

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

SATURDAY



A09 *A5JR7AV1* 227
20/06/2009
COMPANIES HOUSE

MEMORANDUM OF ASSOCIATION

-of-

STANBRIDGE VETERINARY CLINICS LIMITED

1. The Company's name is "Stanbridge Veterinary Clinics Limited"
2. The Company's registered office is to be situated in England.
- 3.(i) The object of the Company is to carry on business as a general commercial company;
- (ii) Without prejudice to the generality of the object and the powers of the Company derived from Section 3A of the Act the Company has power to do all or any of the following things:-
 - (a) To further and to promote all or any of the objects and interests of any associated company and, for the purposes of this paragraph, "associated company" means any body corporate which is or is about to become or shall have been a holding company or a subsidiary of the Company or a subsidiary of any such holding company.
 - (b) To carry on in any part of the world any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects or calculated directly or

indirectly to enhance the value of or render more profitable any of the Company's property or rights.

(c) To make, learn, examine, discover, purchase or otherwise acquire and to use and turn to account inventions, discoveries, formulae, information, secret and other processes and operations of all kinds, and to apply for, obtain, register, purchase or otherwise acquire, prolong, renew, hold, exercise, use, exploit, turn to account, deal with, grant licences or privileges in respect of, and sell or otherwise dispose of for such consideration as may be thought fit in all or any parts or part of the world letters patent, patent rights, brevets d'invention, monopolies, trademarks, trade-names, designs, copyrights, statutory and other protections by whatever name called, concessions, licences, exclusive or other rights and privileges or any interest therein relating to or in connection with all or any of the businesses or objects of the Company or which may appear likely to be useful or advantageous to the Company or to any company which is for the time being the Company's holding company or any subsidiary or subsidiaries for the time being of the Company or to any of its or their customers and to do all such things either alone or jointly with any person or company.

(d) To erect, build, construct, lay down, enlarge, improve, alter, maintain, develop, work, manage, superintend, control, pull down, remove, replace, refit and renew any shops, stores, factories, warehouses, buildings, works, plant and machinery which are or may be necessary or convenient for any of the Company's businesses or any branch or department thereof; and to contribute to, subsidise, or otherwise assist or take part in any such operations.

(e) To purchase, take on lease or in exchange, rent, hire or by any other lawful means acquire and to hold for any estate or interest any lands, buildings, hereditaments and real or personal property of any kind; and to take or by any lawful means to acquire any easements, rights, privileges, concessions, options and licences of any kind which are or may be necessary or convenient for any of the Company's businesses or any branch or department thereof.

(f) To receive money (at interest or otherwise) on deposit and to receive valuables and goods and material of all kinds on deposit or loan or for safe custody.

(g) To borrow or raise and to secure the payment of money for the purpose of or in connection with the Company's business in such manner as may be thought fit, and in particular by mortgage or charge or by the issue of debentures, debenture

stock (either perpetual or redeemable), notes, bonds or other securities or obligations such issue to be at par or at a premium or discount and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit and either charged upon the Company's undertaking or all or any of the Company's property and assets (both present and future, including its uncalled capital) or not so charged, and to purchase, redeem or pay off, and collaterally or further to secure or to constitute by a trust deed or other assurance any such securities or obligations of the Company.

(h) To issue and deposit any securities or obligations which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities or obligations and also by way of security for the performance of any contracts, debts, engagements, liabilities, or obligations of the Company or any of its customers or of any other persons or companies having dealings with the Company or in whose businesses or undertakings the Company is or may propose to be financially interested, whether directly or indirectly.

(i) To lend money (with or without security) and to guarantee the debts, contracts, engagements, obligations and liabilities of and to subsidise or otherwise financially assist any person or company and, without prejudice to the generality of the foregoing, to guarantee or otherwise secure (either with or without the Company receiving any consideration and either with or without a mortgage or charge on all or any part of the undertaking, property and assets, present and future, including the uncalled capital, of the Company) the performance of the obligations and the payment of the capital or principal of and the dividends or interest on any stock, shares, debentures, debenture stock, notes, bonds or other securities and the payment of debts and other obligations of any subsidiary or subsidiaries for the time being of the Company or of any company which is for the time being the Company's holding company or a subsidiary of such holding company.

