors made in accordance with the provisions of article 5 (*Directors to take decisions collectively*) or article 6 (*Unanimous decisions*) The provisions of Section 79, CA2006 shall be complied with on any change of company name made pursuant to this article

3 Domicile

The company's registered office is to be situated in England and Wales

Part 2

Directors' powers and responsibilities

4 Committees

4 1 Committees to whom the directors delegate any of their powers may consist of one or more co-opted persons other than directors on whom voting rights may be conferred as members of the committee provided that the number of co-opted members of the committee shall be less than one-half of the total number of members of the committee and so that no resolution of the committee shall be effective unless a majority of the members of the committee voting on the resolution are directors

4 2 Article 5(1) and article 6 of the Model Articles are modified accordingly

Decision-making by Directors

5 Directors to take decisions collectively

5 1 If

(a) the company has only one director for the time being, and

(b) save for article 9 1 no provision of the articles requires it to have more than one director,

save as provided otherwise in the articles the general rule does not apply, and the director may (only for so long as he remains the sole director) take decisions without regard to any of the provisions of the articles relating to directors' decision-making

5 2 Article 7(2) of the Model Articles is modified accordingly

6 Unanimous decisions

6 1 A decision may not be taken in accordance with this article 6 and article 8 of the Model Articles if the eligible directors would not have formed a quorum at a directors' meeting held to discuss the matter in question

6 2 Article 8(4) of the Model Articles is modified accordingly

6 3 A decision of the directors may take the form of a resolution in writing, where each eligible director has signed one or more copies of it, or to which each eligible director has otherwise indicated agreement in writing Model Articles 8(2) shall not apply to the Company

7 Calling a directors' meeting

7 1 Save as otherwise provided in the articles, notice of a directors' meeting must be given to each director, but need not be in writing

7 2 Article 9(3) of the Model Articles is modified accordingly

8 Participation in directors' meetings

8 1 Article 10(1)(b) of the Model Articles is modified by the addition, after the word "communicate", of the words

"orally, including by means of telephone, video conference or other audio or audio-visual link or any other form of telecommunication"

8 2 Article 10(2) of the Model Articles is modified by the addition, at the end of that article, of the words

", provided that all persons participating in the meeting can hear each other "

9 Quorum for directors' meetings

9 1 Subject to Section 175(6), CA2006, the quorum for the transaction of the business of the directors may be fixed from time to time by a decision of the directors, but it must never be less than 2, and unless otherwise so fixed it shall (save as provided in article 9 2 or any other provision of the articles) be two

9 2 In relation to any meeting (or part of any meeting) held pursuant to article 12 (*Authorisation of conflicts of interest*), if, at the relevant time, the company has only one director other than the conflicted director, the quorum for such meeting (or the part thereof dealing with the authorisation pursuant to article 12 (*Authorisation of conflicts of interest*)) shall be one eligible director

9 3 Article 11(2) of the Model Articles is modified accordingly

10 Chairing of directors' meetings

10 1 If the chairman is unwilling to chair a directors' meeting or is not participating in a directors' meeting within ten minutes of the time at which it was to start or, if at any time during the meeting, the chairman ceases to be a participating director, the participating directors must appoint one of themselves to chair it (or chair such part of it in relation to which the chairman ceases to be a participating director, as the case may be)

10 2 Article 12(4) of the Model Articles is modified accordingly

11 Casting vote

11 1 If, at a meeting of the directors, the numbers of votes for and against a proposal are equal, the chairman or other director appointed to chair the meeting pursuant to article 10 (*Chairing of directors' meetings*) shall not have a casting vote

11 2 Article 13 of the Model Articles is modified accordingly

12 Authorisation of conflicts of interest

12 1 Subject to and in accordance with the CA2006

(a) the directors may authorise any matter or situation arising in which a director (the "**conflicted director**") has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the interests of the company (including, without limitation, in relation to the exploitation of any property, information or opportunity, whether or not the company could take advantage of it) and for this purpose a conflict of interest includes a conflict of interest and duty and a conflict of duties (the "**conflict situation**"),

- (b) any authorisation given in accordance with this article 12 may be made on such terms and subject to such conditions and/or limitations as the directors may, in their absolute discretion, determine (including, without limitation, excluding the conflicted director and any other interested director from certain directors' meetings, withholding from him or them certain directors' or other papers and/or denying him or them access to certain confidential company information) and such terms, conditions and/or limitations may be imposed at the time of or after the authorisation and may be subsequently varied or terminated, and
- (c) in considering any request for authorisation in respect of a conflict situation, the directors shall be entitled to exclude the conflicted director from any meeting or other discussion (whether oral or written) concerning the authorisation of such conflict situation and they shall also be entitled to withhold from such conflicted director any board papers or other papers concerning the authorisation of such conflict situation

12 2 If any conflict situation is authorised or otherwise permitted under the articles, the conflicted director (for as long as he reasonably believes such conflict situation subsists)

- (a) shall not be required to disclose to the company (including the directors or any committee) any confidential information relating to such conflict situation which he obtains or has obtained otherwise than in his capacity as a director of the company, if to make such disclosure would give rise to a breach of duty or breach of obligation of confidence owed by him to another person in relation to such matter, office, employment or position,
- (b) shall be entitled to attend or absent himself from all or any meetings of the directors (or any committee) at which anything relating to such conflict situation will or may be discussed, and
- (c) shall be entitled to make such arrangements as he thinks fit to receive or not to receive documents or information (including, without limitation, directors' papers (or those of any committee of the directors)) relating to any such conflict situation and/or for such documents or information to be received and read by a professional adviser on his behalf,

and in so doing, such conflicted director shall not be in breach of any general duty he owes to the company pursuant to Sections 171 to 177 (inclusive), CA2006 and the provisions of this article 12 shall be without prejudice to any equitable principle or rule of law which may excuse the conflicted director from disclosing information or attending meetings or receiving documents or information, in circumstances where such disclosure, attendance or receipt would otherwise be required under the articles

