

**No 2145809**

**THE COMPANIES ACT 2006**

**Company limited by Guarantee and  
not having a Share Capital**

**ARTICLES OF ASSOCIATION**

**- of -**

**NATIONAL OFFICE OF ANIMAL HEALTH LIMITED**

**Incorporated the 8th day of July, 1987**

**(New Articles adopted 5th October 2010, 27 October 2015,  
25 May 2016, 14 June 2017, 31 October 2017, 4 December 2018 and  
12 June 2019)**

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**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

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**NATIONAL OFFICE OF ANIMAL HEALTH LIMITED**

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## PART 1

### INTERPRETATION AND LIMITATION OF LIABILITY

#### **Defined terms**

1. In the articles, unless the context requires otherwise –
  - “articles” means the company’s articles of association;
  - “bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
  - “chair” has the meaning given in article 3.1(a);
  - “chair of the meeting” has the meaning given in article 32.(5);
  - “Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;
  - “director” means a director of the company, and includes any person occupying the position of director, by whatever name called; Board Member is synonymous with director.
  - “document” includes, unless otherwise specified, any document sent or supplied in electronic form;
  - “electronic form” has the meaning given in section 1168 of the Companies Act 2006;
  - “member” has the meaning given in section 112 of the Companies Act 2006;
  - “officer” has the meaning given in articles 3;
  - “ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;
  - “participate”, in relation to a directors’ meeting, has the meaning given in article 10;
  - “proxy notice” has the meaning given in article 39;
  - “Senior Vice-Chair” has the meaning given in article 3.1(b);
  - “special resolution” has the meaning given in section 283 of the Companies Act 2006;
  - “subsidiary” has the meaning given in section 1159 of the Companies Act 2006;
  - and
  - “Vice-Chair” has the meaning given in article 3.1(b);
  - “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 or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

### **Liability of members**

2. The liability of the members is limited.

Every member undertakes to contribute to the assets of the Association 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 Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up the Association and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding one hundred pounds (£100).

## PART 2

### **Officers of The Association**

3. (1) The Officers of the Association shall be:-

- (a) Chair

The Chair of the Association shall be elected at an Annual General Meeting of the Association and shall hold office until the next Annual General Meeting of the Association. He or she shall be eligible for election as Chair having served as an Officer of the Association for at least one term (being the period between two Annual General Meetings). He or she shall be eligible for re-election on one further consecutive occasion only but shall not thereafter be eligible for re-election as Chair for a period of three years, unless exceptional circumstances require the Board to appoint a previous Chair.

- (b) Vice-Chairs

Up to three Vice-Chairs may be elected at an Annual General Meeting and shall hold office until the next Annual General Meeting of the Association. Any such Vice-Chair shall be eligible for re-election on three further consecutive occasions only but shall not thereafter be eligible for re-election for a period of two years. A Senior Vice-Chair shall be elected out of the elected Vice-Chairs at an Annual General Meeting of the Association and shall hold office until the next Annual General Meeting of the Association.

- (c) Past-Chair

The Past-Chair of the Association shall be elected at an Annual General Meeting of the Association from among those who have previously been Chair of the Association, and shall hold office until the next Annual General Meeting of the Association. He or she shall be

eligible for re-election on one further consecutive occasion only but shall not thereafter be eligible for re-election for a period of two years.

(d) Treasurer

The Treasurer shall be elected at an Annual General Meeting of the Association and shall hold office until the next Annual General Meeting of the Association. He or she shall be eligible for re-election on two further consecutive occasions only but shall not thereafter be eligible for re-election for a period of two years.

- (2) If no nominations are received for the position of any Officer, the Board may appoint one of their number to act in that role until the next Annual General Meeting of the Association. In such circumstances, the restrictions on re-election in Article 3(1) (a) – (d) shall not apply.
- (3) Subject to the provisions of Article 3(1) (a) to (d), no person may hold more than one position as Officer of the Association at any one time. No person may hold the position of Officer of the Association if he or she represents a member which is already represented by a person who is an Officer or Elected Board member for the period in question.
- (4) In the event of an Officer having to resign his or her position before the next Annual General Meeting of the Association, or being otherwise unable to act as an Officer, the Board may appoint one of their number to act in that role until the next Annual General Meeting of the Association. In such circumstances, refute the restrictions/or provisions on re-election in Article 3(1) (a) – (d) shall apply.