(j) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise with any person or company or with any employees of the Company (including in such case, if thought fit, the conferring of a participation in the management or its directorate) and to give any person or company special rights or privileges in connection with or control over the Company and in particular the right to nominate one or more Directors of the Company; and to take or by any means acquire and to hold, sell or otherwise dispose of for such consideration as may be thought fit shares, stock,

debentures, debenture stock, notes, bonds or other securities or obligations of and to subsidise or otherwise financially assist any such person or company.

(k) To purchase or otherwise acquire, and to carry on all or any part of the undertaking, business, property and assets and to undertake all or any of the contracts, engagements, obligations, liabilities and transactions of any person or company.

(l) To pay for any property or rights acquired by the Company and for any services rendered or to be rendered to the Company either in cash (by lump sum, instalments or otherwise) or by fully or partly paid-up shares (with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise) or by debentures, debenture stock, notes, bonds or other securities or obligations which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as may be determined.

(m) To improve, manage, develop and turn to account and to sell, exchange, let (for rent, royalty, share of profits or otherwise) and to grant licences, easements or other rights in or over or in any other manner deal with or dispose of all or any of the property and assets for the time being of the Company for such consideration as may be thought fit.

(n) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash (by lump sum, instalments or otherwise) or by fully or partly paid-up shares or stock of any company (with rights in respect of dividend or repayment of capital or otherwise) or in debentures, debenture stock, notes, bonds or other securities or obligations or partly in one mode and partly in another, and generally on such terms as may be determined; and to hold, sell, or otherwise dispose of any of the shares, stocks, debentures, debenture stock, notes, bonds or other securities or obligations so acquired.

(o) To draw, make, accept, endorse, negotiate, discount or execute promissory notes, bills of exchange and other negotiable or transferable instruments.

(p) To invest and deal with the moneys of the Company not immediately required for the purposes of any of its business in or upon such investments or securities and in such manner as may from time to time seem expedient.

(q) To establish and maintain, or procure the establishment and maintenance of, any non-contributory or contributory pension, life assurance, retirement benefits or disability schemes, funds, policies or trusts for the benefit of, and to pay or provide, or agree to pay or provide, donations, gratuities, pensions, annuities, allowances, retirement benefits, or other like benefits or benevolent or charitable aid to any persons who are or were at any time in the employment or service of or Directors or Officers of the Company, or of any company which is a subsidiary of the Company or is its holding company or is a subsidiary of its holding company or is allied to or is associated with the Company or any other such company as aforesaid and the widows, widowers, relations and dependants of such persons, and to make, or agree to make, contributions to any such scheme, fund or trust and to pay, or agree to pay, premiums or other payment for or towards life, endowment or other assurances for any such persons as aforesaid; and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds considered to be for the benefit of or to advance the interests and well-being of the Company or any such other company, or person as aforesaid; and to subscribe or guarantee money for any charitable or benevolent objects or for any public, general or useful object and to do any of the matters aforesaid either alone or in conjunction with any other company which is a subsidiary of the Company or is its holding company or a subsidiary thereof or is allied to or associated with the Company.

(r) To enter into any arrangements with any Government or Authority (supreme, municipal, local or otherwise) that may seem conducive to the Company's objects or any of them; and to obtain from any such Government or Authority any rights, charters, decrees, privileges or concessions which the Company may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges, charters, decrees and concessions.

(s) To obtain any Provisional or other Order or Licence of any Authority or Act of Parliament for enabling the Company to carry any of its objects into effect or for effecting any modifications of the Company's constitution or for any other purpose which may seem expedient; to support or oppose the passing of any Act of Parliament or the making of any Order, Regulation or Statutory Instrument; and to institute, prosecute, defend, settle, compromise or abandon any legal proceedings to which the Company is or may be a party and to defend or support or join or assist in defending or supporting any legal proceedings whatsoever which may seem calculated to affect, directly or indirectly, the Company's interest.

(t) To adopt such means of making known any of the Company's businesses or any branch or department thereof as may seem expedient, and in particular by advertising in the press, by radio, television, cinematograph or other mechanical means by circulars, by aerial advertising, by purchase and exhibition of works of art or other items of interest, by publication of books and periodicals, by establishing exhibitions and conducting competitions and by granting prizes, awards and donations.

(u) To provide facilities for and to undertake and engage in research, development, experiments and study connected with any of the businesses or objects of the Company; to establish, manage, maintain, support and subsidise and to become a member of and to subscribe to societies, associations, libraries, museums, colleges, schools, laboratories, research institutions and foundations; and to offer and grant prizes and awards and make exhibits and compete for prizes at any exhibition or show.

