

COMPANIES ACTS 1963-200



4026282

ANIMAL HEALTH IRELAND INITIALS
("the Company")

Special Resolution pursuant to Article 21
of the Articles of Association of the Company

We the undersigned (or as signed on several documents in the like form) being all of the members entitled to attend meetings and to vote on such resolutions **HEREBY RESOLVE** by way of a Special Resolution pursuant to Article 21 of the Articles of Association of the Company that the regulations set forth in the printed document attached hereto be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of all existing Articles thereof.

Dated the 26th day of January 2010

Signed: Gerard Brickley
John Gerard Brickley

Signed: John O'Sullivan
John O'Sullivan

Signed: Lawrence J Collins
Lawrence Joseph Collins

Signed: Michael Liam Doherty
Michael Liam Doherty

Signed: Michael James Magan
Michael James Magan

Signed: Robert Herbert Talbot
Robert Herbert Talbot

Signed: Thia Hennessy
Thia Hennessy

C. R. O.
23 FEB 2010

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CARLOW 35
- 8 FEB 2010
RECEIVED

COMPANIES ACTS, 1963 TO 2006
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM & ARTICLES OF ASSOCIATION

OF

ANIMAL HEALTH IRELAND INITIATIVE

C. R. O.

23 FEB 2010

**FRANK MULVEY,
SOLICITORS,
SUITE 34 MORRISON CHAMBERS,
32 NASSAU STREET,
DUBLIN 2.**

AND

**CASTLE BUILDINGS,
FRIARY ROAD,
NAAS,
CO. KILDARE.**

COMPANIES ACTS, 1963 TO 2006

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

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**MEMORANDUM OF ASSOCIATION
OF
ANIMAL HEALTH IRELAND INITIATIVE**

1. The name of the Company is Animal Health Ireland.
2. The objects for which the Company is established are;
 - 2.1 To promote the improvement of animal health standards in Ireland with particular reference to animal diseases which are Unregulated Diseases (as hereafter defined) by:-
 - (a) the promotion development and coordination of national plans for action against specific Unregulated Diseases;
 - (b) the survey, encouragement, initiation, coordination and development of research products and initiatives;
 - (c) the development, promotion and coordination of infrastructure and methods for implementation of disease action plans;
 - (d) the survey, collection and dissemination of information in relation to Unregulated Diseases control;
 - (e) the administration of such schemes, grants or other financial facilities whether public or private or both as may be required by the Company;
 - (f) by such other means and in such manner as the Company may from time to time require;
 - 2.2 To receive gifts, grants and other payments, property or services whether subject to any special trust or not and whether from members or third parties for the implementation of all or any of the objects or purposes operation of the Company.
 - 2.3 To apply for, purchase, hire, take on lease, exchange or otherwise acquire and hold or sell and dispose of or lease any estate or interest in any land or buildings and to construct and maintain or alter any building or works convenient for the purposes of the Company

- 2.4 To invest any monies of the Company not immediately required for any of its objects in such manner as it may from time to time be determined by the Directors of the Company
- 2.5 To make, draw, accept, endorse, issue, discount and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, circular notes and other mercantile instruments.
- 2.6 To raise or borrow money, and to secure the payment of money by the issue of or upon debentures or debenture stock, perpetual, terminable or otherwise, or bonds or other obligations, charged or not charged upon, or by mortgage, charge, hypothecation, lien or pledge of the whole or any part of the undertaking, property, assets and rights of the Company, both present and future, and generally in such other manner and on such terms as may seem expedient and to issue any of the Company's securities, for such consideration and on such terms as may be thought fit, including the power to pay a proportion of the profits of the Company by way of interest on any money so raised or borrowed: and also by a similar mortgage, charge, hypothecation, lien or pledge, to secure and guarantee the performance by the Company of any obligation or liability it may undertake, and to redeem or pay off any such securities.
- 2.7 To hold, apply for and take out, purchase or otherwise acquire by way of licence or otherwise any designs, trademarks, patents, patent rights, inventions, copyrights or secret process or other intellectual property of any kind which may be useful or required for the objects of the Company and to grant licences to use or otherwise deal in or dispose of same.
- 2.8 to do all such other lawful things as are incidental or conducive to the attainment of the above objects.
- 2.9 In this paragraph 2 the expression "Unregulated Diseases" shall mean animal diseases other than the diseases, save Johne's Disease, specified as Class A or Class B diseases in the First Schedule to the Diseases of Animals Act 1966 as amended by the Diseases of Animals Act 1966 (First Schedule) (Amendment) Orders 1968-1992.

INCOME AND PROPERTY

3. The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the main objects of the Company set forth in this Memorandum of Association. 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. Nothing therein shall prevent the payment in good faith of:-

- (a) reasonable and proper remuneration to any member, officer or servant of the Company in return for services actually rendered to the Company;
- (b) interest at a rate not exceeding 5% per annum on money lent by any members to the Company;
- (c) reasonable and proper rent for premises demised or let by any member to the Company;
- (d) reasonable and proper out of pocket expenses incurred by any Director in connection with attendance to any matter affecting the Company.

However, no member of the Company's Board of Directors, Council of Management or Executive Committee, by whatever title called, shall be appointed to any salaried office of the Company or to any office of the Company paid by fees. No remuneration or other benefit in money or money's worth shall be given by the Company to any such member of such Board, Council or Committee, other than:-

- (a) the repayment of out-of pocket expenses; or
 - (b) interest at the rate aforesaid on money lent to the Company; or
 - (c) reasonable and proper rent for premises demised or let to the Company; or
 - (d) a payment to a company of which a member of the Board, Council or Committee may be a member holding not more than one per cent of the capital of that company, and such member shall not be bound to account for any share of profits he may receive in respect of such a payment.
4. No addition, alteration or amendment shall be made to or in the provision of this Memorandum for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners. No amendments of any kind shall be made to the provisions of Clauses 3 and 7 of the Memorandum of Association and no amendments shall be made to the Memorandum and Articles of Association to such extent that they would alter the effect Clauses 3 and 7 of the Memorandum of Association, such that there would be non compliance with the requirements of the Section 24(1)(A) and (B) of the Companies Act 1963.
5. The liability of members is limited.
6. Every member of the Company 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 ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one thousand Euro.