12 3 For the purposes of this article 12, an interest of a person who is, for any purpose of the CA2006 (excluding any statutory modification thereof not in force when this regulation becomes binding on the company), connected with a director shall be treated as an interest of the director

13 **Directors may have interests and vote and count for quorum**

13 1 Provided permitted by the Acts, and provided he has disclosed to the other directors the nature and extent of his interest pursuant to Section 177 or 182, CA2006 or otherwise pursuant to the articles (as the case may be), a director, notwithstanding his office

- (a) may be a party to, or otherwise directly or indirectly interested in any contract, arrangement, transaction or proposal with the company or in which the company is otherwise interested and may hold any other office or position of profit under the company (except that of auditor or of auditor of a subsidiary of the company) in addition to the office of director and may act by himself or through his firm in a professional capacity for the company and in any such case on such terms as to

remuneration and otherwise as the directors may arrange either in addition to or in lieu of any remuneration provided for by any other article,

- (b) may be a member, director or other officer of, or employed by, or hold any other office or position with, or be directly or indirectly interested in any contract, arrangement, transaction or proposal with or a party to or otherwise directly or indirectly interested in, any subsidiary and subsidiary undertaking of the company or Parent Company of the company and any subsidiary undertakings of the Parent Company or any other body corporate promoted by the company or in which the company is otherwise interested,
- (c) shall not, by reason of his office, be liable to account to the company for any dividend, profit, remuneration, superannuation payment or other benefit which he derives from
 - (i) any matter, office, employment or position which relates to a conflict situation authorised in accordance with article 12 (*Authorisation of conflicts of interest*), or
 - (ii) any office, employment, contract, arrangement, transaction or proposal or other interest permitted pursuant to paragraphs (a) and (b) of this article,

and no contract, arrangement, transaction or proposal shall be avoided on the grounds of any director having any such interest or receiving any such dividend, profit, remuneration, superannuation, payment or other benefit authorised in accordance with article 12 (*Authorisation of conflicts of interest*) or permitted pursuant to paragraphs (a) or (b) of this article and the receipt of any such dividend, profit, remuneration, superannuation, payment or other benefit so authorised or permitted shall not constitute a breach of the duty not to accept benefits from third parties as set out in Section 176, CA2006

- 13 2 For the avoidance of doubt, a director may be or become subject to one or more conflict situations as a result of any matter referred to in paragraph (b) of article 13 1 (*Directors may have interests and vote and count for quorum*) without requiring authorisation under the provisions of article 12 (*Authorisation of conflicts of interest*) provided he has declared, as soon as reasonably practicable, the nature and extent of his interest in the conflict situation. The provisions of Section 177(2), Section 177(3), Section 177(5), Section 177(6), Section 184 and Section 185, CA2006 shall be applied (with any necessary modifications) in respect of any such declaration
- 13 3 Subject to Section 175(6), CA2006 and save as otherwise provided in the articles, a director may vote at any meeting of the directors or any meeting of any committee of which he is a member on any resolution and a director may participate in the transaction of the business of the directors and count in the quorum at any such meeting of the directors or meeting of any committee of which he is a member notwithstanding that it concerns or relates in any way to a matter in which he has directly or indirectly any kind of interest or duty. This article does not affect any obligation of a director to disclose any such interest, whether pursuant to Section 177, CA2006, Section 182, CA2006 or otherwise
- 13 4 Subject to article 13 5, and the authorisation of a conflict in accordance with these articles or CA2006, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive (except in a case where the nature or extent of any interest of the director has not been fairly disclosed)
- 13 5 Subject to the authorisation for a conflict in accordance with these articles or CA 2006, if any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes

- 13 6 For the purposes of this article 13, an interest of a person who is, for any purpose of the CA2006 (excluding any statutory modification thereof not in force when this regulation becomes binding on the company), connected with a director shall be treated as an interest of the director

14 Records of decisions to be kept

- 14 1 The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors. Notwithstanding the provisions of article 5 (*Directors to take decisions collectively*), where the company only has one director, the provisions of this article 14 shall apply to any decision taken by such director, howsoever taken by him

- 14 2 Article 15 of the Model Articles is modified accordingly

Appointment of Directors

15 Methods of appointing directors

- 15 1 In any case where, as a result of death or bankruptcy, the company has no shareholders and no directors, the transmittee of the last shareholder to have died or to have had a bankruptcy order made against him, as the case may be, shall have the right, by notice in writing to the company, to appoint any one person to be a director, provided such person is a natural person in accordance with Section 155, CA2006 and provided such person is willing to be so appointed and is otherwise permitted by law to be a director of the company

- 15 2 Article 17(2) of the Model Articles is modified accordingly

16 Termination of director's appointment

- 16 1 A person ceases to be a director as soon as

- (a) that person ceases to be a director by virtue of any provision of the CA2006 or is prohibited from being a director by law,
- (b) a bankruptcy order is made against that person,
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts,
- (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months,
- (e) by reason of that person's mental health, he is admitted to hospital in pursuance of an application for admission for treatment under any mental health legislation for the time being in force in any part of the United Kingdom or a court having jurisdiction (whether in the United Kingdom or elsewhere) makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,
- (f) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms,
- (g) that person has, for more than six consecutive months, been absent without permission of the directors from meetings of directors held during that period and the directors make a decision that that person's office be vacated, or
- (h) he is removed from office pursuant to article 30 1(a) (*Rights of Parent Company*)

16 2 Article 18 of the Model Articles is modified accordingly

17 Directors' expenses

17 1 The company may pay any reasonable expenses which the directors and the company secretary (if any) properly incur in connection with the business of the company, the exercise of their powers and the discharge of their duties and responsibilities in relation to the company

