

No. 206456

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION
- of -
BRITISH VETERINARY ASSOCIATION

Reynolds Porter Chamberlain LLP
Tower Bridge House
St Katherine's Way
London
E1W 1AA

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

BRITISH VETERINARY ASSOCIATION

(as adopted by Special Resolution passed on 28th September 2003)

1. The name of the Company (hereinafter called "the Association") is "BRITISH VETERINARY ASSOCIATION".
2. The registered office of the Association will be situated in England.
3. The objects for which the Association is established are:
 - (1) The promotion and advancement of veterinary and allied sciences, the affiliation of local societies (whilst preserving their independence); and to support and protect the character, status, interest and honour of the veterinary profession.
 - (2) To suggest and if deemed expedient from time to time to adjust or re-adjust scales of charges for the use of members of the profession as a whole or in one particular neighbourhood.
 - (3) To purchase or otherwise acquire, either wholly or in part, and to edit, print, publish and sell any newspaper, journal, magazine, periodical or book connected with or treating on subjects relating to veterinary science and medicine or kindred subjects or professional matters and in particular, but without prejudice to the generality of the foregoing, the periodical known as "The Veterinary Record".
 - (4) To acquire copyrights, rights of publication or reproduction and other rights in respect of any matter relating to veterinary science and medicine or kindred subjects.
 - (5) To collect and disseminate news and information, and employ editors, correspondents, authors, writers and others and to pay for news and information however obtained.
 - (6) To hold meetings of members of the Association or of the branches from time to time for the discussion of veterinary topics and kindred subjects, and to publish the proceedings of the said meetings as and

when and in such manner as the Council shall consider necessary or advisable.

- (7) To grant sums of money out of the funds to divisions or branches for, or otherwise assist them in, the provision of scientific demonstrations and lectures for investigating animal diseases or in any other manner promoting veterinary science.
- (8) To make grants to institutions and individuals to enable them to make research into and investigate animal disease and the causes thereof and other matters in furtherance of veterinary science and medicine and to bring out instruments for veterinary work, and to publish books or pamphlets dealing with veterinary science or medicine or kindred subjects, and also to make provisions for payment to benevolent or defence funds, and to provide for the possible future amalgamation of existing or future benevolent and defence societies.
- (9) To form, if deemed desirable, ethical committees of the branches for the consideration and settlement of professional differences.
- (10) To support the claims of members of the profession to legitimate veterinary appointments.
- (11) To acquire by gift, devise, purchase, lease, hire or otherwise any real or personal property and any estate or interest therein, and any rights or privileges necessary or convenient or capable of being used or applied for any of the purposes of the Association and with a view to promoting the objects of the Association to hold, sell, mortgage, lease, or dispose of or otherwise deal with all or any part of the same (including the properties mentioned in Sub-clauses 3 and 4) in such manner as may be thought expedient.
- (12) To accept any bequest, devise, gift or donation whatsoever (whether of money or of property of any description, and whether subject to any trust or not), towards the objects of the Association, and to apply the same or the proceeds of sale or realisation thereof for the objects of the Association or to invest the same or such proceeds and apply the income arising therefrom for any of the objects of the Association.
- (13) To erect or alter any buildings required for the purposes of the Association.
- (14) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of providing contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise, and generally to obtain money for the objects of the Association in any lawful manner, and, subject to the limitations prescribed by Sub-clause 11 and 18 of this clause, invest, apply or deal with the same in such manner as may be considered most desirable for effecting such objects.
- (15) To form branches and affiliate, combine or co-operate with any other association, society or corporation having objects similar in general

respects to those of the Association or being capable of being conducted so as to directly or indirectly benefit this Association or promote the objects which this Association is formed to promote, but so that none of the funds of this Association shall be paid to any other such association, society or corporation which does not prohibit the payment of any dividend or profit to and the distribution of its assets or property amongst its members to an extent at least as great as is imposed on this Association by Clause 4 hereof.

- (16) Subject to the restriction mentioned in the last preceding sub-clause to aid or receive aid from any association, society or corporation, whether formed by or in connection with the Association or otherwise, and to subscribe to or co-operate with any such association, society or corporation, with a view to assisting such association, society or corporation, or to obtaining any advantages or benefits for or promoting the objects of this Association.
- (17) Subject to the provisions of Clause 7 hereof to transfer any part of the property, assets, liabilities and engagements of this Association to any one or more of the companies, institutions, societies or associations with which this Association is authorised to amalgamate.
- (18) To invest in monies subject or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales in or upon any investments authorised by law for the investment of trust funds and with such sanction as may be required by law with respect to property subject to the said jurisdiction.
- (19) Subject to the provisions of the preceding sub-clause hereof to invest any monies of the Association upon such investments and in such manner as may from time to time be considered desirable.
- (20) To borrow or raise money and to issue debentures and other securities and for the purpose of securing any debt or obligation of the Association to mortgage and charge all or any of its property and assets present and future.
- (21) To apply, petition for or promote any Act of Parliament, Royal Charter or other authority, with a view to the attainment of the above objects or any of them.
- (22) To undertake and execute any trusts which may seem directly or indirectly conducive to any of the objects of the Association.
- (23) To subscribe to any local or other charities, and to grant donations for any public purpose connected with the objects of the Association, and to provide a superannuation fund for the servants of the Association or otherwise to assist any such servants, their widows and children.
- (24) To render at its discretion advice, including legal advice, assistance, protection and support in professional matters to any member or members.