7. If upon the winding up or dissolution of the Company there remains after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to another company whose objects comply with paragraph (A) of Section 24(1) of the Companies Act, 1963 and which company meets the requirements of paragraph (B) of Section 24(1) of the Companies Act, 1963, such company to be determined by the members of this Company at or before the time of dissolution, and if and insofar as effect cannot be given to such provision, then to some charitable object.

8. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

We, the several persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this memorandum of association.

Dated the _____ day of _____ 2009.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS


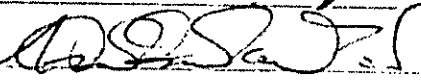

<p>John Gerard Brickley, Coolrain, Portlaoise, Co. Laois. Marketing Director.</p>	
<p>Witness to Signature of John Gerard Brickley Signature of Witness:- Name of Witness:- (BLOCK CAPITALS) Address of Witness:- (BLOCK CAPITALS)</p>	<p>John Gerard Brickley</p> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/>
<p>John O'Sullivan, Lisduff, Whitecross, Co. Cork. Farmer.</p>	<hr/> <p>John O'Sullivan</p>

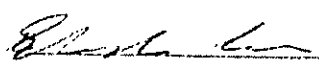

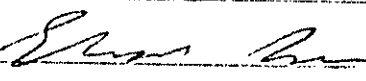

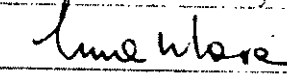

7. If upon the winding up or dissolution of the Company there remains after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to another company whose objects comply with paragraph (A) of Section 24(1) of the Companies Act, 1963 and which company meets the requirements of paragraph (B) of Section 24(1) of the Companies Act, 1963, such company to be determined by the members of this Company at or before the time of dissolution, and if and insofar as effect cannot be given to such provision, then to some charitable object.
8. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

WE, THE SEVERAL PERSONS WHOSE NAMES AND ADDRESSES ARE SUBSCRIBED, WISH TO BE FORMED INTO A COMPANY IN PURSUANCE OF THIS MEMORANDUM OF ASSOCIATION

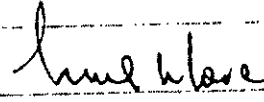
Dated the 24th day of APRIL 2009.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

John Gerard Brickley, Coolrain, Portlaoise, Co. Laois. Marketing Director.	 John Gerard Brickley
Witness to Signature of John Gerard Brickley Signature of Witness:-	
Name of Witness:- (BLOCK CAPITALS)	HELEN O'NEILL
Address of Witness:- (BLOCK CAPITALS)	8 CATTAGHILL ROAD CATTAGHILL, CO. DW 15
John O'Sullivan, Lisduff, Whitecross, Co. Cork. Farmer.	 John O'Sullivan

<p>Witness to Signature of John O'Sullivan</p> <p>Signature of Witness:-</p> <p>Name of Witness:- (BLOCK CAPITALS)</p> <p>Address of Witness:- (BLOCK CAPITALS)</p>	<p></p> <p>ELIZABETH LANE</p> <p>EVERA VETERINARY SCIENCES CENTRE, UCD, BELFIELD DUBLIN 4</p>
<p>Laurence Joseph Collins, 39 Highfield Green, Swords, Co. Dublin. Company Executive</p>	<p></p> <p>Laurence Joseph Collins</p>
<p>Witness to Signature of Laurence Joseph Collins</p> <p>Signature of Witness:-</p> <p>Name of Witness:- (BLOCK CAPITALS)</p> <p>Address of Witness:- (BLOCK CAPITALS)</p>	<p></p> <p>ELIZABETH LANE</p> <p>EVERA VETERINARY SCIENCES CENTRE, UCD, BELFIELD DUBLIN 4</p>
<p>Michael Liam Doherty, UCD School of Agriculture, Food Science & Veterinary Medicine Centre for Veterinary Sciences, Belfield, Dublin 4. University Professor.</p>	<p></p> <p>Michael Liam Doherty</p>
<p>Witness to Signature of Michael Liam Doherty</p> <p>Signature of Witness:-</p> <p>Name of Witness:- (BLOCK CAPITALS)</p> <p>Address of Witness:- (BLOCK CAPITALS)</p>	<p></p> <p>SIMON MOORE</p> <p>VETERINARY SCIENCES CENTRE UNIVERSITY COLLEGE DUBLIN BELFIELD, DUBLIN 4</p>
<p>Michael James Magan, Kilashee, Co. Longford. Farmer.</p>	<p></p> <p>Michael James Magan</p>

Witness to Signature of Michael James Magan
Signature of Witness:-



Name of Witness:-
(BLOCK CAPITALS)

SIMON MORE

Address of Witness:-
(BLOCK CAPITALS)

VETERINARY SCIENCES CENTRE
UNIVERSITY COLLEGE DUBLIN
BELFIELD, DUBLIN 4

Robin Herbert Talbot,
Coole, Ballacolla, Portlaoise, Co. Laois.
Farmer



Robin Herbert Talbot

Witness to Signature of Robin Herbert Talbot
Signature of Witness:-



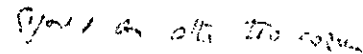
Name of Witness:-
(BLOCK CAPITALS)

ELIZABETH LANE

Address of Witness:-
(BLOCK CAPITALS)

QUERA, VETERINARY SCIENCES
CENTRE, UCD, BELFIELD,
DUBLIN 4

Thia Hennessy,
Coolarne Road, Turloughmore, Co. Galway.
Economist.