17 2 Article 20 of the Model Articles is modified accordingly

18 Secretary

The directors may appoint any person who is willing to act as the secretary of the company on such terms (including, but not limited to, term of office and remuneration) and subject to such conditions as they may think fit and from time to time remove such person and, if the directors determine, appoint a replacement secretary of the company, in each case by a decision of the directors

Part 3

Shares and Distributions

Shares

19 Exclusion of statutory pre-emption provisions

Pursuant to Section 567, CA2006, sub-section (1) of Section 561, CA2006, and sub-sections (1) to (5) inclusive of Section 562, CA2006 shall be excluded from applying to the company

20 Share certificates

20 1 The company must issue each shareholder with one or more certificates in respect of the shares which that shareholder holds and, save as provided otherwise in the articles, such certificates must be issued free of charge

20 2 Article 24(1) of the Model Articles is modified accordingly

21 Share transfers

21 1 The directors may, in their absolute discretion refuse to register the transfer of a share, and if they do so, they shall, within 2 months after the date on which the transfer was lodged with the company, send to the transferee notice of refusal together with reasons for the refusal. Any instrument of transfer which the directors refuse to register must (unless they suspect that the proposed transfer may be fraudulent) be returned to the transferee

21 2 Article 26(5) of the Model Articles is modified accordingly

21 3 Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration of it where the transfer

- (a) is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution (a "**Secured Institution**"), and
- (b) is delivered to the company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or
- (c) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to provide any prior written notice to the company or to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the company or any of them, and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not

The company shall have no lien on any shares which have been charged by way of security to a Secured Institution

Part 4

Decision-making by Shareholders

Organisation of General Meetings

22 Notice of general meetings

The accidental failure to give notice of general meeting or, in cases where it is intended that it be sent out with the notice, an instrument of proxy, or to give notice of a resolution intended to be moved at a general meeting to, or the non-receipt of any of them by, any person or persons entitled to receive the same shall not invalidate the proceedings at that meeting and shall be disregarded for the purpose of determining whether the notice of the meeting, instrument of proxy or resolution were duly given

23 Quorum for general meetings

Whenever the company has only one member, the member present (being an individual) in person or by proxy, or (being a corporation) by a duly authorised representative or by proxy, shall be a quorum

Voting at General Meetings

24 Delivery of proxy notices

24 1 The appointment of a proxy and the power of attorney or other authority (if any) under which it is signed (or a copy of such authority certified notarially or in some other way approved by the directors) shall be sent or supplied in hard copy form, or (subject to any conditions and limitations which the directors may specify) in electronic form

- (a) to the registered office of the company, or
- (b) to such other address (including electronic address) as is specified in the notice convening the meeting or in any instrument of proxy or any invitation to appoint a proxy sent or supplied by the company in relation to the meeting, or
- (c) as the directors shall otherwise direct,

to be received not less than one hour prior to the time of the meeting

24 2 Any instrument of proxy not so sent or supplied or received shall be invalid unless the directors at any time prior to the meeting or the chairman of the meeting at the meeting, in their or his absolute discretion, accept as valid an instrument of proxy where there has not been compliance with the provisions of this article and such proxy shall thereupon be valid notwithstanding such default

24 3 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person

24 4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

24 5 Article 46 of the Model Articles is modified accordingly

25 Votes of proxies

25 1 The company shall be under no obligation to ensure or otherwise verify that any vote(s) cast by a proxy are done so in accordance with any such instructions given by the member by whom such proxy is appointed. In the event that a vote cast by such proxy is not done so in accordance with the instructions of the member by whom such proxy is appointed, such vote shall not be deemed to be invalid

25 2 On a vote on a resolution on a show of hands, where a proxy is appointed by more than one member (provided that, where some only of those members by whom the proxy is appointed instruct the proxy to vote in a particular way, those members all instruct such proxy to vote in the same way on a resolution (either "for" or "against")) such proxy shall be entitled to cast a second vote the other way in relation to any discretionary vote(s) given to him by other members by whom such proxy is appointed

26 Written resolutions of shareholders

A written resolution proposed in accordance with the provisions of Chapter 2 of Part 13 of the CA2006 shall lapse if it is not passed before the period of 14 days beginning with the circulation date (as such is construed pursuant to Section 290, CA2006)

Part 5

Administrative Arrangements

27 Company communications

27 1 Subject to the provisions of the Acts (and save as otherwise provided in the articles), any document or information required or authorised to be sent or supplied by the company to any member or any other person (including a director) pursuant to these articles, the Companies Acts or any other rules or regulations to which the company may be subject, may be sent or supplied in hard copy form, in electronic form, by means of a website or in any other way in which documents or information may be sent or supplied by the company pursuant to the Companies Acts

27 2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being

27 3 The company may send or supply any document or information to a member or any other person (including a director) pursuant to these articles, the Companies Acts or any other rules or regulations to which the company may be subject, either personally, or by post in a prepaid envelope addressed to the member (or such other person) at his registered address or at his address for service, or by leaving it at that address or any other address for the time being notified to the company by the member (or such other person) for the purpose, or by sending or supplying it using electronic means to an electronic address for the time being notified to the company by the member (or such other person) for the purpose, or by any other means authorised in writing by the member (or such other person) concerned

27 4 Any shareholder present, in person or by proxy at any meeting of the company or of the holders of any class of shares of the company, shall be deemed to have received due notice of such meeting and, where requisite, of the purposes for which such meeting was called