### **The Board of Management**

4. (1) The Board shall consist of the following:-
  - (a) The Officers of the Association.
  - (b) Such individuals not exceeding eight in number (and to be known as “Elected Board Members”) as may from time to time be elected by the members of the Association in general Meeting. Any candidate for election shall be nominated in accordance with the provisions of Article 5. Elected Board Members shall each serve for five years. However, if during his or her tenure as an Elected Board Member that member is elected an Officer, when he or she ceases to be an Officer then he or she shall immediately be entitled to resume his or her appointment as an Elected Board Member for the residue of the five year term. If, at the general meeting where he or she retires the vacancy is not filled, the Board may agree to the reappointment of that Elected Board Member.
  - (c) The Board shall have power to co-opt not more than three additional individuals to serve upon the Board whether or not they be senior executives of a Corporate Member. Such co-opted Members shall each serve for one year but shall be eligible for co-option again.

## **Nomination for Election as an Officer or an Elected Board Member**

5. (1) Nomination of candidates for election as an Officer or as an Elected Board Member shall be invited by the Secretary not less than 14 days prior to the date of the General Meeting.
- (2) Nomination forms shall be sent to all Corporate Members and each candidate shall be nominated by not less than two Chief Executives of other Corporate Member companies. The candidate may not nominate themselves.
- (3) A candidate for election shall be a director of a Corporate Member or other person of standing in the industry. Where the nominee is not the chief executive or managing director of a Corporate Member, he or she may be nominated only with the written approval of the chief executive or managing director of the Corporate Member who must give written authority for the nominee to vote on behalf of that Corporate Member.
- (4) A candidate for election as an Elected Board Member may not be nominated if the company he or she represents will be represented on the Board of Management by an Officer or another Elected Board Member for the period in respect of which the appointment in question is to be held.
- (5) Each person nominated shall signify in writing his or her acceptance of nomination.

## **DIRECTORS**

### **DIRECTORS' POWERS AND RESPONSIBILITIES**

#### **Directors' general authority**

6. Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

#### **Members' reserve power**

7. (1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- (2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

#### **Directors may delegate**

8. (1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles -
  - (a) to such person or committee;
  - (b) by such means (including by power of attorney);

- (c) to such an extent;
  - (d) in relation to such matters or territories; and
  - (e) on such terms and conditions;  
as they think fit.
- (2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
  - (3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

### **Committees**

- 9. (1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.
- (2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

## **DECISION-MAKING BY DIRECTORS**

### **Directors to take decisions collectively**

- 10. The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 11.

### **Unanimous decisions**

- 11. (1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means (including without limitation by Electronic Means, such as by email or by telephone) that they share a common view on a matter.
- (2) Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in Writing.
- (3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
- (4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.



### **Calling a directors' meeting**

12. (1) Any director may call a directors' meeting by giving seven clear days notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice. The Chair or a Vice-Chair shall have power at any time in their discretion to convene a meeting in case of emergency at not less than 48 hours' notice and may adjourn the meeting from time to time. The Chair or Company Secretary may alter the content or order of the agenda up to 48 hours prior to the start of the meeting.
- (2) Notice of any directors' meeting must indicate -
  - (a) its proposed date and time;
  - (b) where it is to take place; and
  - (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- (3) Notice of a directors' meeting must be given to each director, but need not be in writing.
- (4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

### **Participation in directors' meetings**

13. (1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when –
  - (a) the meeting has been called and takes place in accordance with the articles, and
  - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- (3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

### **Quorum for directors' meetings**

14. (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

- (2) The Board may meet together for the despatch of business adjourn and otherwise regulate their meetings in such manner as they think fit. One third by number of the Board members (Officers and Elected Board Members) who are personally present at the meeting shall be a quorum, provided that at least one Officer is present.
- (3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision -
  - (a) to appoint further directors, or
  - (b) to call a general meeting so as to enable the members to appoint further directors.

### **Proceedings at Board Meetings**

15. The Chair for the time being or, if he is not present, the Senior Vice-Chair for the time being or, if he is not present, a Vice-Chair shall take the chair at meetings of the Board provided that if none of the Chair, Senior Vice-Chair or a Vice-Chair is present the Elected Board Members attending such meeting shall appoint one of their number to take the chair of such board meeting.