Thia Hennessy

Witness to Signature of Thia Hennessy
Signature of Witness:-



Name of Witness:-
(BLOCK CAPITALS)

ELIZABETH LANE

Address of Witness:-
(BLOCK CAPITALS)

QUERA, VETERINARY SCIENCES
CENTRE, UCD, BELFIELD,
DUBLIN 4

COMPANIES ACTS, 1963 TO 2009

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

ARTICLES OF ASSOCIATION

OF

**ANIMAL HEALTH IRELAND INITIATIVE
(the "Company")**

PRELIMINARY

The Regulations contained in Table C of the Companies Acts, 1963 to 2009 shall not apply to the Company and are hereby excluded.

1. In these Articles:-

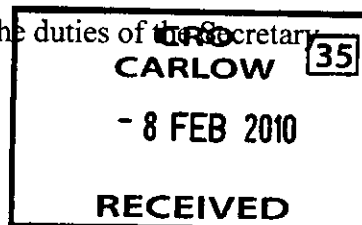
"the Act" means the Companies Act, 1963 and "the Companies Acts" means the Companies Acts 1963 to 2009 as amended from time to time.

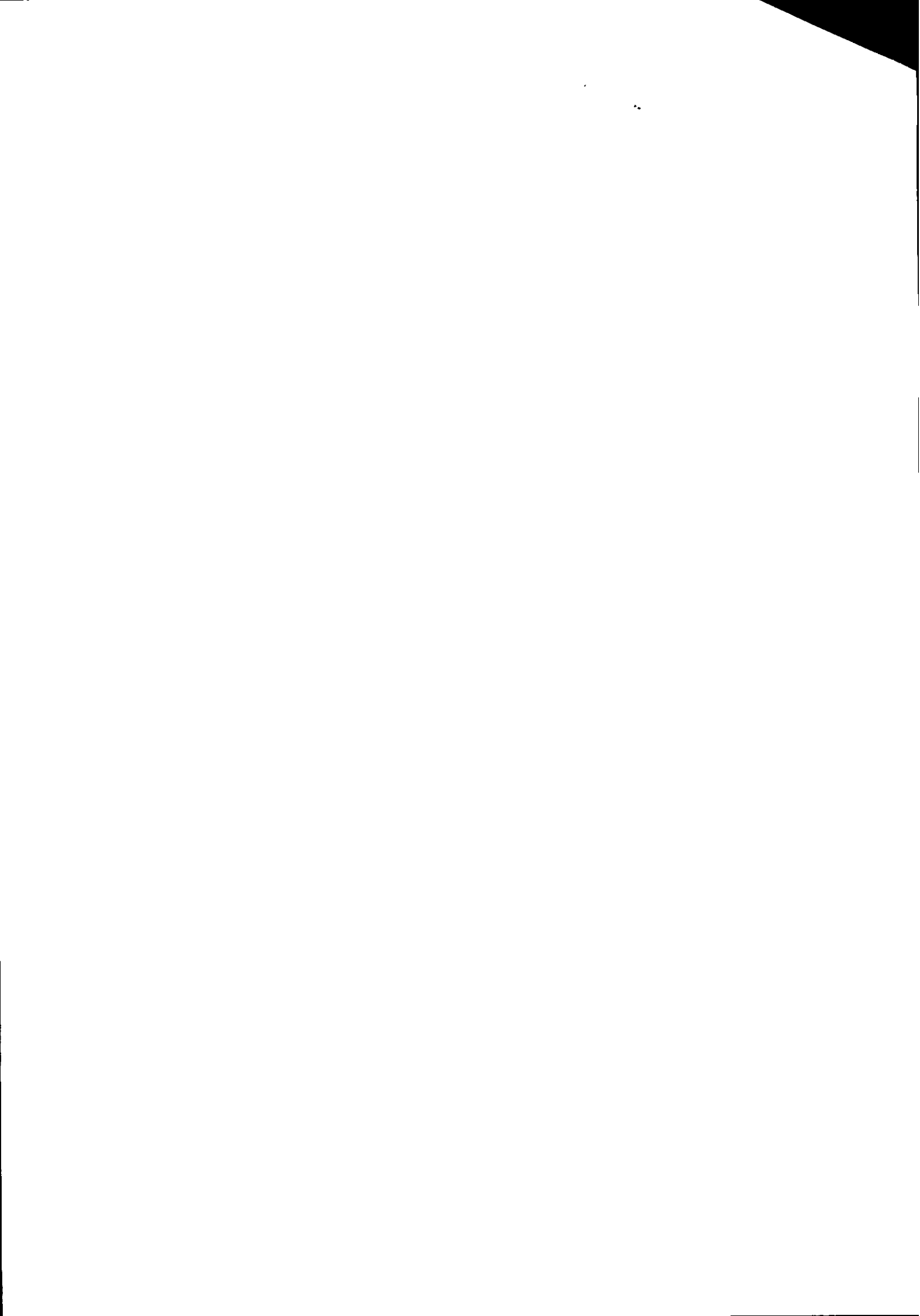
"the Board" and "the Board of Directors" means the Board of Directors for the time being of the Company.

"the Chairman" means the Chairman of the Board and of the Company.