- 27 5 Save as provided otherwise in these articles, any document or information addressed to a shareholder (or other person to whom such document or information is required or authorised to be sent pursuant to these articles, the Companies Acts or otherwise) at his registered address or address for service (in the case of a shareholder, in the United Kingdom) or electronic address, as the case may be, shall
- (a) if hand delivered or left at a registered address or other address for service (in the case of a shareholder in the United Kingdom), be deemed to have been served or delivered on the day on which it was so delivered or left,
 - (b) if sent or supplied by post (whether in hard copy form or in electronic form), be deemed to have been received at the expiration of 48 hours after the envelope was posted,
 - (c) if sent or supplied by electronic means (other than by means of website), be deemed to have been received (if sent or supplied between the hours of 9 a m and 5 p m on a working day) at the time it was sent, or (if sent or supplied at any other time) at 9 a m on the next following working day, and
 - (d) if sent or supplied by means of a website, be deemed to have been received when the material was first made available on the website or, if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website
- 27 6 A director may agree with the company that documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than those set out in article 27 5

Directors' Indemnity, Funds and Insurance

28 Indemnity and Funds

- 28 1 Subject to article 28 2 (but otherwise to the fullest extent permitted by law) and without prejudice to any indemnity to which he may otherwise be entitled a relevant director, secretary or other officer (other than any person engaged as auditor) of the company or an associated company may at the discretion of the directors, be indemnified out of the company's assets against all or any part of any costs, charges, losses, expenses and liabilities incurred by that director, secretary or other officer in the actual or purported exercise of his powers in relation to the affairs of the company or associated company
- 28 2 This article does not authorise any indemnity or provision of funds which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law

29 Insurance

Subject to the provisions of the CA2006, the directors may in their absolute discretion decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director, secretary or other officer (other than any person engaged as auditor) of the company or associated company in respect of all or any part of any relevant loss

Entrenchment

30 Rights of the Parent Company

- 30 1 For so long as the company is a subsidiary of the Parent Company, the following provisions shall apply and, to the extent of any inconsistency between this article 30 1 and any other provision(s) of the company's articles, this article shall prevail
- (a) the Parent Company may, at any time and from time to time, appoint any person to be a director of the company or remove from office any director of the company

howsoever appointed, provided that, in the case of a director holding an executive office, his removal from office shall be deemed to be an act of the company and shall have effect without prejudice to any claim for damages for breach of any contract between him and the company Article 17 and article 18 of the Model Articles are modified accordingly,

- (b) no quorum shall be present at any meeting of the company unless the Parent Company is present either by duly authorised representative or by proxy when the meeting proceeds to business Article 23 (*Quorum for general meetings*) of these articles shall be construed accordingly,
- (c) the Parent Company may at any time and from time to time inspect all or any of the accounting records of the company or other books or documents of the company Article 50 of the Model Articles is modified accordingly,
- (d) no shares or securities shall be issued or agreed to be issued or put under option without the consent of the Parent Company,
- (e) no transfer of any share of the company shall be registered or approved for registration without the prior consent of the Parent Company, provided that the directors shall not be entitled to refuse to register the transfer of any share(s) by the Parent Company to any person which is presented for registration duly stamped Article 26 of the Model Articles is modified accordingly and article 21 (*Share transfers*) of these articles shall be construed accordingly, and
- (f) all or any authorities of the directors (or any of the directors) of the company shall be restricted in such respects and to such extent as the Parent Company may at any time and from time to time by notice to the company prescribe Article 3 and article 4 of the Model Articles are modified accordingly

- 30 2 Any such appointment, removal, consent or notice referred to in article 30 1 shall be signed on behalf of the Parent Company by any of its directors
- 30 3 No person dealing with the company or a member or in relation to any shares shall be concerned to see or enquire as to whether the powers of the directors have been in any way restricted pursuant to article 30 1 or whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the company to or with any third party shall be invalid or ineffectual unless the third party had at the relevant time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the directors (or any of the company's directors)
- 30 4 For the purposes of this article 30, "subsidiary" shall have the meaning set out in Section 1159, CA2006, provided that the company shall not be regarded as a subsidiary of another company by reason only of the fact that such company is a member of the company and controls the composition of its board of directors

AD

**New articles of association
of
Abington Park Veterinary Referrals Limited**

Company number 05751624

(Private company limited by shares)

as adopted by written special resolution passed on

31 May 2012

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Company number 05751624

The Companies Act 2006

Private company limited by shares

Articles of Association

of

Abington Park Veterinary Referrals Limited

(as adopted by written special resolution passed on 31 May 2012)

Part 1

Interpretation, Limitation of Liability and Other Miscellaneous Provisions

It is agreed as follows

1 Defined terms

1.1 In these articles, unless the context requires otherwise

"Acts" means the Companies Acts and every other statute, order, regulation, or other subordinate legislation from time to time in force concerning companies and affecting the company

"articles" means the company's articles of association as altered or varied from time to time (and **"article"** means a provision of the articles)

"associated company" has the meaning set out in Section 256, CA2006

"CA2006" means the Companies Act 2006

"Companies Acts" has the meaning set out in Section 2, CA2006

"conflicted director" has the meaning set out in article 12.1 (*Authorisation of conflicts of interest*)

"conflict situation" has the meaning set out in article 12.1 (*Authorisation of conflicts of interest*)

"document" includes, unless otherwise specified, any summons, notice, order, register, certificate or other legal process and includes any such document sent or supplied in electronic form

"electronic form" has the meaning set out in Section 1168, CA2006

"eligible director" means a director who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting (but excluding any director whose vote is not to be counted in respect of the resolution in question)

"hard copy form" has the meaning set out in Section 1168, CA2006

"Model Articles" means the model articles for private companies limited by shares as set out in Schedule 1 to The Companies (Model Articles) Regulations 2008 (SI 2008/3229)

"the Parent Company" means Independent Vetcare Holdings Limited (as the ultimate parent of the

company), registered in England and Wales with company number 07705042

"relevant director" means any director or former director

"relevant loss" means any costs, charges, losses, expenses and liabilities which has been or may be incurred by a relevant director, secretary or other officer in the actual or purported execution or discharge of his duties or in the actual or purported exercise of his powers in relation to the affairs of the company, any associated company or employees' share scheme of the company or associated company