- (25) To do all such other lawful things as are incidental or conducive to the attainment of any of the above objects or in any way analogous thereto.

Provided also that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Department for Education and Skills (or other similar body), the Association shall not sell, mortgage, charge, or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Directors of the Association shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as such Directors would have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or Department for Education and Skills (or other similar court or body having jurisdiction) over such Directors but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this 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 the members of the Association: provided that nothing herein shall prevent the payment, in good faith, of any of the following:
- (a) reasonable and proper remuneration to any director, officer, the secretary, servant or member of the Association or any member of the Council of the Association in return for any services actually rendered to the Association;
 - (b) out-of-pocket expenses incurred by any such person in furtherance of the business of the Association;
 - (c) interest not exceeding a normal commercial rate on money lent by any such person to the Association;
 - (d) rent for premises demised or let by any such person to the Association; and
 - (e) reasonable and proper compensation to any such person whilst attending to the business of the Association.
5. The liability of the members is limited.
6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up during the time that he is a member or within one year afterwards, for payment of the debt and liabilities of the Association contracted before the time at which he ceases to be a member,

and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding two pounds ten pence.

7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, or in default thereof by such judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if effect cannot be given to the aforesaid provision then to some charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Association, and the matter in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

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

NAMES, ADDRESS AND DESCRIPTIONS OF SUBSCRIBERS

JAMES MACQUEEN, F.R.C.V.S., Veterinary Teacher,
252 Camden Road, London N.W.1.

GEORGE HENRY WOOLRIDGE, F.R.C.V.S., Professor,
13 St. Andrews Road, Golders Green, N.W.11.

EDWARD GERALD LANGFORD, Professor,
1 Aspley Villa, Epsom.

ALAN DOUGLAS McEWEN, Research Assistant,
6 Maitland Park, Villas, N.W.3.

ALFRED LESLIE SHEATHER, Research Officer,
6 Church Crescent, C.E., Finchley.

FRANK WARE, Veterinary Surgeon,
Shandon, Boreham Wood, Herts.

GEOFFREY HERBERT LIVESEY, Veterinary Surgeon,
2A Liskeard Gardens, Blackheath, S.E.3.

Dated this 9th day of April 1925.

Witness to the above Signatures:-

WILLIAM BROWN,
Assistant Secretary, N.V.M.A.,
83, Handside Lane,
Welwyn Garden City,
Herts.

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

BRITISH VETERINARY ASSOCIATION

(as adopted by Special Resolution passed on 28th September 2003 and as amended by Special Resolutions passed on 3rd October 2004, 30th September 2007, 27th September 2009, 26th September 2010, 24th September 2011, 26th September 2013 and 25th September 2014)

INTERPRETATION OF TERMS

1. In these Articles unless there is something in the subject or context inconsistent therewith:

“**Act**” means the Companies Act 1985 including any statutory modification or re-enactment for the time being in force;

“**Annual General Meeting**” means the meeting of the Members held annually at which the business specified in Article 40 is to be transacted together with any other matters required by the Act;

“**Appointments Committee**” the committee established pursuant to Article 78;

“**Association**” means British Veterinary Association;

“**Board**” means the board of Directors of the Association;

“**Council**” means the members for the time being of the Council of the Association;

“**Council Directors**” means those directors who are Members of the Board and who are appointed by the Council pursuant to Article 58(2);

“**Directors**” means the directors of the Association;

“**Extraordinary General Meeting**” means any meeting of the Members which is not an Annual General Meeting;

“General Meeting” means any meeting of the Members being either the Annual General Meeting or an Extraordinary General Meeting;

“Members” means the members qualified under Articles 8 and 9;

“Non-Member Directors” means those directors who are not Members of the Association and who are appointed by the Board pursuant to Article 58(3);

“Officers” means the President of the Association, the Junior Vice President and the Senior Vice President;

“Special Resolution” means any resolution of the Members required to be passed by a majority of not less than three-fourths of the Members voting in person or, if appropriate, by proxy, and as more specifically determined by the Act.

Words importing the singular number only include the plural number and vice versa and words importing the masculine sex include the feminine also.

Words importing person include corporations.

References to any statute or other legislative provisions shall include any re-enactment thereof for the time being in force.

CONSTITUTION

2. For the purposes of registration the number of the Members of the Association is declared to be unlimited.
3. These Articles shall be construed with reference to the provisions of the Act and terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Act.
4. The Association is established for the purposes expressed in the Memorandum of Association.

