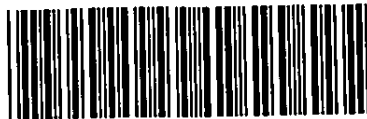


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COMPANIES HOUSE

Company No 4374375

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

PDSA PETAID ENTERPRISES LIMITED (the "Company")

26 April 2010 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a written resolution of the Company, having effect as a special resolution (the "Resolution")

SPECIAL RESOLUTION

THAT new articles of association, a copy of which is attached and initialled for the purpose of identification, be adopted to the exclusion of all the existing provisions of the memorandum and articles of association

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

I, the undersigned, the sole shareholder and sole person entitled to vote on the Resolution on the Circulation Date hereby irrevocably agree to the Resolution -

[name]

26/4/10

Date

[name]

26/4/10

Date

Authorised signatories for and on behalf of
People's Dispensary for Sick Animals

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company. If you do not agree with the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 3 If insufficient agreement is received within 28 days of the Circulation Date for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us within that time frame.

Company No 4374375

THE COMPANIES ACTS 1985 AND 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

PDSA PETAID ENTERPRISES LIMITED

Incorporated on 14 February 2002.

(Adopted by special resolution passed on 26 April 2010)

Company No 4374375

THE COMPANIES ACTS 1985 AND 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

PDSA PETAID ENTERPRISES LIMITED

Incorporated on 14 February 2002

(Adopted by special resolution passed on 26 April 2010)

PRELIMINARY

1 1 In these articles -

"Act"	means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 (the "CA 2006") for the time being in force
"articles"	means the articles of the Company
"DF"	means the Director of Finance of PDSA or any person appointed and acting as successor to the Director of Finance and Business Development of PDSA whether under such title or otherwise
"DG"	means the Director General of PDSA
"holder"	means, in relation to any share, the member whose name is entered in the register of members as the holder of the share
"PDSA"	means the, veterinary charity, People's Dispensary for Sick Animals (registered charity nos 208217 & SC037585)
"Secretary"	means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary
"United Kingdom"	means Great Britain and Northern Ireland

1 2 Unless the context otherwise requires, words or expressions contained in the articles bear the same meaning as in the Act, but excluding any statutory modification thereof not in force when these articles become binding on the Company

1 3 Where an ordinary resolution of the Company is expressed to be required for any purpose, a special resolution is also effective for that purpose

- 1 4 The regulations contained in Table A in The Companies (Tables A to F) Regulations (as amended by SI 2007/2541 (the Companies (Tables A – F) (Amendment) Regulations 2007) and as further amended by SI 2007/2826 (the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007) (hereinafter referred to as "Table A") shall apply to the Company save in so far as they are hereby modified or excluded

Regulations 8, 24, and 76 to 79 inclusive, of Table A shall not apply to the Company

LIMITATION OF LIABILITY

- 2 The liability of the members is limited to the amount, if any, unpaid on the shares held by them

PRIVATE COMPANY

- 3 The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public

SHARES

- 4 The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each
- 5 The directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of Section 80(2) of the Act) The general authority conferred by this article shall -
- 5 1 extend to all relevant securities of the Company created but unissued at the date of these articles,
- 5 2 expire on the fifth anniversary of the adoption of these articles unless varied or revoked or renewed by the Company in General Meeting, and
- 5 3 entitle the directors to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry thereof
- 6 Subject to and without prejudice to the generality of the provisions of Article 4 any shares unissued at the date of the adoption of this Article and any shares hereafter created shall, unless the Company shall by special resolution otherwise direct, first be offered to the existing members of the Company in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting the time within which the offer if not accepted shall be deemed declined, and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the directors dispose of the same in such manner as they think most beneficial to the Company The provisions of section 89 of the Act shall have effect only insofar as they are not inconsistent with this Article
- 7 The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (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 member whether solely or one of two or more joint holders for all moneys 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 all dividends payable thereon

CALLS ON SHARES

- 8 The following sentence shall be added to the end of regulation 15 of Table A "Such persons shall also pay to the Company all expenses that may have been incurred by the Company by reason of such non-payment"