"subsidiary" bears the meaning set out in section 1159 of the 2006 Act and a company shall be treated, for the purposes only of the membership requirement contained in subsections 1159(1)(b) and (c), as a member of another company even if its shares in that other company are registered in the name of

(a) another person (or its nominee), whether by way of security or in connection with the taking of security, or

(b) its nominee

"subsidiary undertaking" has the meaning set out in Section 1162, CA2006

"transmittee" means a person entitled to a share by reason of the death or bankruptcy of a shareholder or otherwise by operation of law

"working day" has the meaning set out in Section 1173, CA2006

"writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods whether sent in electronic form or otherwise

"written" shall be construed accordingly

- 1 2 Unless the context otherwise requires (or unless otherwise defined or stated in these articles) words or expressions defined in the Model Articles shall have the same meaning in these articles. Any other words and expressions contained in these articles and/or the Model Articles shall have the same meaning as in the CA2006 as in force from time to time
- 1 3 The Model Articles shall apply to the company save insofar as they are excluded or modified by or are inconsistent with these articles, and the Model Articles (except insofar as so excluded, modified or inconsistent) together with these articles shall be the articles of association of the company (to the exclusion of any other regulations set out in any statute, statutory instrument or other subordinate legislation from time to time in force)
- 1 4 The following articles of the Model Articles shall be excluded in their entirety from applying to the company
- (a) article 14 (*Conflicts of interest*),
- (b) article 48 (*Means of communication to be used*),
- (c) article 52 (*Indemnity*), and
- (d) article 53 (*Insurance*)
- 1 5 References in the articles to a document or information being sent or supplied by or to a company (including the company) shall be construed in accordance with the provisions of Section 1148(3), CA2006 and any reference to "sent" or "supplied" (or other similar term) shall be construed in accordance with the provisions of Section 1148(2), CA2006

2 Company's name

The company may change its name by means of a decision of the directors made in accordance with the provisions of article 5 (*Directors to take decisions collectively*) or article 6 (*Unanimous decisions*) The provisions of Section 79, CA2006 shall be complied with on any change of company name made pursuant to this article

3 Domicile

The company's registered office is to be situated in England and Wales

Part 2

Directors' powers and responsibilities

4 Committees

4 1 Committees to whom the directors delegate any of their powers may consist of one or more co-opted persons other than directors on whom voting rights may be conferred as members of the committee provided that the number of co-opted members of the committee shall be less than one-half of the total number of members of the committee and so that no resolution of the committee shall be effective unless a majority of the members of the committee voting on the resolution are directors

4 2 Article 5(1) and article 6 of the Model Articles are modified accordingly

Decision-making by Directors

5 Directors to take decisions collectively

5 1 If

(a) the company has only one director for the time being, and

(b) save for article 9 1 no provision of the articles requires it to have more than one director,

save as provided otherwise in the articles the general rule does not apply, and the director may (only for so long as he remains the sole director) take decisions without regard to any of the provisions of the articles relating to directors' decision-making

5 2 Article 7(2) of the Model Articles is modified accordingly

6 Unanimous decisions

6 1 A decision may not be taken in accordance with this article 6 and article 8 of the Model Articles if the eligible directors would not have formed a quorum at a directors' meeting held to discuss the matter in question

6 2 Article 8(4) of the Model Articles is modified accordingly

6 3 A decision of the directors may take the form of a resolution in writing, where each eligible director has signed one or more copies of it, or to which each eligible director has otherwise indicated agreement in writing Model Articles 8(2) shall not apply to the Company

7 Calling a directors' meeting

7 1 Save as otherwise provided in the articles, notice of a directors' meeting must be given to each director, but need not be in writing

7 2 Article 9(3) of the Model Articles is modified accordingly

8 Participation in directors' meetings

8 1 Article 10(1)(b) of the Model Articles is modified by the addition, after the word "communicate", of the words

"orally, including by means of telephone, video conference or other audio or audio-visual link or any other form of telecommunication"

8 2 Article 10(2) of the Model Articles is modified by the addition, at the end of that article, of the words

", provided that all persons participating in the meeting can hear each other "

9 Quorum for directors' meetings

9 1 Subject to Section 175(6), CA2006, the quorum for the transaction of the business of the directors may be fixed from time to time by a decision of the directors, but it must never be less than 2, and unless otherwise so fixed it shall (save as provided in article 9 2 or any other provision of the articles) be two

9 2 In relation to any meeting (or part of any meeting) held pursuant to article 12 (*Authorisation of conflicts of interest*), if, at the relevant time, the company has only one director other than the conflicted director, the quorum for such meeting (or the part thereof dealing with the authorisation pursuant to article 12 (*Authorisation of conflicts of interest*)) shall be one eligible director

9 3 Article 11(2) of the Model Articles is modified accordingly

10 Chairing of directors' meetings

10 1 If the chairman is unwilling to chair a directors' meeting or is not participating in a directors' meeting within ten minutes of the time at which it was to start or, if at any time during the meeting, the chairman ceases to be a participating director, the participating directors must appoint one of themselves to chair it (or chair such part of it in relation to which the chairman ceases to be a participating director, as the case may be)

10 2 Article 12(4) of the Model Articles is modified accordingly

11 Casting vote

11 1 If, at a meeting of the directors, the numbers of votes for and against a proposal are equal, the chairman or other director appointed to chair the meeting pursuant to article 10 (*Chairing of directors' meetings*) shall not have a casting vote

11 2 Article 13 of the Model Articles is modified accordingly

12 Authorisation of conflicts of interest

12 1 Subject to and in accordance with the CA2006

(a) the directors may authorise any matter or situation arising in which a director (the "**conflicted director**") has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the interests of the company (including, without limitation, in relation to the exploitation of any property, information or opportunity, whether or not the company could take advantage of it) and for this purpose a conflict of interest includes a conflict of interest and duty and a conflict of duties (the "**conflict situation**"),