### **Casting vote**

16. (1) If the numbers of votes for and against a proposal are equal, the chair of the meeting (appointed in accordance with article 15) has a casting vote.
- (2) But this does not apply if, in accordance with the articles, the chair of the meeting (appointed in accordance with article 15) is not to be counted as participating in the decision-making process for quorum or voting purposes.

### **Conflicts of interest**

17. (1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- (2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.
- (3) This paragraph applies when –
  - (a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
  - (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
  - (c) the director's conflict of interest arises from a permitted cause.

- (4) For the purposes of this article, the following are permitted causes –
- (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;
  - (b) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
  - (c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.
- (5) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- (6) Subject to paragraph (7), 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 chair whose ruling in relation to any director other than the chair is to be final and conclusive.
- (7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair, the question is to be decided by a decision of the directors at that meeting, for which purpose the chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

#### **Records of decisions to be kept**

18. 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.

#### **Directors' discretion to make further rules**

19. Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

### **APPOINTMENT OF DIRECTORS**

#### **Methods of appointing directors**

20. Any person who is willing to act as a Director, and who would not be disqualified from acting under the provisions of Article 21, may be appointed to be a Director in accordance with this Article 20.

## **Termination of director's appointment**

21. 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 Companies Act 2006 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, a court 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 fails to attend three consecutive directors' meetings and the Board resolves that he or she be removed.

## **PART 3**

### **MEMBERS**

#### **Corporations or organisations**

##### **22. (1) Corporate Membership (Company Law members)**

All corporations engaged in the research, development, manufacture and marketing of animal health medicines, biologicals and specified feed additives sold in the United Kingdom, for which they or any one or more of their related companies shall hold authorisations for veterinary medicinal products shall be eligible for membership of the Association.

Any such members (including any such companies who shall be members of the Association at the date of adoption of this Article) shall be known as 'Corporate Members'.

(2) **All other types of Associate Members (non-Company Law members).**

The directors may establish such classes of associate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such associate members in accordance with such regulations as the directors shall make, provided that no such associate members shall be members of the Company for the purposes of the Articles or the Companies Acts.

(3) Individuals who have formerly been engaged in any capacity in the Animal Health Industry may be invited by the Board of Management to become honorary members of the Association. Any such members shall be known as “Honorary Members”.

(4) Any such corporation organisation or individual wishing to become a member of the Association shall make application for admission to the Secretary in such form as the Board may from time to time require. Application for associate members will only be considered if their objectives are in line with Section 3c of the Memorandum of Association. The admission of any applicant shall be wholly within the discretion of the Board.

## BECOMING AND CEASING TO BE A MEMBER

### **Applications for membership**

23. No person shall become a member of the company unless -

- (a) that person has completed an application for membership in a form approved by the directors, and
- (b) the directors have approved the application.

### **Entrance fee**

24. Every new Member of the Association shall pay to it such Entrance Fee as the Board of management may from time to time determine.

### **Subscriptions**

25. (1) Members of all classes shall pay to the Association any annual subscription at such rate or rates (if any) as may from time to time be determined by Members in General Meeting.

(2) Subscriptions shall be due on the date from time to time set by the General Meeting and if not paid on the due date the Association reserves the right to charge interest on the unpaid amount at 4% per annum above the base rate for the time being in force of the Association’s bank.

- (3) Where membership is suspended under Article 26 subscriptions shall still be due for the period of suspension and will be non-refundable for the period of the suspension. Where membership is ceased under Article 26 subscriptions shall still be due for the remainder of the Association's financial year following the date of such cessation of membership and will be non-refundable.

### **Cessation of membership**

26. A member shall forthwith cease to be a member of the Association upon the happening of any one of the following events:-