"the Directors" means the Directors for the time being of the Company or the Directors present at a meeting of the Board of Directors and includes any person occupying the position of Director by whatever name called; any reference to any discretion, decision, opinion, determination, or other act or position of the Directors shall be deemed to mean the discretion, decision, opinion, determination or other act or position of the Board of Directors as determined by the majority of the Directors present at any meeting properly convened.

"Secretary" means any person appointed to perform the duties of the Secretary of the Company;





“the Seal” means the Common Seal of the Company;

“the office” means the registered office for the time being of the Company;

“Business Day” means a day (other than a Saturday or a Sunday) on which the banks are open for ordinary banking business in Dublin.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, electronic mail or imagery or representation and any other modes of representing or reproducing words in a visible form.

Unless the contrary intention appears, 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 at which these Articles become binding on the Company.

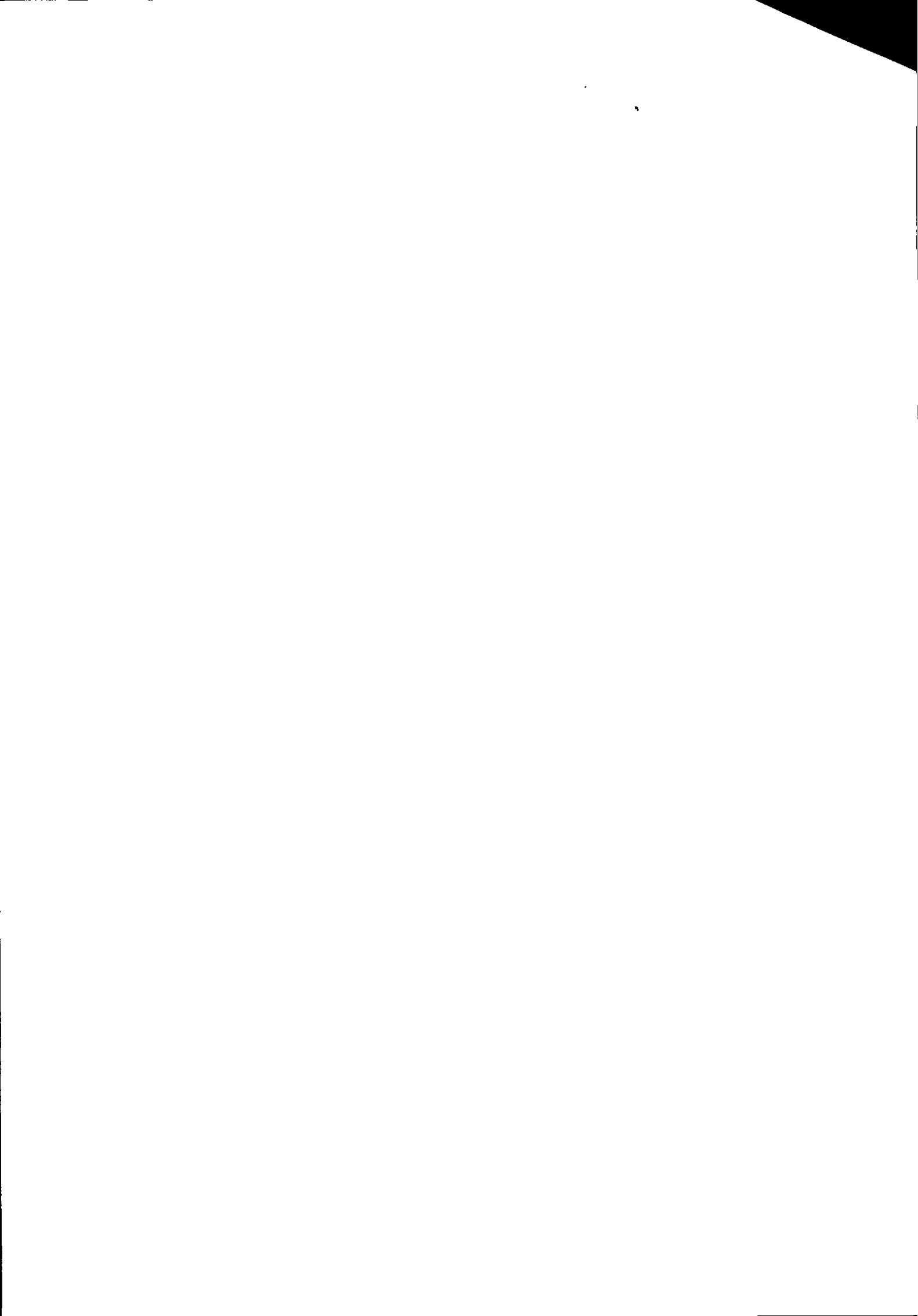
MEMBERS

2. The number of members with which the Company proposes to be registered is 7 but the Directors may from time to time register an increase of members.
3. The subscribers to the Memorandum of Association and such other persons being individuals or bodies corporate as the Directors shall admit to membership shall be members of the Company.
4. The rights and liabilities attaching to any members of the Company may be varied from time to time by a Special Resolution of the Company.

GENERAL MEETINGS

5. All general meetings of the Company shall be held in the State.
6. (1) Subject to paragraph (2), 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 meetings as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next.

(2) So long as the Company holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject to Article 5, the Annual General Meeting shall be held at such time and at such place in the State as the Directors shall appoint.
7. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.



8. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists as provided by Section 132 of the Act. For the purposes of the application of Section 132 of the Act to the Company the reference in that section to "voting rights" shall be deemed to refer to voting rights on a show of hands. If at any time there are not within the State 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 Directors.