TRANSFER OF SHARES

- 9 The directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share

TRANSMISSION OF SHARES

- 10 A person becoming entitled to a share by reason of the death or bankruptcy of a member shall not, before being registered as a member in respect of the share, be entitled to receive a copy of any balance sheet (or other document required by law to be annexed thereto) or any notice of a General Meeting, and regulations 31 and 38 of Table A shall be modified accordingly

PROCEEDINGS AT GENERAL MEETINGS

- 11 There shall be added to the last sentence of regulation 41 of Table A the words "and if at the adjourned Meeting a quorum is not present within fifteen minutes after the time appointed for the Meeting, one person entitled to be counted in a quorum present at the Meeting shall be a quorum"
- 12 A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote Regulation 46 of Table A shall be modified accordingly

DIRECTORS

- 13 The number of directors shall be not less than four and must comprise the following
- 13 1 the DG,
- 13 2 the DF,
- 13 3 members of the senior management team of PDSA (not being the DG or DF), or
- 13 4 one member of PDSA who is not part of the senior management team
- Regulation 64 of Table A shall be modified accordingly
- 14 The Company may by Ordinary Resolution appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director
- 15 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the maximum number of directors (if there be any maximum) is not exceeded
- 16 A director shall not be required to hold any share qualification

PROCEEDINGS OF DIRECTORS

- 17 Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit A director may, and the Secretary at the request of a director shall, call a meeting of the directors Every director shall receive notice of a meeting, whether or not he is absent from the United Kingdom A director may waive the requirement that notice be given to him of a board meeting, either prospectively or retrospectively Questions arising at a meeting shall be decided by a majority of votes In the case of an equality of votes, the chairman shall have a second or casting vote A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote
- 18 A meeting of the directors shall be called by at least 7 days notice in writing, which may be sent in paper or electronic form, but a meeting of the directors may be called by shorter notice if it is so agreed by a majority in number of the directors having a right to attend and vote at such meeting
- 19 A director or his alternate director may participate in a meeting of directors or a committee of directors through the medium of conference telephone or similar form of communication equipment

if all persons participating in the meeting are able to hear and speak to each other throughout the meeting. A person participating in this way is deemed to be present in person at the meeting and is counted in a quorum and entitled to vote. Subject to the Act, all business transacted in this way by the directors or a committee of directors is for the purposes of the articles deemed to be validly and effectively transacted at a meeting of the directors or of a committee of directors although fewer than two directors or alternate directors are physically present at the same place. The meeting is deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

- 20 The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be three and must comprise at least one of DG and/or DF. If DG is not present at the meeting, DG's secretary must confirm that DG is fully aware of the agenda for the meeting before the meeting can be deemed as quorate. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum. Regulation 89 of Table A shall be modified accordingly.
- 21 The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.
- 22 All acts done by a meeting of directors, or of a committee of directors, or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
- 23 A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it has been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors, but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director it need not be signed by the alternate director in that capacity.

POWERS AND DUTIES OF DIRECTORS

- 24 Subject to
- 24 1 the provisions of Sections 177 and 182 of the CA 2006, and
- 24 2 the terms of any authorisation of a conflict made in accordance with the provisions of Articles 24 - 32,
- a Director may vote on any contract or arrangement in which he is interested and on any matter arising therefrom and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration. Regulations 94 and 95 of Table A shall be modified accordingly.

POWERS OF DIRECTORS TO AUTHORISE CONFLICTS OF INTEREST

- 25 The Directors may authorise, to the fullest extent permitted by law, any matter proposed to them which would otherwise result in a Director infringing his duty under section 175 of the CA 2006 to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company and which may reasonably be regarded as likely to give rise to a conflict of interest.
- 26 Authorisation of a matter under Article 24 is effective only if -