INCOME AND PROPERTY

5. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in the Memorandum of Association; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever, by way of profit, to the Members of the Association; provided that nothing herein shall prevent the payment, in good faith, of any of the following:
 - (1) reasonable and proper remuneration to any Director, Officer, the Secretary, servant or Member of the Association or any member of the Council or the Association in return for any services actually rendered to the Association;
 - (2) out-of-pocket expenses incurred by any such person in furtherance of the business of the Association;

- (3) interest not exceeding a normal commercial rate on money lent by any such person to the Association;
 - (4) rent for premises demised or let by any such person to the Association; and
 - (5) reasonable and proper compensation to any such person whilst attending to the business of the Association.
6. All surplus monies of the Association shall be invested in accordance with sound commercial practice.
7. Every Member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up during the time that he is a Member or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a Member, and the costs, charges and expenses of winding up the same, and for adjustment of the rights of contributories amongst themselves, such amount as may be required not exceeding the sum of two pounds and ten pence.

MEMBERSHIP AND ASSOCIATESHIP

8. The Members at the date of adoption of these Articles and such other person as shall be admitted to Membership in accordance with these Articles, and none other, shall be Members of the Association and be entered in the register of Members as such.
9. The persons eligible for election as Members of the Association shall be:
 - (1) any member of the Royal College of Veterinary Surgeons and any person whose name is entered on the Supplementary Veterinary Register kept in accordance with Section 8 of the Veterinary Surgeons Act 1966;
 - (2) any holder of such other qualification in veterinary medicine and/or surgery as the Council shall from time to time approve; and
 - (3) any student at a university veterinary school studying for a degree entitling the holder to membership of the Royal College of Veterinary Surgeons or a degree in the process of accreditation by the Royal College of Veterinary Surgeons (in either case referred to in Article 26 as student Members).
10. Any person who is not eligible for Membership of the Association under Article 9 but who holds such degree, diploma or relevant experience as the Council shall from time to time approve may, in the absolute discretion of the Council, be elected as an associate (hereinafter referred to as an "Associate"), on payment of such subscription as shall be decided from time to time by the Association in General Meeting. Associates shall have the privileges of Members but shall not be entitled to vote and shall cease to be Associates on the same terms as Members cease to be Members.
11. Any Member or Associate wishing to withdraw from the Association shall give written notice to the Secretary on or before the 1st day of December of the

current year, and thereupon and subject to the payment of any arrears of subscription due his name shall be removed from the list of Members or Associates (as the case may be) and he shall be deemed to have resigned.

12. (1) The name of a Member or Associate may be struck off the list of Members or Associates (as the case may be) by the Council on any one or more of the following grounds, namely:
 - (a) that such Member or Associate has in the opinion of the Council acted or conducted himself in a way prejudicial or contrary to the best interests of the Association;
 - (b) that the name of such Member has been removed from the Veterinary Register or the Supplementary Veterinary Register kept in accordance with Section 8 of the Veterinary Surgeons Act 1966 or the name of such Associate has been removed from the relevant trade and/or professional register of the Associate; or
 - (c) (in the case of a person who at the time of becoming a Member or Associate was eligible for Membership or Associateship by virtue of holding a qualification in veterinary medicine and/or surgery other than membership of the R.C.V.S. or the entry of his name in the said Supplementary Veterinary Register) that such qualification has been removed or that a licence to practise formerly held by him has been withdrawn or not renewed.
 - (2) If it shall be proposed that the name of a Member or Associate shall be struck off the list of Members or Associates of the Association on any of the grounds set out in sub-paragraph (a) of this Article there shall be sent to such Member or Associate not less than 21 clear days before the date on which such matter shall be enquired into by the Council a copy of any information or complaint concerning him which will be placed before the Council and he shall be entitled to appear before the Council personally or by Counsel or Solicitor to show cause why his name should not be so struck off and any Member or Associate submitting such information or complaint shall be entitled similarly to appear.
13. In all cases where the name of a Member or Associate is struck off the list of Members or Associates the decision of the Council shall be final.
 14. The terms and conditions which may prevent any person eligible under Article 9 from becoming a Member of the Association shall be prescribed from time to time by the Council subject to confirmation by a General Meeting of the Association.
 15. No person who shall have been a Member or Associate of the Association and ceased to be such shall be eligible for re-election either as a Member or as an Associate until he shall have paid all arrears of subscription (if any) due to the Association at the date when his former Membership or Associateship ceased, and no person whose name shall have been struck off the list of Members or

Associates under the provisions of Article 12 shall be eligible for re-election either as a Member or as an Associate without the sanction previously obtained of the Council.

RIGHTS OF MEMBERS

16. Every Member of the Association shall, subject to Articles 18, 19, 30 and 31, be entitled to attend and vote at all General Meetings. He shall also be entitled to have sent to him free and post free copies of the official journal and the Annual Report of the Association as and when published.
17. No right or privilege of any Member shall be in any way transferable or transmissible, except as provided for in regard to voting by proxy, but all such rights and privileges shall cease upon the Member ceasing to be such, whether by death, resignation or otherwise.