NOTICE OF GENERAL MEETINGS

9. Subject to Sections 133 and 141 of the Act an Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by 21 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 14 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 meeting and in the case of special business the general nature of that business, and shall be given in manner hereinafter mentioned to such persons as are under the Articles of the Company entitled to receive notices from the Company.
10. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, the election of Directors in the place of those retiring, the re-appointment of the retiring Auditors and the fixing of the remuneration of the Auditors.
12. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, four members present or duly represented shall be a quorum.
13. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a

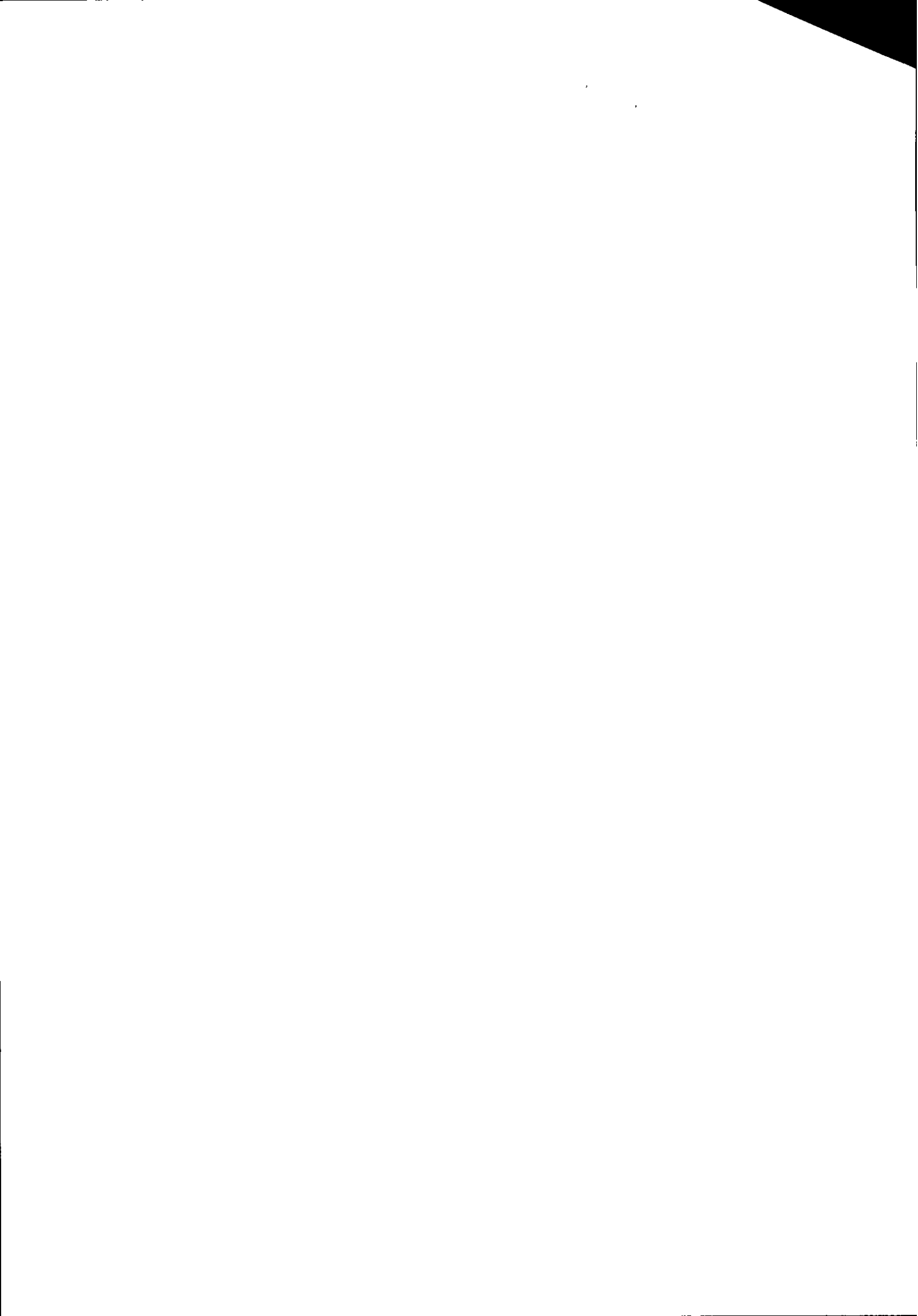


quorum is not present within half an hour from the time appointed for the meeting, the members present or duly represented shall be a quorum.

14. The Chairman of the Board of Directors appointed as hereinafter provided shall be the Chairman of the Company.
15. The Chairman of the Company shall preside as chairman at every general meeting of the company, or if there is no such Chairman, or if he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be chairman of the meeting. If at the meeting no Director is willing to act as chairman or if no Director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
16. 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 the business left unfinished at the meeting at which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.
17. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
 - (a) by the chairman, or
 - (b) by at least three members present in person or by proxy, or
 - (c) by any member or members present in person and representing not less than one-tenth of the total voting rights, excluding voting rights arising from Contribution Votes, of all members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

18. Except as provided in Article 20 if a poll is duly demanded it shall be taken in such a manner as the chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.



19. Where there is an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
20. A poll demanded on the election of a chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
21. Subject to Section 141 of the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a General Meeting (or by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held and may consist of several documents in the like form each signed by one or more of the members, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.
22. Every member being a subscriber hereto shall have one vote whether on a show of hands or on a poll. Every member other than a subscriber hereto shall have one vote on a show of hands, and on a poll (save in respect of a poll for the election of the Chairman or the chairman of any meeting pursuant to these Articles) shall have voting rights as are hereinafter provided.

On a poll every member voting other than a subscriber hereto:-

- (i) in the event that a majority of the members voting have voted in favour of the resolution, shall be deemed to have one vote together with his Contribution Votes as hereinafter provided for and to have cast all of his votes in accordance with his voting on the poll;
- (ii) in the event that a majority of the members voting have not voted in favour of the resolution, shall be deemed to have one vote only and to have cast that vote in accordance with his voting on the poll.