- (b) any authorisation given in accordance with this article 12 may be made on such terms and subject to such conditions and/or limitations as the directors may, in their absolute discretion, determine (including, without limitation, excluding the conflicted director and any other interested director from certain directors' meetings, withholding from him or them certain directors' or other papers and/or denying him or them access to certain confidential company information) and such terms, conditions and/or limitations may be imposed at the time of or after the authorisation and may be subsequently varied or terminated, and
- (c) in considering any request for authorisation in respect of a conflict situation, the directors shall be entitled to exclude the conflicted director from any meeting or other discussion (whether oral or written) concerning the authorisation of such conflict situation and they shall also be entitled to withhold from such conflicted director any board papers or other papers concerning the authorisation of such conflict situation

12 2 If any conflict situation is authorised or otherwise permitted under the articles, the conflicted director (for as long as he reasonably believes such conflict situation subsists)

- (a) shall not be required to disclose to the company (including the directors or any committee) any confidential information relating to such conflict situation which he obtains or has obtained otherwise than in his capacity as a director of the company, if to make such disclosure would give rise to a breach of duty or breach of obligation of confidence owed by him to another person in relation to such matter, office, employment or position,
- (b) shall be entitled to attend or absent himself from all or any meetings of the directors (or any committee) at which anything relating to such conflict situation will or may be discussed, and
- (c) shall be entitled to make such arrangements as he thinks fit to receive or not to receive documents or information (including, without limitation, directors' papers (or those of any committee of the directors)) relating to any such conflict situation and/or for such documents or information to be received and read by a professional adviser on his behalf,

and in so doing, such conflicted director shall not be in breach of any general duty he owes to the company pursuant to Sections 171 to 177 (inclusive), CA2006 and the provisions of this article 12 shall be without prejudice to any equitable principle or rule of law which may excuse the conflicted director from disclosing information or attending meetings or receiving documents or information, in circumstances where such disclosure, attendance or receipt would otherwise be required under the articles

12 3 For the purposes of this article 12, an interest of a person who is, for any purpose of the CA2006 (excluding any statutory modification thereof not in force when this regulation becomes binding on the company), connected with a director shall be treated as an interest of the director

13 **Directors may have interests and vote and count for quorum**

13 1 Provided permitted by the Acts, and provided he has disclosed to the other directors the nature and extent of his interest pursuant to Section 177 or 182, CA2006 or otherwise pursuant to the articles (as the case may be), a director, notwithstanding his office

- (a) may be a party to, or otherwise directly or indirectly interested in any contract, arrangement, transaction or proposal with the company or in which the company is otherwise interested and may hold any other office or position of profit under the company (except that of auditor or of auditor of a subsidiary of the company) in addition to the office of director and may act by himself or through his firm in a professional capacity for the company and in any such case on such terms as to

remuneration and otherwise as the directors may arrange either in addition to or in lieu of any remuneration provided for by any other article,

- (b) may be a member, director or other officer of, or employed by, or hold any other office or position with, or be directly or indirectly interested in any contract, arrangement, transaction or proposal with or a party to or otherwise directly or indirectly interested in, any subsidiary and subsidiary undertaking of the company or Parent Company of the company and any subsidiary undertakings of the Parent Company or any other body corporate promoted by the company or in which the company is otherwise interested,
- (c) shall not, by reason of his office, be liable to account to the company for any dividend, profit, remuneration, superannuation payment or other benefit which he derives from
 - (i) any matter, office, employment or position which relates to a conflict situation authorised in accordance with article 12 (*Authorisation of conflicts of interest*), or
 - (ii) any office, employment, contract, arrangement, transaction or proposal or other interest permitted pursuant to paragraphs (a) and (b) of this article,

and no contract, arrangement, transaction or proposal shall be avoided on the grounds of any director having any such interest or receiving any such dividend, profit, remuneration, superannuation, payment or other benefit authorised in accordance with article 12 (*Authorisation of conflicts of interest*) or permitted pursuant to paragraphs (a) or (b) of this article and the receipt of any such dividend, profit, remuneration, superannuation, payment or other benefit so authorised or permitted shall not constitute a breach of the duty not to accept benefits from third parties as set out in Section 176, CA2006

- 13 2 For the avoidance of doubt, a director may be or become subject to one or more conflict situations as a result of any matter referred to in paragraph (b) of article 13 1 (*Directors may have interests and vote and count for quorum*) without requiring authorisation under the provisions of article 12 (*Authorisation of conflicts of interest*) provided he has declared, as soon as reasonably practicable, the nature and extent of his interest in the conflict situation. The provisions of Section 177(2), Section 177(3), Section 177(5), Section 177(6), Section 184 and Section 185, CA2006 shall be applied (with any necessary modifications) in respect of any such declaration
- 13 3 Subject to Section 175(6), CA2006 and save as otherwise provided in the articles, a director may vote at any meeting of the directors or any meeting of any committee of which he is a member on any resolution and a director may participate in the transaction of the business of the directors and count in the quorum at any such meeting of the directors or meeting of any committee of which he is a member notwithstanding that it concerns or relates in any way to a matter in which he has directly or indirectly any kind of interest or duty. This article does not affect any obligation of a director to disclose any such interest, whether pursuant to Section 177, CA2006, Section 182, CA2006 or otherwise
- 13 4 Subject to article 13 5, and the authorisation of a conflict in accordance with these articles or CA2006, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive (except in a case where the nature or extent of any interest of the director has not been fairly disclosed)
- 13 5 Subject to the authorisation for a conflict in accordance with these articles or CA 2006, if any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes

- 13 6 For the purposes of this article 13, an interest of a person who is, for any purpose of the CA2006 (excluding any statutory modification thereof not in force when this regulation becomes binding on the company), connected with a director shall be treated as an interest of the director

14 Records of decisions to be kept

- 14 1 The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors. Notwithstanding the provisions of article 5 (*Directors to take decisions collectively*), where the company only has one director, the provisions of this article 14 shall apply to any decision taken by such director, howsoever taken by him

- 14 2 Article 15 of the Model Articles is modified accordingly

Appointment of Directors

15 Methods of appointing directors

- 15 1 In any case where, as a result of death or bankruptcy, the company has no shareholders and no directors, the transmittee of the last shareholder to have died or to have had a bankruptcy order made against him, as the case may be, shall have the right, by notice in writing to the company, to appoint any one person to be a director, provided such person is a natural person in accordance with Section 155, CA2006 and provided such person is willing to be so appointed and is otherwise permitted by law to be a director of the company

- 15 2 Article 17(2) of the Model Articles is modified accordingly

16 Termination of director's appointment

- 16 1 A person ceases to be a director as soon as

- (a) that person ceases to be a director by virtue of any provision of the CA2006 or is prohibited from being a director by law,
- (b) a bankruptcy order is made against that person,
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts,
- (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months,
- (e) by reason of that person's mental health, he is admitted to hospital in pursuance of an application for admission for treatment under any mental health legislation for the time being in force in any part of the United Kingdom or a court having jurisdiction (whether in the United Kingdom or elsewhere) makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,
- (f) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms,
- (g) that person has, for more than six consecutive months, been absent without permission of the directors from meetings of directors held during that period and the directors make a decision that that person's office be vacated, or
- (h) he is removed from office pursuant to article 30 1(a) (*Rights of Parent Company*)

16 2 Article 18 of the Model Articles is modified accordingly

17 **Directors' expenses**

17 1 The company may pay any reasonable expenses which the directors and the company secretary (if any) properly incur in connection with the business of the company, the exercise of their powers and the discharge of their duties and responsibilities in relation to the company

17 2 Article 20 of the Model Articles is modified accordingly

18 **Secretary**

The directors may appoint any person who is willing to act as the secretary of the company on such terms (including, but not limited to, term of office and remuneration) and subject to such conditions as they may think fit and from time to time remove such person and, if the directors determine, appoint a replacement secretary of the company, in each case by a decision of the directors

Part 3

Shares and Distributions

Shares

19 **Exclusion of statutory pre-emption provisions**

Pursuant to Section 567, CA2006, sub-section (1) of Section 561, CA2006, and sub-sections (1) to (5) inclusive of Section 562, CA2006 shall be excluded from applying to the company

20 **Share certificates**

20 1 The company must issue each shareholder with one or more certificates in respect of the shares which that shareholder holds and, save as provided otherwise in the articles, such certificates must be issued free of charge

20 2 Article 24(1) of the Model Articles is modified accordingly

21 **Share transfers**

21 1 The directors may, in their absolute discretion refuse to register the transfer of a share, and if they do so, they shall, within 2 months after the date on which the transfer was lodged with the company, send to the transferee notice of refusal together with reasons for the refusal. Any instrument of transfer which the directors refuse to register must (unless they suspect that the proposed transfer may be fraudulent) be returned to the transferee

21 2 Article 26(5) of the Model Articles is modified accordingly

21 3 Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration of it where the transfer

- (a) is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution (a "**Secured Institution**"), and
- (b) is delivered to the company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or
- (c) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to provide any prior written notice to the company or to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the company or any of them, and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not

The company shall have no lien on any shares which have been charged by way of security to a Secured Institution

Part 4

Decision-making by Shareholders

Organisation of General Meetings

22 Notice of general meetings

The accidental failure to give notice of general meeting or, in cases where it is intended that it be sent out with the notice, an instrument of proxy, or to give notice of a resolution intended to be moved at a general meeting to, or the non-receipt of any of them by, any person or persons entitled to receive the same shall not invalidate the proceedings at that meeting and shall be disregarded for the purpose of determining whether the notice of the meeting, instrument of proxy or resolution were duly given

23 Quorum for general meetings

Whenever the company has only one member, the member present (being an individual) in person or by proxy, or (being a corporation) by a duly authorised representative or by proxy, shall be a quorum

Voting at General Meetings

24 Delivery of proxy notices

24 1 The appointment of a proxy and the power of attorney or other authority (if any) under which it is signed (or a copy of such authority certified notarially or in some other way approved by the directors) shall be sent or supplied in hard copy form, or (subject to any conditions and limitations which the directors may specify) in electronic form

- (a) to the registered office of the company, or
- (b) to such other address (including electronic address) as is specified in the notice convening the meeting or in any instrument of proxy or any invitation to appoint a proxy sent or supplied by the company in relation to the meeting, or
- (c) as the directors shall otherwise direct,

to be received not less than one hour prior to the time of the meeting

24 2 Any instrument of proxy not so sent or supplied or received shall be invalid unless the directors at any time prior to the meeting or the chairman of the meeting at the meeting, in their or his absolute discretion, accept as valid an instrument of proxy where there has not been compliance with the provisions of this article and such proxy shall thereupon be valid notwithstanding such default

24 3 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person

24 4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

24 5 Article 46 of the Model Articles is modified accordingly

25 Votes of proxies

25 1 The company shall be under no obligation to ensure or otherwise verify that any vote(s) cast by a proxy are done so in accordance with any such instructions given by the member by whom such proxy is appointed. In the event that a vote cast by such proxy is not done so in accordance with the instructions of the member by whom such proxy is appointed, such vote shall not be deemed to be invalid.

25 2 On a vote on a resolution on a show of hands, where a proxy is appointed by more than one member (provided that, where some only of those members by whom the proxy is appointed instruct the proxy to vote in a particular way, those members all instruct such proxy to vote in the same way on a resolution (either "for" or "against")) such proxy shall be entitled to cast a second vote the other way in relation to any discretionary vote(s) given to him by other members by whom such proxy is appointed.