HONORARY MEMBERS AND HONORARY ASSOCIATES

18. (1) Such eminent professional and scientific persons and others who, in the opinion of the Council, will confer honour on or advance the interests of the Association, may on the recommendation of the Council be elected Honorary Associates by an Annual General Meeting until the conclusion of the next Annual General Meeting of the Association. Every Honorary Associate shall on the recommendation of the Council be eligible for re-election as an Honorary Associate at the next Annual General Meeting of the Association following his appointment or re-appointment and failing such re-election shall cease to be an Honorary Associate at the conclusion of that Annual General Meeting. Honorary Associates shall have none of the liabilities of Members and shall not be entitled to any vote but shall have the privilege of attending the Annual Congress. Honorary Associates shall also be entitled to have sent to them free and post free copies of the official journal and the Annual Report of the Association as and when published. They shall also be entitled to such other privileges as shall be conferred upon them by the Council with the sanction of an Annual General Meeting.
- (2) Such eminent professional and scientific persons and others who may have rendered distinguished service to the Association or to the veterinary profession, or to the advancement of veterinary science may be elected Honorary Members by an Annual General Meeting of the Association on the recommendation of the Council. Honorary Members shall have none of the liabilities of Members and shall not be entitled to any vote unless previously Members of the Association but shall have the privilege of attending the Annual Congress and such other privileges as shall be conferred upon them by the Council with the sanction of an Annual General Meeting. Members of the Association accorded the distinction of Honorary Membership, though exempted from the payment of future subscriptions, shall retain all their rights and privileges including the right to vote and receive the publications of the Association under Article 16 and shall remain subject to liability under Clause 6 of the Memorandum. Every Honorary Member shall cease to be such upon a Resolution of the Council to that effect passed by a two-thirds majority of those present

and confirmed by an Annual General Meeting and in relation to any proceedings of the Council under this provision, Article 12(2) shall apply (with any necessary amendments to give effect thereto).

LIFE MEMBERS

19. Any Member who, in the opinion of the Council, has given long and valuable support to the Association, may be elected a Life Member of the Association by a General Meeting of the Association on the recommendation of the Council. Life Members, though exempted from the payment of future subscriptions, shall retain all their rights and privileges including the right to vote and receive publications of the Association under Article 16 and shall remain subject to liability under Clause 6 of the Memorandum. Every Life Member shall cease to be such upon a Resolution of the Council to that effect passed by a two-thirds majority of those present and confirmed by an Annual General Meeting, and in relation to any proceedings of the Council under this provision Article 12(2) shall apply (with any necessary amendments to give effect thereto).

AFFILIATION

20. Such veterinary association or other bodies as shall apply to the Board, after approval by and at the discretion of the Board and subject to confirmation by an Annual General Meeting, may be affiliated to the Association on payment of the annual affiliation fee as may be determined by the Board from time to time (hereinafter referred to as an "Affiliate"). An Affiliate's membership will be reviewed by the Board every five years. An Affiliate, after consideration by and at the discretion of the Board and subject to confirmation by an Annual General Meeting, may be disaffiliated.

DIVISIONS

21. Subject to Articles 22 and 23 hereof any group of usually 100 or more Members may associate themselves together and apply to the Board for recognition as a Division of the Association (hereinafter referred to as a "Division") on the grounds of geographical location (hereinafter referred to as a "Territorial Division") or of sectional professional interest (hereinafter referred to as a "Specialist Division") and any such group of Members shall be a Territorial or Specialist Division as the case may be, after approval by and at the discretion of the Board, and subject to confirmation by an Annual General Meeting. Any group of Members (whether more or less than 100) recognised as a Division before the 13th day of March 1970 shall be deemed to have been recognised hereunder.
22. The recognition by the Board of any group of Members as a Division may be refused or withdrawn as the case may be in any of the following circumstances:
- (1) if the proposed constitution of a Division applying for recognition and any proposed amendment to the constitution of a recognised Division shall not be submitted to and approved by the Board; or
 - (2) if a Division applying for recognition or a recognised Division fails to pay such annual or other fee to the Association as the Board may from time to time determine.

23. Nothing in these Articles shall prevent a group of Members to or from whom recognition as a Division has been refused or withdrawn from making a fresh application to the Board for recognition.
24. Every Division shall: (i) appoint from time to time and shall at all times have an Honorary Secretary and shall give the Secretary of the Association notice of such appointment and (ii) elect as its officers only such persons as are Members. The officers of a Division shall include the President, the Honorary Treasurer, the Honorary Secretary and the Public Relations Officer.
25. Subject to the rules herein contained, each Division shall be free to govern itself in such manner as it shall think fit.
26. The student Members of the Association may associate themselves together with the intention of forming a Student Division of the Association and the provisions of these Articles relating to Members applying for recognition shall apply to student Members so applying who shall when recognised be deemed to be a Specialist Division.

BRANCHES

27. Any two or more Divisions recognised or deemed to have been recognised under these Articles may associate themselves together and apply to the Board for recognition as a Branch of the Association, provided that the provisions of Articles 22 to 26, shall apply (with any necessary amendments) to Branches and to Divisions applying for recognition as a Branch as they apply to Divisions and to a group of Members applying for recognition as a Division.

