

No. of Company

2140832

THE COMPANIES ACT 1985
COMPANY LIMITED BY GURANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM
AND ARTICLES
OF ASSOCIATION OF

ANIMAL MEDICINES TRAINING REGULATORY AUTHORITY LIMITED

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

ANIMAL MEDICINES TRAINING REGULATORY AUTHORITY LIMITED

- 1 The name of the Company is “Animal Medicines Training Regulatory Authority Limited”.
- 2 The registered office of the Company will be situated in England.
- 3 The objects for which the Company is established are to act as an independent regulatory body in the field of sale and supply of animal health products and in furtherance of this:
 - (a) to represent the interests of its members in connection with the marketing, distribution and retailing of veterinary medicines;
 - (b) to maintain a register of suitably qualified persons who could be fit and proper persons authorised to prescribe and/or supply veterinary medicines in accordance with the provisions of the current Veterinary Medicines Regulations and any other subsequent or relevant legislation or requirement;
 - (c) to draw up or contribute to the drawing up of a Code or Codes of Practice concerned with the prescribing and/or supply and storage of veterinary medicines and the registration of premises, and to ensure suitably qualified persons follow any such applicable Code or Codes of Practice and the current Veterinary Medicine Regulations and any subsequent or relevant legislation or requirement; and to co-operate with and comment upon Codes of other organisations concerned with veterinary medicines of all types;
 - (d) to organise or ensure the provision of suitable training courses and qualifications designed to promote competence in the marketing, distribution and retailing of veterinary medicines, in the handling and use of veterinary medicines and in related activities, including those concerned with animal health products and related products;
 - (e) to sell, let, mortgage, dispose or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to promotion of its objects;

- (f) to borrow, raise or receive money in such a manner as the Company may think fit for such purposes which promote its objects;
 - (g) to invest monies of the Company not immediately required for its purposes in or upon such investments, securities or properties as may be thought fit;
 - (h) to employ or contract for the services of or facilitate others in the employment or contracting for the services of a person or persons to facilitate the carrying out of the objects of the Company;
 - (i) to take all such other steps as will further the attainment of the above objects or any of them;
 - (j) to carry on the business of a general commercial Company and any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the business of the Company.
- 4 The income, assets and property of the Company shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company, provided that nothing in this document shall prevent any payment in good faith by the Company:
- (a) of the usual professional charges for business done by any Director who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Company to act in a professional capacity on its behalf: provided that at no time shall a majority of the Directors benefit under this provision and that a Director shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
 - (b) of reasonable and proper remuneration for any services rendered to the Company by any member, officer or servant of the Company who is or is not a Director;
 - (c) of interest on money lent by any member of the Company or Director at a reasonable and proper rate per annum;
 - (d) of fees, remuneration or other benefit in money or money's worth to any Company of which a Director may also be a member holding not more than 1/100th part of the issued capital of the Company;
 - (e) of reasonable and proper rent for premises demised or let by any member of the Company or a Director;
 - (f) to any Director of reasonable out-of-pocket expenses.
- 5 The liability of the members is limited.

6 Every member undertakes to contribute to the assets of the Company in the event of the same being wound up while he is a member or within one year afterwards, for payment of the debts and liabilities of the Company contracted before he ceased to be a member, and of the costs, charges and expenses of winding up the Company and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding one pound sterling.

7

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of these Memorandum of Association.

Names, addresses and description of subscribers

George Terrence Baxter
Fourwynds, Tinwell
Stamford
Lincs
PE9 3UQ

Managing Director

Roger Cook
St Georges, High Street
Barkway
Herts
SG8 8EE

Trade Association Director

Charles Henry Shillito
62 Dawns Road
Coulson
Surrey
CR3 1AB

Retired

Dated this 18 day of May 1987.

Witness to the above signatures.