- (1) The expiry of twelve months from the date of the Annual General Meeting following the date on which such member shall have given to the Association written notice resigning its membership of the Association.
- (2) If such member being incorporated passes an effective resolution for winding-up or an order to that effect is made against it; or if, being an unincorporated body, it takes or suffers any effective step for its dissolution; or if being an individual, be adjudicated bankrupt or becomes of unsound mind.
- (3) If the member, being a Corporate Member, goes into liquidation other than for the purpose of a solvent reconstruction or amalgamation, has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets, or has an order made or a resolution passed for its winding up.
- (4) If at a General Meeting of the Association, of which the member shall have had fourteen days' clear notice of the intention to propose the resolution and at which the member shall have been given an opportunity to be heard, the meeting shall by Special Resolution resolve that it is desirable in the interests of the Association that the membership of the member should cease or be suspended. Such a member shall nevertheless remain liable to pay to the Company any subscription or other sum owed by him, her or it.
- (5) If two or more members become Related Companies and thus not both or all are eligible for membership under Article 22 such Related Companies shall in writing nominate one of them and the Association shall accept such nominee as a continuing member. Upon such nomination the membership of the Association of the other Related Company or Companies shall immediately cease but their subscription shall nonetheless remain payable by the resulting member ("New Company"):
  - (a) In respect of the calendar year in which the acquisition or merger is completed, the amount that would have been payable by each of the Related Companies had the acquisition or merger not taken place.

- (b) In respect of each of the four subsequent calendar years in which the acquisition or merger takes place the total of the amount actually payable by the New Company plus the difference between
  - (i) the amount payable under the current rules by the New Company for that year, and
  - (ii) the amount that would have been payable on the basis of the Related Parties' declared turnover in respect of the year immediately preceding the year of acquisition or merger, had the acquisition or merger not taken place multiplied by the percentage factor for each year:
    - Year 2 80%
    - Year 3 60%
    - Year 4 40%
    - Year 5 20%.

(5) If a member fails or refuses to pay the annual subscription on the date it becomes due under Article 25 together with any interest due.

#### **Register of members**

27. Every member in writing shall from time to time notify to the Secretary of the Association an address to be registered as its or his place of address. Addresses so notified shall be registered as places to which all notices may be delivered or sent by ordinary post by the Association.

### **ORGANISATION OF GENERAL MEETINGS**

#### **Annual General Meetings**

28. A General Meeting of corporate members of the Association shall be held at least once every year to receive the report of the Board, elect officers and members of the Board of Management and transact business normally brought before such meetings. Not more than fifteen months shall elapse between any two such meetings. The Secretary shall give fourteen days' notice at the least to every Member stating the place, date and hour of such meeting.

#### **Extraordinary General Meetings**

29. (1) The Board may at any time call an Extraordinary General Meeting of corporate members of the association and they shall within seven days after receipt of a written request signed by at least ten Corporate Members and specifying the purpose for which the meeting is to be called, summon an Extraordinary General Meeting giving not less than fourteen days' notice thereof to each member and notifying them of the business to be transacted at such meeting.

- (2) The accidental omission to give notice of a meeting 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.
- (3) All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

### **Attendance and speaking at general meetings**

30. (1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a general meeting when -
  - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
  - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

### **Quorum for general meetings**

31. (1) 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 one third by number of the Corporate Members of the Company at the time of which the meeting who are present at the meeting shall be a quorum.
- (2) If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present or if during a General Meeting a quorum ceases to be present the meeting shall stand adjourned to the same day in the next week at the same time and place or at such other place as the Association may determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting Corporate Members present shall be a quorum.



### **Chairing general meetings**

32. (1) If the directors have appointed a chair, the chair shall chair general meetings if present and willing to do so.
- (2) If the directors have not appointed a chair, or if the chair is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:
- (a) the directors present; or
- (b) (if no directors are present), the meeting,
- shall, if the directors have appointed a Senior Vice-Chair, appoint the Senior Vice-Chair to chair the meeting, if present and willing to do so.
- (3) If the directors have not appointed a Senior Vice-Chair, or if the Senior Vice-Chair is unwilling to chair the meeting:
- (a) the directors present; or
- (b) (if no directors are present), the meeting,
- shall, if the directors have appointed a Vice-Chair, appoint a Vice-Chair to chair the meeting, if present and willing to do so.
- (4) If the directors have not appointed any Vice-Chair, or if no Vice-Chair is unwilling to chair the meeting:
- (a) the directors present; or
- (b) (if no directors are present), the meeting,
- must appoint a director or member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.
- (5) The person chairing a meeting in accordance with this article is referred to as “the chair of the meeting”.