26 Written resolutions of shareholders

A written resolution proposed in accordance with the provisions of Chapter 2 of Part 13 of the CA2006 shall lapse if it is not passed before the period of 14 days beginning with the circulation date (as such is construed pursuant to Section 290, CA2006)

Part 5

Administrative Arrangements

27 Company communications

27 1 Subject to the provisions of the Acts (and save as otherwise provided in the articles), any document or information required or authorised to be sent or supplied by the company to any member or any other person (including a director) pursuant to these articles, the Companies Acts or any other rules or regulations to which the company may be subject, may be sent or supplied in hard copy form, in electronic form, by means of a website or in any other way in which documents or information may be sent or supplied by the company pursuant to the Companies Acts.

27 2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

27 3 The company may send or supply any document or information to a member or any other person (including a director) pursuant to these articles, the Companies Acts or any other rules or regulations to which the company may be subject, either personally, or by post in a prepaid envelope addressed to the member (or such other person) at his registered address or at his address for service, or by leaving it at that address or any other address for the time being notified to the company by the member (or such other person) for the purpose, or by sending or supplying it using electronic means to an electronic address for the time being notified to the company by the member (or such other person) for the purpose, or by any other means authorised in writing by the member (or such other person) concerned.

27 4 Any shareholder present, in person or by proxy at any meeting of the company or of the holders of any class of shares of the company, shall be deemed to have received due notice of such meeting and, where requisite, of the purposes for which such meeting was called.

- 27 5 Save as provided otherwise in these articles, any document or information addressed to a shareholder (or other person to whom such document or information is required or authorised to be sent pursuant to these articles, the Companies Acts or otherwise) at his registered address or address for service (in the case of a shareholder, in the United Kingdom) or electronic address, as the case may be, shall
- (a) if hand delivered or left at a registered address or other address for service (in the case of a shareholder in the United Kingdom), be deemed to have been served or delivered on the day on which it was so delivered or left,
 - (b) if sent or supplied by post (whether in hard copy form or in electronic form), be deemed to have been received at the expiration of 48 hours after the envelope was posted,
 - (c) if sent or supplied by electronic means (other than by means of website), be deemed to have been received (if sent or supplied between the hours of 9 a m and 5 p m on a working day) at the time it was sent, or (if sent or supplied at any other time) at 9 a m on the next following working day, and
 - (d) if sent or supplied by means of a website, be deemed to have been received when the material was first made available on the website or, if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website
- 27 6 A director may agree with the company that documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than those set out in article 27 5

Directors' Indemnity, Funds and Insurance

28 Indemnity and Funds

- 28 1 Subject to article 28 2 (but otherwise to the fullest extent permitted by law) and without prejudice to any indemnity to which he may otherwise be entitled a relevant director, secretary or other officer (other than any person engaged as auditor) of the company or an associated company may at the discretion of the directors, be indemnified out of the company's assets against all or any part of any costs, charges, losses, expenses and liabilities incurred by that director, secretary or other officer in the actual or purported exercise of his powers in relation to the affairs of the company or associated company
- 28 2 This article does not authorise any indemnity or provision of funds which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law

29 Insurance

Subject to the provisions of the CA2006, the directors may in their absolute discretion decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director, secretary or other officer (other than any person engaged as auditor) of the company or associated company in respect of all or any part of any relevant loss

Entrenchment

30 Rights of the Parent Company

- 30 1 For so long as the company is a subsidiary of the Parent Company, the following provisions shall apply and, to the extent of any inconsistency between this article 30 1 and any other provision(s) of the company's articles, this article shall prevail
- (a) the Parent Company may, at any time and from time to time, appoint any person to be a director of the company or remove from office any director of the company

howsoever appointed, provided that, in the case of a director holding an executive office, his removal from office shall be deemed to be an act of the company and shall have effect without prejudice to any claim for damages for breach of any contract between him and the company Article 17 and article 18 of the Model Articles are modified accordingly,

- (b) no quorum shall be present at any meeting of the company unless the Parent Company is present either by duly authorised representative or by proxy when the meeting proceeds to business Article 23 (*Quorum for general meetings*) of these articles shall be construed accordingly,
- (c) the Parent Company may at any time and from time to time inspect all or any of the accounting records of the company or other books or documents of the company Article 50 of the Model Articles is modified accordingly,
- (d) no shares or securities shall be issued or agreed to be issued or put under option without the consent of the Parent Company,
- (e) no transfer of any share of the company shall be registered or approved for registration without the prior consent of the Parent Company, provided that the directors shall not be entitled to refuse to register the transfer of any share(s) by the Parent Company to any person which is presented for registration duly stamped Article 26 of the Model Articles is modified accordingly and article 21 (*Share transfers*) of these articles shall be construed accordingly, and
- (f) all or any authorities of the directors (or any of the directors) of the company shall be restricted in such respects and to such extent as the Parent Company may at any time and from time to time by notice to the company prescribe Article 3 and article 4 of the Model Articles are modified accordingly

- 30 2 Any such appointment, removal, consent or notice referred to in article 30 1 shall be signed on behalf of the Parent Company by any of its directors
- 30 3 No person dealing with the company or a member or in relation to any shares shall be concerned to see or enquire as to whether the powers of the directors have been in any way restricted pursuant to article 30 1 or whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the company to or with any third party shall be invalid or ineffectual unless the third party had at the relevant time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the directors (or any of the company's directors)
- 30 4 For the purposes of this article 30, "subsidiary" shall have the meaning set out in Section 1159, CA2006, provided that the company shall not be regarded as a subsidiary of another company by reason only of the fact that such company is a member of the company and controls the composition of its board of directors