SUBSCRIPTIONS

28. Members (other than Honorary Members and Life Members) and Associates (other than Honorary Associates) shall pay an annual subscription of such amounts as may from time to time be decided at the Annual General Meeting. The Board at its discretion may introduce other annual subscription rates, including special introductory rates, for various other classes of member or group of members which are, on an individual basis, lower than the annual subscription rate set for Members at the Annual General Meeting. In each case the first payment of such subscription shall become due immediately on election, and each subsequent payment shall become due on each anniversary of election. Notwithstanding the due date for payment of subscriptions the Board may agree to the payment of subscriptions on a monthly, quarterly or half-yearly (rather than annual) basis, but this shall not affect the legal liability of a Member to pay for the entire amount of the subscription due in respect of each year.
29. The payment by any Member or Associate of this first subscription shall be deemed a declaration of acquiescence in and submission to the provisions of these Articles of Association and the by-laws of the Association, and to any additions or alterations thereto which may be made from time to time by the Association in manner herein provided.
30. No newly elected Member or Associate shall participate in any of the advantages or privileges of the Association until such Member or Associate shall have paid the amount of subscription due on admission. In the case of a newly elected

Member, until the amount of subscription due on admission is paid, he shall also not be eligible to vote on any question as a Member of the Association.

31. Notice shall be sent to all Members and Associates whose subscriptions shall be unpaid. Should the subscription of any Member or Associate remain unpaid by more than two months he shall cease to be a Member or an Associate, as the case may be, of the Association.

PUBLICATIONS AND PREMISES

32. The Association shall issue such publications and at such times and in such manner as the Board shall direct.
33. The Board shall have power to acquire offices or other premises for the better carrying on of the work of the Association at such rent and upon such terms and conditions as it may deem necessary or advisable.

GENERAL MEETINGS

34. Annual General Meetings shall be held once in each calendar year at such place as may be determined by the Association in General Meeting on the recommendation of the Board. Not more than fifteen months shall be allowed to elapse between any two successive Annual General Meetings.
35. The Board or the Council may call an Extraordinary General Meeting whenever the Board or the Council thinks fit. The procedure laid down in these Articles with reference to Annual General Meetings shall apply to Extraordinary General Meetings.
36. Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act.
37. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting and the nature of the business to be transacted shall be given to the Members of the Association.
38. The Chairman of the Board, or in his absence one of the other Directors to be selected by the Meeting, shall be Chairman at all General Meetings. Failing any of these the Members present shall appoint one of their number to preside as Chairman.
39. The Chairman of an Annual or Extraordinary General Meeting other than a meeting requisitioned under Article 36 may with the consent of the meeting adjourn any business, 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 from which the adjournment took place.
40. The business of an Annual General Meeting shall be to transact such business relating to the internal affairs of the Association as by the Memorandum and

Articles of the Association for the time being shall be appointed to be transacted which will include:

- (1) electing the Officers, viz, President and Junior Vice President;
- (2) the appointment and re-appointment of Non-Member Directors (when applicable pursuant to Article 62);
- (3) electing Honorary Members and Life Members when recommended by the Council;
- (4) considering the Annual Report, Income and Expenditure Account, Balance Sheet, and Auditors' Report, presented by the Board; and
- (5) appointing and fixing the remuneration of an Auditor or Auditors.

Only Members and those Honorary and Life Members specified in Articles 18 and 19 shall be entitled to attend and vote at the Annual General Meeting.

41. No business shall be transacted at any General Meeting unless a quorum of not less than twenty Members is present at the commencement of business.
42. If within half an hour from the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition as provided in Article 36 hereof shall be dissolved; in any other case it shall stand adjourned to the same day in the following week at the same time and place, and if at such adjourned meeting a quorum is not present it shall be adjourned to such time and place as the Chairman of the General Meeting shall determine.
43. At any General Meeting a Resolution put to the vote of the meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded:
 - (1) by the Chairman;
 - (2) by at least twenty Members present in person or by proxy; or
 - (3) by any Member or Members present in person or by proxy and representing not less than one tenth of the total voting rights of all the Members having the right to vote at the meeting.

Unless a poll be 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 Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution. The demand for a poll may be withdrawn.

44. Subject to the provisions of Article 45, if a poll is duly demanded it shall be taken in such manner and at such time and place as the Chairman shall direct and the result of the poll shall be deemed to be the Resolution of the meeting at which the poll was demanded.

- 45. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.
- 46. In the case of 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.
- 47. Subject to Articles 18, 19, 30 and 31, every Member shall have one vote.
- 48. On a poll votes may be given either personally or by proxy.
- 49. The instrument appointing the proxy shall be in writing under the hand of the appointer, and shall be in the following form:

“To THE BRITISH VETERINARY ASSOCIATION:-

I,
of
a Member of the Association and entitled to vote, hereby appoint the President of the Association, or failing him, the Senior Vice President, or failing him the Junior Vice President (all of 7 Mansfield Street, London, W1G 9NQ), or failing him, whoever shall be the Chairman as my proxy to vote for me and on my behalf at the General Meeting of the Association to be held on the day of 20 or at any adjournment thereof.

Resolution Number	1	2	3	4	5	6
For						
Against						

As witness my hand this day of 20
Signature of Member
.....