(v) To establish, promote or acquire, or concur in establishing, promoting or acquiring, any other company or companies for the purpose of attaining all or any of the objects of the Company or of carrying on all or any of its businesses or any branch or branches thereof or whose objects shall include the acquisition and taking over of all or any of the undertaking, assets and liabilities of the Company or the promotion or acquisition of which shall be in any manner calculated to advance, directly or indirectly, the objects or interest of the Company; and to acquire and hold, sell or otherwise dispose of any of the shares, stock, debentures, debenture stock, notes, bonds or other securities or obligations of any such company.

(w) To amalgamate, by any method of amalgamation, whether or not necessitating the winding-up of the Company, with any other company whose objects include objects similar to those of the Company.

(x) To sell or dispose of the undertaking, lease, grant licences, easements and other rights over and in any other way deal with any property, assets, rights, interests and effects of the Company or any part thereof or to provide services free of charge or for such consideration as may be thought fit, and in particular for a rent or rents, or for shares, stocks, debentures, debenture stock, notes, bonds or other securities or obligations of any other company whether fully or partly paid up.

(y) To distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the Company, but so that no

distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.

(z) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.

(aa) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incidental to the formation and registration of the Company and of any other company established or promoted by the Company or in which the Company is interested or may propose to be interested (whether directly or indirectly) and of or incidental to the issue of capital or the raising of money for the Company or any such other company as aforesaid.

(bb) To procure the Company to be registered or recognised in any Dominion, Colony or Dependency and in any country or place in which it is not registered or recognised.

(cc) To do all or any of the above things in any part of the world, and either as principals, agents, managers, trustees, contractors or otherwise and either alone or in conjunction with others, and either by or through agents, sub-contractors, managers, trustees, subsidiary or associated companies or otherwise.

(dd) To do all such other things as are incidental or conducive to the above objects or any of them.

AND IT IS HEREBY DECLARED that in this Clause 3:-

(1) The word "company", except where used in reference to the Company, shall be deemed to include any corporation, firm, partnership, association, society or other body of persons, whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere;

(2) The expressions "subsidiary" and "holding company" shall have the meanings respectively ascribed thereto by section 736 of the Companies Act 1985 or any statutory modification or re-enactment thereof for the time being in force;

- (3) Words denoting the singular number shall include the plural and vice versa;
- (4) The objects set forth in each paragraph shall be regarded as independent objects and in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.
- (5) The expression "the Act" means the Companies Act 1985, but so that any reference to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
4. The liability of the members is limited.
5. The Company will not practise, hold itself out as practising, or as being prepared to practise veterinary surgery. Any director, officer or employee of the Company who is not registered as a veterinary surgeon or veterinary practitioner will not practise, hold him/herself out as practising, or as being prepared to practise veterinary surgery. The Company, its directors and officers recognise that veterinary surgery is restricted under the Veterinary Surgeons Act 1966. Subject to specified exemptions, any veterinary surgery carried out under the name of the Company must be carried out by veterinary surgeons or veterinary practitioners, persons registered as such with the Royal College of Veterinary Surgeons.
6. The Company's share capital is £435,812 divided into 125,000 "A" Ordinary Shares of £1 each, 125,000 "B" Ordinary Shares of £1 each and 185,812 Redeemable Shares of £1 each* **.

* The 100 Ordinary Shares of £1 each then issued by the Company were converted into 50 "A" Ordinary Shares of £1 each and 50 "B" Ordinary Shares of £1 each by Written Resolution dated 29 May 2008.

**The Company's share capital was reduced from £750,000 to £435,812 divided as stated above by Written Resolution dated 18 June 2009.

We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum and we agree to take the number of Ordinary Shares in the capital of the Company set opposite our respective names.

NAME AND ADDRESSES OF SUBSCRIBERS	Number of Ordinary Shares taken by each Subscriber
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N H F OPENSHAW	One
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.....
Duly Authorised for and on behalf of
OSS Directors Limited
Ground Floor
Tower House
26 The Strand
Bideford
Devon EX39 2ND

N H F OPENSHAW	One
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.....
Duly authorised for and on behalf of
OSS Secretaries Limited
Ground Floor
Tower House
26 The Strand
Bideford
Devon EX39 2ND

TOTAL SHARES TAKEN	----- TWO
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Dated this 17th day of January 2003

WITNESS to the above signatures:-

B M HEWIS
GROUND FLOOR
TOWER HOUSE
26 THE STRAND
BIDEFORD
DEVON
EX39 2ND

PERSONAL ASSISTANT