### **Attendance and speaking by directors and non-members**

33. (1) Directors may attend and speak at general meetings, whether or not they are members.
- (2) The chair of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

## **Adjournment**

34. (1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn it.
- (2) The chair of the meeting may adjourn a general meeting at which a quorum is present if –
- (a) the meeting consents to an adjournment, or
  - (b) it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (3) The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (4) When adjourning a general meeting, the chair of the meeting must –
- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
  - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given) -
- (a) to the same persons to whom notice of the company's general meetings is required to be given, and
  - (b) containing the same information which such notice is required to contain.
- (6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

## **Corporate members acting by representatives at meetings**

35. Any Corporate Member of the Association may by resolution of its Board of Directors or with the written authority of a person authorised in writing by its Board to do so authorise such person as it thinks fit to act as its representative at any General Meeting of the Association, and the person so authorised shall be entitled to exercise all the powers of that Corporate Member.

## VOTING AT GENERAL MEETINGS

### **Votes of Member at General Meetings**

36. (1) On a show of hands or on a poll every Corporate Member shall be entitled to one vote. All other classes of membership shall not be entitled to vote.
- (2) In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a second or casting vote.
- (3) The Board of Directors may make such arrangements as they think fit to allow members to:
- (a) vote in advance on any resolution on which a ballot is taken at a general meeting;
- and/or
- (b) vote by electronic means on any resolution on which a ballot is taken at a general meeting.
- (4) Any member entitled to vote on a poll may vote in advance of the meeting in such manner as the Board of Directors may direct, subject to the provisions of these Articles.
- (5) Votes cast in advance of a poll must be delivered in accordance with the provisions of these Articles in respect of the delivery of Proxy Notices.

### **Errors and disputes**

37. (1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- (2) Any such objection must be referred to the chair of the meeting whose decision is final.

### **Poll votes**

38. (1) A poll on a resolution may be demanded –
- (a) in advance of the general meeting where it is to be put to the vote, or
- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- (2) A poll may be demanded by –

- (a) the chair of the meeting;
  - (b) the directors;
  - (c) six or more persons having the right to vote on the resolution; or
  - (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- (3) A demand for a poll may be withdrawn if -
- (a) the poll has not yet been taken, and
  - (b) the chair of the meeting consents to the withdrawal.
- (4) Polls must be taken immediately and in such manner as the chair of the meeting directs.

### **Content of proxy notices**

39. (1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which -
- (a) states the name and address of the member appointing the proxy;
  - (b) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
  - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as –
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
  - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

### **Delivery of proxy notices**

40. (1) 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.
- (2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (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 appointer's behalf.

### **Amendments to resolutions**

41. (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if –
    - (a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine), and
    - (b) the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
  - (2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if –
    - (a) the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
    - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
  - (3) If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.
42. (1) Subject to this Article 42 a written resolution agreed by members representing
    - (a) simple majority; or
    - (b) (in the case of a special resolution) members representing not less than 75%;of the total voting rights of eligible members shall be effective.

- (2) On a written resolution each member shall have one vote.
- (3) A written resolution is not a special resolution unless it stated that it was proposed as a special resolution.
- (4) A members' resolution under the Companies Acts removing a Director before the expiry of his or her term of office may not be passed as a written resolution.
- (5) A copy of the proposed written resolution must be sent to every eligible member together with a statement informing the member how to signify his, her or its agreement and the date by which the resolution must be passed if it is not to lapse.
- (6) In relation to a resolution proposed as a written resolution of the Company the eligible members are the members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- (7) The required majority of eligible members must signify their agreement to the written resolution within the period of 28 days beginning with the Circulation Date.
- (8) A member signifies his, her or its agreement to a proposed written resolution when the Company receives from him, her or it (or from someone acting on his, her or its behalf) an authenticated Document:
  - (a) identifying the resolution to which it relates; and
  - (b) indicating the member's agreement to the resolution.
- (9) For the purposes of Article 42(8):
  - (a) a Document sent or supplied in Hard Copy Form is sufficiently authenticated if it is signed by the person sending or supplying it; and
  - (b) a Document sent or supplied in Electronic Form is sufficiently authenticated if:
    - (i) the identity of the sender is confirmed in a manner specified by the Company; or
    - (ii) where no such manner has been specified by the Company, if the communication contains or is accompanied by a statement of the identity of the sender and the Company has no reason to doubt the truth of that statement.
- (10) If the Company gives an electronic Address in any Document containing or accompanying a written resolution, it will be deemed to have agreed that any Document or information relating to that resolution may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the Document).