Please indicate with an “X” in the spaces above how you wish your votes to be cast. Upon receipt of a Form of Proxy duly signed but without any specific directions, all your votes will be cast as your proxy thinks fit.

NB - This proxy form must be deposited at the registered office of the Association not less than 48 hours before the time for the holding of the Meeting.”

- 50. A proxy shall be deposited at the registered office of the Association not less than forty eight hours before the time for the holding of the meeting at which the person named in such instrument proposes to vote, and shall only be valid for the particular meeting in respect of which it shall be given, or any adjournment thereof.

OFFICERS

- 51. There shall be the following Officers of the Association, viz., President and Junior Vice President and Senior Vice President.

52. In the event of incapacity or prolonged absence of the President the Senior Vice President shall act in his place Provided that in the event of the corresponding incapacity or prolonged absence of the Senior Vice President then the Junior Vice President shall so act. In the event of a vacancy occurring amongst the Officers, the Council may at its discretion appoint a substitute to fill the vacancy at its next meeting and the appointment shall continue until the next Annual General Meeting.

PRESIDENT

53. At each Annual General Meeting there shall be elected to hold office for the ensuing year:
- (1) a President; and
 - (2) a Junior Vice President who shall be eligible for election as President for the year immediately following his term of office as Junior Vice President.
54. The President for the previous year shall hold office for the year immediately following his term of office as President, and shall be designated Senior Vice President.
55. The President, Junior Vice President and Senior Vice President for the ensuing year shall enter upon the duties of their respective offices at the termination of each Annual General Meeting.
56. The President shall be ex officio Chairman of all meetings of the Council held during his term of office, and shall state and put questions and maintain order at the Council meetings. The President shall be the principal representative of the Association in relation to veterinary matters, of policy and practice.

DIRECTORS

57. Unless otherwise determined in General Meeting the number of Directors shall be not less than three but shall not be more than nine.
58. The Board shall be comprised of:
- (1) the Officers. Any such Director shall be subject to automatic retirement as a Director on ceasing to be an Officer and vice versa;
 - (2) up to four Directors appointed by the Council from the Members. If any such appointee Director is a Member of the Council such Director will resign from the Council; and
 - (3) up to two Directors appointed by the Appointments Committee from outside the Membership and any such appointments made by the Appointments Committee shall in accordance with Article 62 resign at the next Annual General Meeting but may be eligible for re-appointment.

POWERS OF DIRECTORS

59. Subject to the provisions of the Act, the Memorandum and these Articles, and to any directions given by Special Resolution, the business of the Association shall be managed by the Directors who may exercise all the powers of the Association (including the borrowing of monies). No alteration of the Memorandum or these Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by these Articles and a meeting of Directors at which a quorum is present may exercise all the powers exercisable by the Directors.
60. The Board shall have power from time to time to make, vary and repeal rules and by-laws for the regulation of the business and the affairs and management of the Association, its Officers and staff: provided that any rule or by-law or any alteration in or repeal of any existing rule or by-law shall not be made unless a fair copy or copies of the same shall have been suspended in the Offices of the Association for and during one month previous to the Board meeting at which it is intended to propose the same, and no rule or by-laws shall have any effect or validity if it involves any addition to alteration of or inconsistency with these Articles.
61. The Board shall annually cause a report of the general state and proceedings of the Association to be presented at each Annual General Meeting. A copy of such report shall not less than twenty-one days before the date of the meeting be sent to every Member of the Association.

APPOINTMENT AND RETIREMENT OF NON-MEMBER DIRECTORS

62. At each Annual General Meeting those Non-Member Directors who shall not have been re-elected or appointed at either of the two previous Annual General Meetings shall retire from office. A Director retiring at a meeting may, if willing to act, be reappointed and if not reappointed shall retain office until the dissolution of such meeting. A Director, subject to Article 75, shall not be reappointed if he shall have been a director for six years.
63. If the Association at the meeting at which a Non-Member Director retires by rotation does not fill the vacancy, the retiring Non-Member Director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a Resolution for the reappointment of the Non-Member Director is put to the meeting and lost or such Director, subject to Article 75, shall have been a Director for six years.
64. No person other than a Non-Member Director retiring by rotation shall be appointed or reappointed a Non-Member Director at any General Meeting unless:
- (1) he is recommended by the Directors; or
 - (2) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a Member qualified to vote at the meeting has been given to the Association of the intention to propose that person for appointment or reappointment

stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Association's register of Directors together with a notice executed by that person of his willingness to be appointed or reappointed.

65. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a General Meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a Non-Member Director retiring by rotation at the meeting) who is recommended by the Directors for appointment or reappointment as a Non-Member Director at the meeting or in respect of whom notice has been duly given to the Association of the intention to propose him at the meeting for appointment or reappointment as a Non-Member Director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Association's register of Directors.