- 26 1 the matter has been proposed to the Directors by its being submitted in writing for consideration at a meeting of the Directors or for the authorisation of the Directors by resolution in writing and in accordance with the Board's normal procedures or in such other manner as the Board may approve,
- 26 2 any requirement as to quorum at the meeting of the Directors at which the matter is considered is met without counting the Director in question and any other interested Director, and
- 26 3 the matter has been agreed to without the Director in question and any other interested Director voting or would have been agreed to if their votes had not been counted
- 27 Any authorisation of a matter under Article 24 shall extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised
- 28 The Board may authorise a matter pursuant to Article 24 on such terms and for such duration, or impose such limits or conditions on it, as it may decide and vary the terms or duration of such an authorisation (including any limits or conditions imposed on it) or revoke it. A Director shall comply with any obligations imposed on him by the Directors pursuant to any such authorisation
- 29 Any terms imposed by the Board under Article 27 may include (without limitation) -
- 29 1 whether the Director may vote (or be counted in the quorum) at a meeting of the Board or any committee or sub-committee of the Board in relation to any resolution relating to the relevant matter,
- 29 2 whether the Director is to be given any documents or other information in relation to the relevant matter, and
- 29 3 whether the Director is to be excluded from discussions in relation to the relevant matter at a meeting of the Board or any committee or sub-committee of the Board or otherwise
- 30 The Director shall not be required to disclose any confidential information obtained in relation to the relevant matter (other than through his position as a Director of the Company) to the Company or to use or apply it in performing his duties as a Director 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 matter
- 31 A Director does not infringe any duty he owes to the Company by virtue of sections 171 to 177 of the CA 2006 if he acts in accordance with such terms, limits and conditions (if any) as the Board may impose in respect of its authorisation of the Director's conflict of interest or possible conflict of interest under Article 24
- 32 A Director shall not, save as otherwise agreed by him, be accountable to the Company for any benefit which he (or a person connected with him) derives from any matter authorised by the Directors under Article 24 and any contract, transaction or arrangement relating thereto shall not be liable to be avoided on the grounds of any such benefit
- 33 A reference in these Articles to a conflict of interest includes a conflict of interest and duty and a conflict of duties

APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

- 34 Without prejudice to the powers of the Company under Section 168 of the CA 2006 to remove a director by Ordinary Resolution, the holder or holders for the time being of more than one half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a director or directors either as additional directors or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its directors and shall take effect upon lodgment at the registered office of the Company

ALTERNATE DIRECTORS

- 35 Any director (other than an alternate director) may appoint any other director willing to act to be an alternate director and may remove from office an alternate director so appointed by him
- 36 An alternate director shall, whether or not he is absent from the United Kingdom, be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate director
- 37 An alternate director shall cease to be an alternate director if his appointor ceases to be a director, but, if a director retires but is reappointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue in force after his reappointment
- 38 Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other manner approved by the directors. Any such notice may be left at or sent by post or facsimile transmission to the office or such other place as may be designated for the purpose by the directors
- 39 Save as otherwise provided in the articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him

MINUTES

- 40 The directors shall cause minutes to be made in books kept for the purpose -
- 40 1 of all appointments of officers made by the directors, and
- 40 2 of all proceedings of meetings of the Company, of the holders of any class of shares in the Company, and of the directors, and of committees of directors, including the names of the directors present at each such meeting

INDEMNITY

- 41 Subject to the provisions of the Act, but without prejudice to an indemnity to which he may otherwise be entitled, every officer of the Company shall be indemnified out of the assets of the Company against all costs, charges, losses and liabilities incurred by him in the execution of his duties or the exercise of his powers, authorities and discretions including (without prejudice to the generality of the foregoing) a liability incurred
- 41 1 defending proceedings (whether civil or criminal) in which judgment is given in his favour or in which he is acquitted, or which are otherwise disposed of without a finding or admission of material breach of duty on his part, or
- 41 2 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

ELECTRONIC COMMUNICATION

- 42 Where the CA 2006 permits the Company to send documents or notices to its members in electronic form or by means of a website, the documents will be validly sent provided the Company complies with the requirements of the CA 2006. Subject to any requirements of the Companies Act 2006 only such documents and notices as are specified by the Company may be sent in electronic form to the address specified by the Company for that purpose and such documents or notices are sufficiently authenticated if the identity of the sender is confirmed in the way the Company has specified