Dennis S Papworth

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

ANIMAL MEDICINES TRAINING REGULATORY AUTHORITY LTD

INTERPRETATION

- 1 In these Articles the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof:

| WORDS | MEANINGS |
|--------------------|--|
| The Act | The Companies Act 1985 and any statutory modification thereof in force from time to time |
| The Company | Animal Medicines Training Regulatory Authority Ltd |
| The Board | The Board of Directors for the time being of the Company |
| Director | A member for the time being of the Board of Directors of the Company |
| The Secretary | Any person appointed to perform the duties of the secretary of the Company |
| The United Kingdom | Great Britain and Northern Ireland |
| The Seal | The common seal of the Company |

A person includes a corporate body, an association and a firm.

Words importing the masculine gender only shall include the feminine gender.

Expressions referring to writing shall, unless the contrary indication appears, be construed as including reference to printing, lithography, photography and other modes or representing or reproducing words in a visible form.

Unless the context otherwise requires, any words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Company.

MEMBERSHIP

- 2 Members of the Company shall be representatives of persons carrying on business in the United Kingdom as manufacturers, formulators, wholesalers or distributors of animal health products or connected with agriculture, animal care, animal health or veterinary medicines.
- 3 Membership of the Company shall be considered by the Board who shall have the power and discretion to decide whether a prospective member shall or shall not be admitted to membership.
- 4 Any member desiring to retire shall signify such desire in writing to the Board and his name shall then be removed from the list of members and he shall cease to be a member as soon as his name has been removed from the list.

GENERAL MEETINGS

- 5 The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next such meeting. The annual general meeting shall be held at such time and place as the board appoints.
- 6 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 7 Notwithstanding the provisions of Article 5 the Board may whenever they think fit convene an extraordinary general meeting and extraordinary general meeting shall also be convened on such requisitions or in default may be convened by such requisitions as provided by section 368 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum any Director or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

NOTICE OF GENERAL MEETINGS

- 8 An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty one days notice in writing at the least and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and in case of special business, the general nature of that business and shall be given in the manner hereinafter mentioned or in such other manner if any as may be prescribed by the Company in general meeting to such persons as are, under the Articles, entitled to receive such notices from the Company.

Provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:

- (a) in the case of a meeting called as the annual general meeting by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.
- 9 The accidental omission to give notice of a meeting to, or the non-receipt of any such notice by, any member entitled to receive notice thereof shall not invalidate any resolution passed or proceedings taken at any meeting.

PROCEEDINGS AT GENERAL MEETING

- 10 All business shall be deemed special that it transacted at an extraordinary general meeting and all business that is transacted at an annual general meeting shall also be deemed special with the exception of the consideration of the accounts and balance sheets and the reports of the Board and of the auditors, the election of directors in place of those retiring and the appointment of and the fixing of the remuneration of the auditors.
- 11 No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business, save as otherwise herein provided five members present in person shall be a quorum.
- 12 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened following a requisition by the members shall be dissolved; in any other case it shall stand adjourned until the same day in the next week at the same time and place, or at such other day and at such other time and place as the Directors may determine.
- 13 (a) The Chairman if any of the Board of Directors shall preside as Chairman at every general meeting of the Company, but if the Chairman is not present within fifteen minutes after the time appointed for holding the same, the Vice-Chairman shall be Chairman of the meeting and if neither the Chairman nor Vice-Chairman are present within that time, or are unwilling to act, the Directors present shall elect one of their number to be Chairman of the meeting.
- (b) If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman of the meeting.
- 14 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, no notice

need be given of an adjournment or of the business to be transacted at an adjourned meeting.

- 15 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands.
- 16 In the case of an equality of votes the Chairman of the meeting at which the show of hands takes place shall be entitled to a second or casting vote.
- 17 Subject to the provisions of the Act, a resolution in writing signed by all members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be valid and effective as if the same had been passed at a general meeting of the Company convened and held.

VOTING OF MEMBERS AT GENERAL MEETINGS

- 18 On a show of hands every member shall be entitled to one vote.
- 19 A member who has been sectioned pursuant to the Mental Health Act 1983 may vote whether on a show of hands or on a poll by his committee, receiver, curator bonus appointed by the court. Any such committee, receiver, curator bonus or other person may vote on a poll by proxy.
- 20 The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if the appointer is a corporation either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
- 21 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

- 22 Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

BOARD OF DIRECTORS

- 23 There shall be no less than two directors but there shall be no prescribed maximum number.
- 24 The following organisations shall be entitled each to nominate one Director: the Animal Health Distributors Association; the National Office of Animal Health; the National Farmers Union Development Company Limited, the British Veterinary Association, the Royal Pharmaceutical Society, the Pet Care Trade Association and the British Equestrian Trade Association. Each nominated Director will be

appointed for a period of three years and will be eligible for re-appointment subject to re-nomination by their relevant nominating organisation. A Chairman and Vice-Chairman shall be elected in accordance with the provisions of Article 26. Additional Directors may be appointed under the provisions of Article 34.