APPOINTMENT AND RETIREMENT OF COUNCIL DIRECTORS

66. Council Directors who shall have held office for three years or more since appointment by the Council or reappointment by Council to the Board shall retire from office at the next Council Meeting. A Director retiring at a meeting may, if willing to act, be reappointed and if not reappointed shall retain office until the dissolution of such meeting. A Council Director, subject to Article 75, shall not be reappointed if he shall have been a Director for six years. A Council Director who has already served as an Officer may only hold term as a Council Director for three years, subject to Article 75.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

67. A Director shall cease to hold office if he:
- (1) ceases to be a Director by virtue of any provision in the Act, is removed from office pursuant to these Articles or is prohibited in law from being a Director;
 - (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - (3) becomes bankrupt, has an interim receiving order made against him, makes an arrangement or compounds with his creditors generally or applies to the court for an interim order under Section 253 of the Insolvency Act 1986 in connection with a voluntary arrangement under that Act;
 - (4) resigns his office by notice to the Association;
 - (5) is absent without the permission of the Directors from all their meetings held within a period of six months and the Directors resolve that his office be vacated; or
 - (6) is removed from office by notice addressed to him at his last known address and signed by all his co-Directors.

DIRECTORS' REMUNERATION AND EXPENSES

68. The aggregate remuneration of the Directors shall be such sum (if any) as shall be voted to them by the Members in General Meeting and such remuneration shall be divided amongst the Directors as the Directors shall determine.
69. The Directors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or General Meetings or otherwise in connection with the discharge of their duties.
70. Except to the extent permitted by Clause 4 of the Memorandum and Article 81, no Director shall take or hold any interest in property belonging to the Association or receive remuneration.

PROCEEDINGS OF DIRECTORS

71. Subject to the provisions of these Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote.
72. The quorum for the transaction of the business of the Directors may be fixed by the Directors but shall not be less than one third of their number or two Directors, whichever is the greater.
73. The Directors may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a General Meeting.
74. The Directors may appoint one of their number who is not an Officer (unless there are no other Directors appointed or willing to be Chairman) to be the Chairman of their meetings, for an expected term of three years, but may at any time remove him from that office. Unless he is unwilling to do so, the Director so appointed shall preside at every meeting of Directors at which he is present. But if there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be Chairman of the meeting.
75. A Director who is appointed Chairman at any time within six years of his appointment as Director shall not be re-elected a Director if he shall have been a Director for nine years.
76. The Directors may appoint sub-committees consisting of three or more Directors and non-Directors (provided the Directors shall always be in the majority on any such sub-committee) for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Directors would be more conveniently undertaken or carried out by a sub-committee provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Directors.

77. The Directors shall establish an Audit Committee. The terms of reference of such committee will be determined from time to time by the Directors. Provided there are such Directors willing to serve, the committee shall have a majority of members who are not Officers. The Chairman of the committee will be appointed by the Board.
78. The Directors shall establish an Appointments Committee. The terms of reference of such committee will be determined from time to time by the Directors. The Appointments Committee will be composed of three Directors, the Chairman (who will chair the Committee) and an officer and one other, and, in addition, a member of Council.
79. All acts done by a meeting of Directors, or of a committee of Directors, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
80. A Resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effective as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held. Such a Resolution may consist of several documents in the same form, each signed by one or more of the Directors.
81. Subject to the provisions of the Act, and provided that the Director has disclosed to the Board the nature and extent of any material interest of the Director, a Director may be a party to, or otherwise interested in, any transaction or arrangement with the Association or in which the Association is otherwise interested.
82. A Director may not vote at a meeting of the Board or a committee of the Board on any resolution of the Board concerning a matter in which the Director has an interest.

SECRETARY

83. Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

THE COUNCIL

84. The Council's primary role shall be:
- (1) that of the representative body of the Members and to represent the Members' views on matters of veterinary policy;
 - (2) to advise the Board on matters of veterinary policy;
 - (3) to appoint four Members as Directors of the Board (the appointments shall only be made from those individuals recommended for

appointment by the Appointments Committee. Council, however, may reject all or some of the recommendations and in this event the Appointments Committee may make further recommendations);

- (4) to approve new Members of the Association (and removal) and to recommend for election Honorary Members, Honorary Associates and Life Members; and
- (5) to recommend for election the Council's preferred candidates for President and Junior Vice President.

85. The Council shall be composed as follows:

- (1) the Officers;
- (2) the last three Senior Vice Presidents of the Association;
- (3) one representative from each Region (the Regions being geographical areas in the United Kingdom as determined from time to time by the Board) and one representative from certain Specialist Divisions as shall be determined by the Board from time to time, such representatives shall serve for a three year term (a representative's term may be extended by one year at the discretion of the Board) and may be reappointed for further terms, except if a representative has served two consecutive terms he may not be appointed for a third consecutive term but may be appointed for subsequent terms after a gap of three years following the end of the second consecutive term;
- (4) one representative from a recognised Branch within Northern Ireland, Scotland and Wales;
- (5) Chairman of any standing committees appointed by the Board; and
- (6) in the case of joint committees established by the Association and the Royal College of Veterinary Surgeons the chairman of each such committee where such chairman has been appointed by the Association or, where such chairman has been appointed by the said Royal College, the vice-chairman of such committee;
- (7) two Members who have each graduated with a degree in veterinary surgery entitling them to membership of the Royal College of Veterinary Surgeons no more than eight years previously; and
- (8) one representative from each Affiliate by invitation of Council.