For the purpose of the application of this Article in respect of a poll during any year, each member shall be deemed to be entitled to one Contribution Vote for every €3,000 (or such other amount as the Directors may from time to time determine) of Annual Financial Contribution of that member in respect of that year provided that a member shall not be entitled to any Contribution Vote on a poll if all or any part of the Annual Financial Contribution of that member due for payment prior to the poll remains unpaid as of 5pm on the Business Day next preceding the date of the poll.

For the avoidance of doubt, in determining for the purposes of Section 141(2) of the Companies Act 1963 the number of voting rights representing not less than 90% of the total voting rights at a meeting, the total voting rights shall be determined pursuant to the foregoing provisions of the Article according to

whether a majority of members voting have voted or not in favour of the special resolution.

In the event of any difficulty or anomaly arising in relation to any of the foregoing provisions of this Article the voting entitlement of any one or more of the members may be adjusted in such manner as the Board of Directors shall decide is fair and reasonable.

23. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, guardian, or other person appointed by that Court, and any such committee, receiver, guardian, or other person may vote by proxy on a show of hands or on a poll.
24. No member shall be entitled to vote at any general meeting unless all monies immediately payable by him to the Company have been paid.
25. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.
26. Votes may be given either personally or by proxy.
27. 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 body corporate, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
28. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the persons named in the instrument proposes to vote, or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
29. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit;-

I/WE, _____ of
in the County of _____, being a member/members of the above
named Company, hereby appoint
of _____ or failing him
of _____ as my/our proxy to vote for me/us on my/our
behalf at the (annual or extraordinary, as the case may be), general meeting of

period") not exceeding 5 years for which that Annual Financial Contribution shall apply and the dates for payment of the initial and subsequent Annual Financial Contributions. The Annual Financial Contribution shall be payable by that member on the date for initial payment so determined and agreed and thereafter at such dates and in such tranches (to be paid in equal amounts) as may from time to time be determined and agreed by the Directors with the member or in default of such determination or agreement, on the first working day of January of each year during the contribution period.

The Directors may from time to time in respect of any member or prospective member of the Company agree for the supply of services by or on behalf of that member or prospective member to the Company in lieu of payment in cash of all or part of the Annual Financial Contribution of that member and for the crediting as paid accordingly of all or part of the Annual Financial Contribution of that member.

Any such agreement shall be in writing and signed on behalf of the Company and shall include provision for the valuation of the services for the purpose of determining the amount of Annual Financial Contribution to be credited as paid or payable by the member or prospective member in respect of the supply of those services, the date on which such amount of Additional Financial Contribution shall be credited as paid for the purposes of the voting and other provisions hereof and such other terms and conditions as the Board may deem appropriate.

The Directors may provide for such a method of determination of valuation of services as they may in their absolute discretion from time to time decide including, without limiting the foregoing, by reference to the value of an equivalent service on the open market, and in respect of services rendered by employees of or seconded from members or third parties, by reference to the time spent in the supply of services allocated to the Company by such employees and by reference to their actual remuneration as employees; provided that, except in respect of services rendered by employees of or seconded from the State or any semi State body (including, but not by way of exclusion, any organisation wholly owned, controlled and funded directly or indirectly by the State), in no circumstances shall the value of services credited to any member in lieu of payment of all or part of an Annual Financial Contribution for any year exceed in aggregate €50,000 for that year and provided further that the making of any such agreement with one member and the provision for determination of valuation of services in respect of that member shall not be deemed to impose any obligation on or imply any representation by the Company or the Directors that similar agreement or provisions shall be made in respect of any other member.

In the event of any dispute arising whatsoever in relation to any such services the Directors may at their absolute discretion suspend or modify in such manner as they may at their absolute discretion deem appropriate any voting rights from time to time deemed to arise under these Articles in relation to Annual Financial Contribution credited as paid in respect of those services. A

member shall not be entitled to exercise voting rights which are in suspension and shall be deemed not to have those voting rights for the duration of the suspension.

The Annual Financial Contribution payable by any member in respect of any year shall be referred to as the Current Annual Financial Contribution of that member for that year. The certificate of the Secretary as to the Current Annual Financial Contribution of any member shall be conclusive for all purposes manifest error excepted.

In the event that a member shall cease to be a member during any year that member shall not be entitled to any rebate of the Annual Financial Contribution paid or deemed paid for that year or of any Annual Financial Contribution paid or deemed paid in advance for any future year.

The Directors shall prior to the expiry of any contribution period for payment of the Annual Financial Contribution of any member, agree with the member in question a further financial contribution as Annual Financial Contribution for the next succeeding contribution period.

CHAIRMAN AND DIRECTORS

35. The number of Directors shall be seven (7) including the Chairman and the names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them.

The Directors shall from time to time elect one of their number as Chairman of the Board of Directors who in addition shall be deemed to be Chairman of the Company. The election of the Chairman (and the chairman of any meeting pursuant to these Articles) shall be in accordance with such procedures as may from time to time be determined by the Board of Directors.

Subject to the provisions of these Articles the first Chairman appointed shall hold office until the termination of the first Board meeting following the third Annual General Meeting after his election and shall then retire but shall be eligible for re-election. Thereafter, subject to the provisions of these Articles, the Chairman from time to time shall hold office from the termination of the Board meeting at which he was elected until termination of the first Board meeting following the third next Annual General Meeting following his election.