- 25 Every nomination by Company members and appointment made under Article 24 shall be by written notification to the Secretary and, without prejudice to any provision in these Articles or any statutes or statutory instrument, every member shall have the right to remove in the like manner any Director appointed by that member. Where a nominated director is unable to attend for a specific board meeting, the nominating body may nominate a replacement for that specific meeting only, provided notice in writing is given to the Secretary at least twenty four hours before the time of such meeting, and such replacement shall be entitled to be made at two Board meetings in any calendar year.
- 26 (a) The Chairman, Vice-Chairman and Secretary of the Company at the date of incorporation of the Company shall continue in office as Chairman, Vice-Chairman and secretary respectively of the Company, unless otherwise determined by the Board. The Chairman and Vice-Chairman shall be elected by the Board annually. The position of Secretary shall be subject to whatever contractual terms apply in accordance with Article 46. The Board shall be entitled to decide to remove and replace any of the Chairman, Vice-Chairman and Secretary by a simple majority vote, with implementation of the decision being subject to the requirements of law and any contractual requirements under Article 46.
- (c) The Chairman and Vice-Chairman shall, in the opinion of the Board, not be likely to be subject, either directly or indirectly, to any material conflict of interest with the objectives, purposes, duties or activities of the Company, arising from their professional engagement in, employment in, ownership of businesses in, or ownership of shares of businesses in, the animal health industry; and any potential areas of direct or indirect material conflict of interest shall be declared to the Board prior to appointment, or if they occur at any stage during the Chairman's or Vice-Chairman's period of office. The Chairman or Vice-Chairman need not be members of the Company but on election will be admitted as members of the Company and remain such whilst holding their appointments.
- 27 The remuneration of the Directors shall from time to time be determined by the Board and subsequently ratified by the Company in a general meeting. Such remuneration shall be deemed to accrue from day to day. The Directors shall be entitled to be paid all travelling, hotel and other expenses properly incurred by them in attending the returning from meetings of the Board or any committee of the Board or general meetings of the Company or in connection with the business of the Company. The Directors may determine upon the remuneration for Assessors or others appointed by them, payable on a daily basis and subject to review from time to time by the Directors.

BORROWING POWERS

- 28 The directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof as security for any debt liability or obligation of the Company.

POWERS AND DUTIES OF DIRECTORS

- 29 The business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, not being inconsistent with the aforesaid provisions as may be prescribed by the Company in general meeting. No regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if the regulation had not been made.
- 30 The Directors may from time to time and at any time by power of attorney appoint any Company, firm or person or body of persons whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit. Any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorneys as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions invested in him.
- 31 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts of monies paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed as the case may be in such manner as the Directors shall from time to time by resolution determine.
- 32 The Directors shall cause minutes to be made in books provided for the purpose:
- a. of all appointments of officers made by the Directors;
 - b. of the names of the Directors present at each meeting of the Board and of any committee of that body;
 - c. of all resolutions and proceedings at all meetings of the Company and of the Board and every Director present at any meeting of the Board or any committee of that body shall sign his name in a book to be kept for that purpose.

They shall also agree and make available a written 'Constitutional Framework' under which the Company will conduct and discharge its regulatory, disciplinary and other duties; this 'Constitutional Framework' may be changed or amended from time to time on the approval of the Board.

DISQUALIFICATION OF DIRECTORS

- 33 The office of Directors shall be vacated if the Director:
- a. becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - b. be removed from office by resolution duly passed pursuant to section 303 of the Act; or

- c. becomes of unsound mind; or
- d. resigned his office by notice in writing to the Company; or
- e. is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest; or
- f. is removed from office by virtue of Article 25.