PART 4  
ADMINISTRATIVE ARRANGEMENTS

**Code of practice**

43. (1) The Board of Management and the members shall have power from time to time to make recommendations with regard to the adoption, making, alteration and or revocation of a Code of Practice (“the Code of Practice”) for the regulation of the activities of members of the Association and other signatories to that Code in respect of promotion of animal medicines, provided that such Code of Practice does not conflict with the provisions of the Memorandum of Association of the Association or of these Articles. Any recommendation for the adoption, making, alteration or revocation of such Code of Practice shall be subject to approval by Special Resolution of the Association at a General Meeting and, if it be not so confirmed, shall be of no effect. Any such Code of Practice for the time being in force shall be binding upon all members until the same shall cease to have effect as herein before provided or shall be varied or set aside by a Special Resolution of the Association. No member shall be absolved from complying with such Code of Practice by reason of it or he or she not having received a copy of the same, or of any alterations or additions thereto, or having otherwise no notice of them.
- (2) In furtherance of the purposes for which the Association is established the Association may supply to veterinary surgeons data sheets or SPCs prepared by individual companies (members of the Association and non-members). Such data sheets or SPCs may be supplied in such form as the Association may from time to time in General Meeting approve, the form approved at the time of the adoption of this additional Article being known as the Compendium of Data Sheets for Animal Medicines (“the Compendium”).
- (3) All companies wishing to include their data sheets or SPCs in the Compendium (members of the Association and non-members) must agree to abide by the Code of Practice and Rules of Procedure from time to time approved by the Association in General Meeting. If no such agreement is given then the Association reserves the right to exclude that company's data sheets or SPCs in any future edition of the Compendium. If a company breaches the Code of Practice and subsequently fails to accept or agree to the decision of the Code of Practice Committee then the Association reserves the right to refuse that company's submission of data sheets or SPCs to subsequent issues of the Compendium.

**Means of communication to be used**

44. (1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.

- (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.
- (3) A director may agree with the company that notices or 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 48 hours.

#### **Notices**

45. Only those members who have notified to the Association an address within the United Kingdom shall be entitled to receive notices from the Association. Any such notice may be served by the Association by sending it through the post in a pre-paid letter addressed to the addressee at its or his registered address.

#### **No right to inspect accounts and other records**

46. Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

#### **Provision for employees on cessation of business**

47. The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

#### **Accounts**

48. (1) The Board shall cause proper books of account to be kept at the office of the Association or at such other place or places as the Board shall think fit. The books of account shall always be open to the inspection of all members of the Board. 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 Association's affairs and to explain its transactions.
- (2) At the Annual General Meeting in every year the Board shall lay before the Association proper accounts for the period since the preceding account. Such accounts shall be accompanied by a report of the Board as to the state of affairs of the Association.



- (3) A copy of the accounts and such report as aforesaid shall be sent to the persons entitled to receive notice of General Meetings in the manner in which notices are to be given under Article 45 hereof or at the discretion of the Board the accounts and report shall be laid on the table at the Annual General Meeting without being circulated to members.

#### **Dissolution of the association**

49. In the event of the passing of a resolution for the winding up of the Association, any funds remaining shall be distributed between the members on the Register of Members at the time of the passing of such resolution in proportion to the total of the subscriptions paid by the respective members to the Association in the period of five years immediately preceding the date of the passing of any such resolution.

### **DIRECTORS' INDEMNITY AND INSURANCE**

#### **Indemnity**

50. (1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against –
  - (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
  - (b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
  - (c) any other liability incurred by that director as an officer of the company or an associated company.
- (2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- (3) In this article –
  - (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
  - (b) a "relevant director" means any director or former director of the company or an associated company.

## **Insurance**

51. (1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

(2) In this article –

- (a) a “relevant director” means any director or former director of the company or an associated company,
- (b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the company, any associated company or any pension fund or employees’ share scheme of the company or associated company, and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

PART 5  
MEMORANDUM OF ASSOCIATION

**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION**

**- of -**

**NATIONAL OFFICE OF ANIMAL HEALTH**

The name of the Company (hereinafter referred to as “the Association”) shall be  
“NATIONAL OFFICE OF ANIMAL HEALTH LIMITED”.

The Registered Office of the Association will be situated in England.