The Company may at any time remove a Chairman from office by ordinary resolution of the members in the like manner as provided for in respect of removal of Directors pursuant to Section 142 of the Act. The office of Chairman shall be deemed to be vacated if the Chairman ceases to be a Director of the Company by reason of disqualification pursuant to Article 43 hereof, or removal as a Director by the members pursuant to Article 49 or if he shall be removed as Chairman by the Company.

Any casual vacancy in the office of Chairman may be filled by the Directors and the person appointed shall hold office until the termination of the first Board meeting following the third next Annual General Meeting following the appointment of the Chairman whose office has been vacated, or, if earlier, the appointment of the Chairman most recently appointed other than upon a casual vacancy.

RESIGNATION, CESSATION AND EXPULSION OF MEMBERSHIP

36.

- (a) A member may at any time by notice in writing to the Secretary of the Company resign his membership of the Company.
- (b) Membership of the Company by a member being an individual shall automatically cease on that member's death.
- (c) Membership of the Company by a member shall cease following 21 days notice in writing by the Company to the member unless the Company shall in writing waive compliance:-
 - (i) in the event of the Annual Financial Contribution for any year of the member remaining unpaid in whole or part;
 - (ii) in the event of a contribution period for the member expiring without further Annual Financial Contribution being agreed between the member and the Company for the next succeeding contribution period.
 - (iii) in the event that a member has in the opinion of the Directors become a member upon the nomination or request of any group or body and that nominating group or body has requested by notice in writing to the Secretary that membership of that member shall be terminated.
 - (iv) if any member shall refuse or wilfully neglect to comply with any of these Articles of Association or shall have been guilty of such conduct as in the opinion of the Directors either shall have rendered the member unfit to remain a member of the Company or shall be injurious to the Company.
 - (v) in the event that a member, being a corporate body, shall have entered into liquidation or have a receiver appointed over all or any of its assets or have an examiner appointed to it.
 - (vi) in the event that a member, being an individual, is adjudged bankrupt in the State or any other jurisdiction or makes any arrangement or composition with his creditors generally.

If the Directors shall for any other reason require that a member shall cease to be a member of the Company the Directors may by resolution of the Directors terminate the membership of that member provided that the member shall have been given notice of the intended resolution for termination of the membership of that member and shall have been afforded an opportunity of giving orally or in writing to the Directors any explanation or defence as the member may think fit.

Notice under this Article shall be deemed to have been served if it is sent by post in accordance with the provisions set out in Article 68 of these Articles whether or not it is actually received by the member intended to be served with such notice.

BORROWING POWERS

37. 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, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the company or of any third party provided that the aggregate amount of any such borrowing, securities and debts, liabilities or obligations so secured shall not exceed €20,000 or such greater amount as the members of the Company may by resolution from time to time authorise.

POWERS AND DUTIES OF DIRECTORS

38. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and exercise all such powers of the Company as are not by the Act or Articles required to be exercised by the Company in general meeting subject nevertheless to the provisions of the Act and these Articles.
39. 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 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, and any such powers of attorney may contain such provision for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
40. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such

person or persons and in such manner as the Directors shall from time to time by resolution determine.

41. 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 Directors and of any committee of the Directors;
 - (c) of all resolutions and proceedings at all meetings of the Company, and the directors and of committees of Directors.

QUALIFICATION OF DIRECTORS

42. The first Directors of the Company shall be appointed by the subscribers or a majority of them. Thereafter subject as hereinafter provided Directors of the Company shall be appointed from time to time by the Chairman (if any) for the time being in his separate capacity as Chairman together with the Board of Directors (acting by majority of not less than three quarters of the Directors for the time being, the Chairman also being counted as a Director for that purpose); Provided that in the event of the number of Directors falling below two Directors without replacement Directors having been appointed as aforesaid the members of the Company may appoint one or two Directors as appropriate in order to ensure the Company has two Directors for the time being.

The Chairman, in consultation with the Board, may from time to time determine and vary the criteria to be adopted and followed by the Board in relation to the selection and appointment of persons as Directors in respect of specific appointments. In particular the Chairman may establish requirements for such persons to have technical expertise qualifications knowledge and or experience in particular aspects of animal health and animal disease prevention and control to ensure in as far as practicable that the Board collectively possesses a wide expertise and knowledge in all aspects of animal health relevant to the operation of the Company.

Nothing in the foregoing shall imply any obligation on the Directors to require that the Chairman shall have any particular expertise knowledge or qualification other than such skills attributes and experience as the Board may deem appropriate having regard to the integrative or other roles of the Chairman

The Chairman will consult with each member (whether individually or in a general meeting) prior to him notifying the members of the Company of the identity (and qualifications) of any person proposed to be appointed or re-appointed as a Director.

DISQUALIFICATION OF DIRECTORS

43. The office of Director shall be vacated if the Director:-
- (a) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
 - (b) becomes prohibited by law from being a Director; or
 - (c) becomes of unsound mind; or
 - (d) resigns his office by notice in writing to the Company; or
 - (e) is convicted of an indictable offence unless the Directors otherwise determine; or
 - (f) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest.
 - (g) is absent from three (3) consecutive meetings of the Board unless the Board shall resolve to excuse such absence.

Provided that participation of any disqualified Director or Chairman in any proceedings of the Board of Directors or any meeting of the Company shall not invalidate any of those proceedings unless all members of the Board shall be at the time thereof actually aware that the Director or Chairman as the case may be is so disqualified.

VOTING ON CONTRACTS

44. A Director who is in any way directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 194 of the Act. A Director may not vote in respect of any contract in which he is interested or any matter arising thereout and if he shall so vote his vote shall not be counted nor shall he be counted in the quorum present at the meeting. No breach of this Article shall invalidate any contract unless all of the Directors were actually aware of the breach prior to the making of the contract.