A director shall not vote in respect of any contract in which he is interested or any matter arising thereout and if he does so his vote shall not be counted.

PROCEEDINGS OF DIRECTORS

- 34 Directors shall have the power at any time to appoint additional members, or to co-opt members, to the Board or appoint observers to the Board subject to the agreement of 60% or more of the total of Directors nominated by members of the Company, plus the Chairman and Vice-Chairman. Any Director or observer so appointed shall hold office until the next following annual general meeting and shall be eligible for annual re-election by a simple majority of all Directors.
- 35 The Company may, by ordinary resolution of which special notice has been given in accordance with the Act, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.
- 36 The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 35. Without prejudice to the powers of the Directors under Article 34 the Company in general meeting may appoint any person to be a Director either to fill a casual vacancy or an additional Director. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.
- 37 The Directors shall meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit provided that not less than two meetings are held in every calendar year. Questions arising at any 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 may and the Secretary on the requisition of a Director shall at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.
- 38 Subject to the provisions of Article 40 the quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be four.
- 39 The continuing Directors may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company but for no other purpose.

- 40 The Chairman elected in accordance with Article 26 shall chair meetings of the Directors but if the Chairman is not present within fifteen minutes after the time appointed for holding the same, the Vice-Chairman shall be Chairman of the meeting and if neither the Chairman nor the Vice-Chairman are present within that time the meeting shall not be quorate notwithstanding the fact that four Directors are present.
- 41 The Directors may invite observers to attend all or part of their meetings and such observers may speak but may not vote.
- 42 The Directors may delegate any of their powers to committees consisting of such members of their body as they may think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors.
- 43 A committee may elect a Chairman of its meetings: if no such Chairman is elected or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present. In the case of an equality of votes the Chairman shall have a second or casting vote.
- 44 All acts done by any meetings of the 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 some defect in the appointment of any such Directors or persons acting aforesaid or that they or any of them were disqualified be a valid as if every such person had been duly appointed and was qualified to be a Director.
- 45 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

SECRETARY

- 46 Subject to sections 283 and 284 of the Act the Secretary shall be appointed by the Directors for such term at such remuneration and upon such conditions as they may think fit. Any Secretary so appointed may be removed by them.
- 47 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and Secretary.

SEAL

- 48 The Directors shall provide for safe custody of the seal which shall only be used by authority of the Directors or a committee of the Directors authorised by the Directors in that behalf and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for that purpose.

ACCOUNTS AND AUDIT

- 49 The Board shall cause proper books of account to be kept with respect to:
- a. all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place; and
 - b. all sales and purchases of goods and services by the Company; and
 - c. the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain the transactions.

- 50 The books of account shall be kept at the office of the Company or at such other place or places as the Directors think fit and shall always be open to inspection by members of the Board.
- 51 The Directors shall from time to time determine whether and to what extent and at what time and place and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being members of the Board and no member (not being a Director) shall have any right of inspection of any account of book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting.
- 52 Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.
- 53 An auditor shall be appointed and his duties regulated in accordance with the Act.
- 54 Every account of the Company when audited and approved by a general meeting shall be conclusive.

NOTICES

- 55 A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address or if he has no registered address within the United Kingdom to the address if any within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the letter containing the notice and have been effected in the case of a notice of the meeting at the expiration of twenty four hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.

56 Notice of every general meeting shall be given in any manner herein before authorised to:

- a. every member except those members who having no registered address within the United Kingdom and have not supplied to the Company an address within the United Kingdom for the giving of notice to them; and
- b. every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for this death or bankruptcy would be entitled to receive notice of the meeting; and
- c. the auditor for the time being of the Company.

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

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of these Memorandum of Association.

Names, addresses and description of subscribers

George Terrence Baxter
Fourwynds, Tinwell
Stamford
Lincs
PE9 3UQ

Managing Director

Roger Cook
St Georges, High Street
Barkway
Herts
SG8 8EE

Trade Association Director

Charles Henry Shillito
62 Dawns Road
Coulston
Surrey
CR3 1AB

Retired

Dated this 18 day of May 1987.

Witness to the above signatures.

Dennis S Papworth