86. The President, or in his absence one of the Officers, shall be Chairman at all Council Meetings. Failing any of these the members of the Council present shall appoint one of their number to preside as Chairman.

87. Representatives of the Regions, Specialist Divisions, recognised Branches within Northern Ireland, Scotland and Wales and Affiliates may have alternates to attend meetings of the Council in their absence and the names of persons eligible to serve as such alternatives shall be notified to the Association by the Regional representative, recognised Branch, Specialist Division or Affiliate at the

time when the name of the original representative is notified and thereupon in the absence of the original representative one of the alternates shall be entitled to attend and, if entitled, vote at meetings of the Council. In the case of an alternate to Representatives of Regions, these may only be the relevant members services group's regional representatives.

88. No person shall be eligible for election or appointment as a member of the Council unless at the time of his election or appointment he shall be a Member of the Association, and if any member of the Council shall for any cause cease to be a Member of the Association he will cease automatically to be a member of the Council.
89. The Council shall meet at least four times a year and on such other occasions as may be necessary. Ten members of the Council shall form a quorum or such greater number as may from time to time be determined by the Council.
90. Divisions and also members of the Council who desire to introduce any subject for discussion at a meeting of the Council, shall at least 14 days prior to the meeting give notice thereof in writing to the Association. Urgent matters may be admitted at the discretion of the President or Chairman of the meeting (if not the President) or by vote of the Council.
91. A meeting of the Council shall be called by the President whenever he shall think fit, or upon receiving a requisition signed by not less than ten members of the Council and specifying the business for which a meeting is required.
92. No business shall be transacted at a meeting called in accordance with Article 89 other than that for which the meeting is called.
93. At any meeting of the Council where a matter is put to a vote the decision of the majority shall prevail, and in the case of an equality of votes the President shall have a casting vote. The representative of an Affiliate sitting on Council shall have no vote until such Affiliate has 100 or more Associates or Members. The Council may act notwithstanding any vacancy in their body.
94. Committees of Council may be appointed and dissolved by the Board.
95. All Officers of the Association have the right to attend any meetings convened under these Articles or the By-laws.
96. The Chairman of the Board and at least one other Director should attend Council and may speak with the President's permission. The President may invite any Member or non-Member to attend any Council meeting.
97. The President may at any time, at his discretion, direct any meeting of a committee of the Council to be held, and any measure to be taken, which may appear to him necessary for the benefit of the Association, provided that no such directions shall be given for any measure which would otherwise require an authority or Resolution of the Association in General Meeting.
98. Every member of the Council or of any committees of the Council shall be paid by the Association such reasonable travelling, hotel and other expenses as they may be authorised to incur in attending or returning from meetings of the

Association or of the Council or of committees of the Council duly appointed by the Board, or otherwise in or about the affairs of the Association.

AUDITORS

99. One or more properly qualified Auditor or Auditors to certify the correctness of the Accounts of the Association shall be appointed. The appointment and duties of the Auditor or Auditors shall be regulated by the Act.

THE SEAL

100. The Common Seal of the Association shall be of the design shown hereon, and shall bear the title of the Association. The Common Seal shall remain in the custody of the Secretary. The Common Seal shall only be affixed to any document by order of the Board and in the presence of two members of the Board or one Director and the Secretary, who shall attest such sealing and that the same was done by order of the Board.

NOTICES

101. A notice may be served upon any Member either personally or by sending it through the post in a prepaid letter or postcard or enclosure in a wrapper addressed to such Member at his registered address if any, for service. In the latter case it shall be deemed to have been served 24 hours after the time when the letter, postcard or wrapper containing the same was posted, and in proving such service it shall be sufficient to prove that the letter, postcard or wrapper containing the notice was properly addressed and posted.
102. If a Member has not a registered address for service, any notice shall be sufficiently served on him by posting up in the office of the Association such notice addressed generally to the Members, or by including the same in the Official Journal of the Association.
103. The accidental omission to send or the non-receipt by any Member of any notice of a meeting shall not invalidate the proceedings at such meeting.

BOOKS AND ACCOUNTS

104. The Board shall in accordance with section 221 of the Act, cause proper books of account to be kept.
105. The books of account shall be kept at the registered office of the Association or at such other place or places as the Board thinks fit, and, subject to any reasonable restrictions which may from time to time be imposed by the Board, shall at all times be open to the inspection of the Members during business hours.
106. The Board shall in every year, in accordance with the Act, cause to be prepared and to be laid before the Association at the Annual General Meeting an Income and Expenditure Account for the past year, made up to a date not more than nine months before such meeting, and a Balance Sheet as at the date to which the said Income and Expenditure Account is made up and containing such particulars and having annexed thereto such documents as are required by the Act. The Balance Sheet shall be signed by two Directors. The Auditors' Report

shall be attached to the Balance Sheet and be open to inspection by the Members as required by section 241 of the Act. The Income and Expenditure Account and Balance Sheet (and Auditors' Report thereon) shall be available for Members via the Association's website.

INDEMNITY

107. Subject to the provisions of the Act every Director or other officer of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

DISSOLUTION

108. Clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.