**Objects**

52. The objects of the Company are:

- (a) to take over and carry on the work and functions hitherto carried on by a body known as the National Office of Animal Health (87) and to acquire, hold and employ for the object herein specified and as part of the general property and funds of the Association any property and assets of the aforementioned body if and when the same shall be dissolved, which shall be transferred to the Association.
- (b) to promote the interests common to its members whether in the United Kingdom or elsewhere.
- (c) to promote the interests of all concerned in and the consideration and discussion of all matters relating to research, development, manufacture, production, sale, provision of services in regard to and use of products for treatment and prevention of disease and treatments for the welfare and economic production of animals.
- (d) to promote research and other development work in connection with products for use in animal health, welfare, rearing and production and to provide funds for payment of any person or persons engaged in that work and of professional and technical advisers and to publish the useful results of such research and work when appropriate.

## Powers

53. To further its objects the Company may:

- (a) organise conferences and other meetings for members and others relating to animal health and to publish and sell or otherwise distribute the reports of the proceedings of such conferences or meetings;
- (b) discuss and consider and deal with questions concerning international government or state, country, municipal or other official control of animal health or of matters affecting or concerning animal health;
- (c) promote changes in the laws affecting animal health products and improvements in administration and, for the purposes aforesaid, to take such other steps and proceedings as may be deemed expedient;
- (d) promote, maintain and improve standards of education, training and professional conduct in connection with the production and distribution of animal health products.
- (e) take or defend, or contribute to, or assist in any proceedings by or against the Association, or any member thereof, in any lawful manner, provided that questions of principle affecting rights or interests concerning animal health products are involved therein.
- (f) circulate amongst its members and others information on all matters affecting animal health and to print, publish, issue and sell such papers, periodicals, books, circulars, advertisements and other library undertakings as may further the objects of the Association.
- (g) collect, prepare and disseminate statistical and other information relating to animal health products and to charge fees where appropriate.
- (h) promote, or form, or assist in the promotion or formation of any company or body for the purpose of doing or undertaking all or any of the duties, powers or liabilities which the Association is authorised to do or undertake and to delegate to such company or body all or any of the duties or powers of the Association and to arrange for the undertaking by any such company or body of all or any of the duties or liabilities of the Association provided that all acts and proceedings of such company or body shall be reported back as soon as possible to the Association.
- (i) co-operate, collaborate, amalgamate, or affiliate with any company or body authorised or having power to do any of the things, or to undertake any of the duties or liabilities which the Association is authorised or empowered to do or undertake and to promote, or form, or assist in the promotion or formation of any such company or body.
- (j) undertake and execute charitable trusts.

- (k) purchase or take on lease any real or personal property or premises which the Association may think necessary for the promotion of its objects.
- (l) charge fees and receive remuneration or other consideration for any services rendered by the Association and to receive subscriptions and donations for the purposes of the Association generally or for any particular purpose.
- (m) invest the moneys of the Association not immediately required upon such securities or otherwise in such manner as may from time to time be determined and to lend money on mortgage of real property.
- (n) borrow any moneys required for the purposes of the Association upon such terms and upon such securities as may be determined and for that purpose to issue debentures.
- (o) sell or dispose of, lease, mortgage or otherwise deal with the undertaking or property of the Association or any part thereof, for such consideration as the Association may think fit, and in particular for shares, debentures, securities, or other interests in any other company having objects altogether or in part similar to those of the Association.
- (p) employ and appoint and pay reasonable or proper remuneration in good faith to officers and servants of the Association and to any member of the Association in return for any service actually rendered to the Association.
- (q) grant pensions or gratuities to any employees or ex-employees of the Association or the relations or dependants of any such employees or ex-employees and for this purpose to establish, support or maintain or make contributions to such pension or life assurance schemes or other funds or trusts as the Association may consider desirable.
- (r) pay all expenses, necessary to the formation of the Association and its registration.
- (s) do all such other lawful things as may be necessary for the attainment of the above objects.
- (t) do all or any of the above things either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others and either by or through agents, trustees, sub-contractors or otherwise.

PROVIDED that the objects of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

## **Income and Property**

54. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth from time to time 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 Association except on the winding up of the Association.

Provided that nothing herein shall prevent any payment in good faith by the Association:

- (a) of reasonable and proper remuneration to any member, officer or servant of the Association for any services rendered to the Association;
- (b) of reasonable and proper interest on money lent by any member of the Association;
- (c) of reasonable and proper rent for premises demised or let by any member of the Association;
- (d) of out-of-pocket expenses of any officer, servant or employee of the Association incurred in the performance of his duties in connection with the affairs of the Association.