Subject to due disclosure pursuant to the Companies Acts a Director may be directly or indirectly interested in a contract or arrangement or a proposed contract or arrangement with the Company other than in respect of any office or employment with the Company. Subject to due disclosure no such contract or arrangement shall be liable to be avoided nor shall any Director so contracting or being so entered to be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relations thereby established. A Director may not be an employee of the Company.

ROTATION OF DIRECTORS

45. At the first Board meeting following every third Annual General Meeting of the Company a number of the Directors shall retire from office according to

the following sequence: two Directors shall retire at the first such Board meeting, three Directors shall retire at the second such Board meeting, two Directors shall retire at the third such Board meeting and thereafter the Directors shall rotate according to the same sequence repeated from time to time.

46. The Directors to retire in every year shall be those who have been longest in office since the last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
47. A retiring Director shall be eligible for re-election; provided that a Director who has served two consecutive terms as a Director shall not be entitled to be re-elected until the expiry of at least eleven months following expiry of his most recent term of office. For the purposes of this Article a Director shall be deemed to have served a full term as Director irrespective of any prior resignation or termination of his directorship and "consecutive terms" and expiry of his "most recent term of office" shall be interpreted accordingly.
48. The Company may from time to time by ordinary resolution and subject to Article 42 and the prior consent in writing of the Board increase or reduce the number of Directors, and may also with the prior consent in writing of the Board determine in what rotation the increased or reduced number is to go out of office.
49. The Company may by ordinary resolution of which extended notice given in accordance with Section 142 of 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.

PROCEEDINGS OF DIRECTORS

50. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Save as provided in Article 42 questions arising at any meeting shall be decided by a majority of votes save as aforesaid. Where there is 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 Directors. If the Directors so resolve it shall not be necessary to give notice of a meeting of Directors to any Director who being resident in the State is for the time being absent from the State.
51. The quorum necessary for the transaction of the business of the Directors shall be four Directors present in person or by means of telephonic or other similar communication as hereafter provided; but so that not less than two Directors shall be present in person. Any Director may participate in a meeting of the

Directors by means of telephonic or other similar communication whereby all persons participating in the meeting can hear each other speak; and participation in a meeting in this manner shall be deemed to constitute presence at such meeting.

52. The continuing Directors may act notwithstanding any vacancy in their number 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 subject to the provisions hereof 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.
53. If at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.
54. The Directors may delegate any of their powers to committees consisting of such member or members of the Board as they think fit: any committee so formed shall, in exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.
55. 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 5 minutes after the time appointed for holding the same, the members of the committee present may choose one of their number to be chairman of the meeting.
56. A committee may meet and adjourn as it thinks proper. Save as provided in Article 42 questions arising at any meetings shall be determined by a majority of votes of the members of the committee present, and when there is an equality of votes, the chairman shall have a second or casting vote.
57. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
58. A resolution in writing signed by all of the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid and effective for all purposes as a resolution of the Directors as if it had been passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors. For the purpose of this Article, the signature of an alternate Director shall suffice in lieu of the signature of the Director appointing him.

SECRETARY

59. The Secretary shall be appointed by the Directors for such term and upon such conditions as they may think fit: and any Secretary so appointed may be removed by them.
60. 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 as, or in place of, the Secretary.

THE SEAL

61. The seal shall be used only by the authority of the Directors or of a committee of 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 Director for that purpose.

ACCOUNTS

62. The Directors shall cause proper books of accounts to be kept relating 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;
 - (b) all sales and purchases of goods 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 its transactions.

63. The books of account shall be kept at the office or at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.
64. The Directors shall from time to time determine whether and to what extent and at what times and places 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 Directors and no member (not being a Director) shall have any right of inspecting any account or book or document except as conferred by statute or authorised by the Directors or by the Company in general meeting.
65. The Directors shall from time to time cause to be prepared and to be laid before the Annual General meeting of the Company such profit and loss

accounts, balance sheets, group accounts and reports as are required by law to be prepared and laid before the Annual General Meeting of the Company.

66. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Annual General Meeting of the Company together with a copy of the Directors' report and Auditors' report shall not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.

AUDIT

67. Auditors shall be appointed and their duties regulated in accordance with all applicable laws.

NOTICES

68. A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, repaying and posting a letter containing the notice, and to have been effected in the case of the notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at which the letter would be delivered in the ordinary course of post.
69. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
 - (a) every member
 - (b) every person being a personal representative or the Official Assignee in bankruptcy of a member whether the member but for his 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 general meetings.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

<p>John Gerard Brickley, Coolrain, Portlaoise, Co. Laois. Marketing Director.</p>	<p>John Gerard Brickley</p>
<p>John O'Sullivan, Lisduff, Whitecross, Co. Cork. Farmer.</p>	<p>John O'Sullivan</p>
<p>Laurence Joseph Collins, 39 Highfield Green, Swords, Co. Dublin. Managing Director Commercial & Ingredients Division Irish Dairy Board</p>	<p>Laurence Joseph Collins</p>
<p>Michael Liam Doherty, UCD School of Agriculture, Food Science & Veterinary Medicine Centre for Veterinary Sciences, Belfield, Dublin 4. University Professor.</p>	<p>Michael Liam Doherty</p>
<p>Michael James Magan, Kilashee, Co. Longford. Farmer.</p>	<p>Michael James Magan</p>
<p>Robin Herbert Talbot, Coole, Ballacolla, Portlaoise, Co. Laois. Farmer</p>	<p>Robin Herbert Talbot</p>
<p>Thia Hennessy, Coolarne Road, Turloughmore, Co. Galway. Economist.</p>	<p>Thia Hennessy</p>

C. R. O.
23 FEB 2010