

Company No. 07164745

Copy of passed resolution for filing at Companies House

THE COMPANIES ACTS 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION

of

BEVA LIMITED

(Passed on 22<sup>nd</sup> September 2010)

The following special resolution was duly passed as a written resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 22<sup>nd</sup> September 2010 by the sole member of the Company

SPECIAL RESOLUTION

THAT new Articles of Association in the form annexed to this Resolution and initialled by a director for the purpose of identification be approved and adopted by the Company in substitution for and to the exclusion of the existing Articles of Association of the Company

  
Director



THE COMPANIES ACTS 1985 AND 2006

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COMPANY LIMITED BY GUARANTEE

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ARTICLES OF ASSOCIATION

OF

BEVA LIMITED  
(a Registered Charity)

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MILLS REEVE



## 1 Interpretation

### 1.1 In these Articles

"**the 1985 Act**" means the Companies Act 1985,

"**the 2006 Act**" means the Companies Act 2006,

"**address**" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a text message number in each case registered with the Charity,

"**the Charity**" means the company intended to be regulated by these Articles,

"**the Chairman**" means the chairman of the Directors who shall be appointed in accordance with Article 25,

"**clear days**" in relation to the period of a notice means a period excluding the day when the notice is given or deemed to be given, and the day for which it is given or on which it is to take effect,

"**the Commission**" means the Charity Commission for England and Wales,

"**the Council**" means the body as set out under Article 27,

"**the Directors**" means the directors of the Charity The directors are charity trustees as defined by Section 97 of the Charities Act 1993,

"**the Memorandum**" means the memorandum of association of the Charity,

"**officers**" includes the Directors and the Secretary,

"**Provisional Member**" means a prospective Member who has been approved by the Directors but is awaiting final approval by the Members at the next annual general meeting,

"**the seal**" means the common seal of the Charity if it has one,

"**Secretary**" means the secretary of the Charity appointed pursuant to Article 28,

“the United Kingdom” means Great Britain and Northern Ireland, and

words importing one gender shall include all genders, and the singular includes the plural and vice versa

1 2 Unless the context otherwise requires words or expressions contained in these Articles have the same meaning as in the 1985 Act or the 2006 Act but excluding any statutory modification not in force when this constitution becomes binding on the Charity

1 3 Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force

## 2 Name

The name of the Charity is BEVA LIMITED

## 3 Registered Office

The Charity's registered office is to be situated in England

## 4 Objects

4 1 To advance the veterinary and allied sciences for the welfare of the horse for the public benefit by

4 1 1 promoting the education and training of veterinary surgeons interested in equine practice, teaching and research, and

4 1 2 promoting research into equine health and the dissemination of the useful results thereof

## 5 Powers

5 1 In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose)

- 5 1 1 to raise funds In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations,
- 5 1 2 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,
- 5 1 3 to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity In exercising this power, the Charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006,
- 5.1 4 to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed The Charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land,
- 5 1 5 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them,
- 5 1 6 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects,
- 5 1 7 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects,
- 5 1 8 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
- 5 1 9 to employ and remunerate such staff as are necessary for carrying out the work of the Charity The Charity may employ or remunerate a Director only to the extent it is permitted to do so by clause 6 and provided it complies with the conditions in that clause,
- 5 1 10 to
- (i) deposit or invest funds,



- (ii) employ a professional fund-manager, and
- (iii) arrange for the investments or other property of the Charity to be held in the name of a nominee,

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000,

5 1 11 to provide indemnity insurance for the Directors or any other officer of the Charity in relation to any such liability as is mentioned in subclause 5 1 14 of this clause, but subject to the restrictions specified in subclause 5 1 15 of the clause,

5 1 12 to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity, and

5 1 13 to do all such other lawful things as are necessary for the achievement of the Objects

5 1 14 The liabilities referred to in sub-clause 5 1 11 are

- (i) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity,
- (ii) the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading)

5 1 15 The following liabilities are excluded from sub-clause 5 1 14(i)

- (i) fines,
- (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer, and



- (iii) liabilities to the Charity that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not

5 1 16 There is excluded from sub-clause 5 1 14(ii) any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation

## 6 Directors

6 1 The income and property of the Charity shall be applied solely towards the promotion of the Objects but

6 1 1 a Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity,

6 1 2 subject to the restrictions in sub-clause 6 2, a Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense,

6 1 3 a Director may receive an indemnity from the Charity in the circumstances specified in Article 32,

6 1 4 none of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity This does not prevent a member who is not also a Director receiving

- (i) a benefit from the Charity in the capacity of a beneficiary of the Charity, and

- (ii) reasonable and proper remuneration for any goods or services supplied to the Charity

6 2 No Director may

- 6 2 1 buy any goods or services from the Charity,
- 6 2 2 sell goods, services or any interest in land to the Charity,
- 6 2 3 be employed by, or receive any remuneration from the Charity,
- 6 2 4 receive any other financial benefit from the Charity,

unless

- (i) the payment is permitted by sub-clause 6 3 of this clause, does not exceed an amount that is reasonable in all the circumstances, and does not result in a majority of the Directors having received a financial benefit from the Charity, save that at such time as each individual Director has completed eight days worth of services for the Charity, not being services in his capacity as Director, he shall be entitled to be paid a daily rate to be determined by the Member(s), or
- (ii) the Directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes

- 6 3 A Director may receive a benefit from the Charity in the capacity of a beneficiary of the Charity
- 6 4 A Director may enter into a contract for the supply of goods or services to the Charity where that is permitted in accordance with, and subject to the conditions in, section 73A of the Charities Act 1993
- 6 5 A Director may receive interest on money lent to the Charity at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Directors
- 6 6 A company of which a Director is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Director holds no more than 1% of the issued capital of that company



6 7 A Director may receive rent for premises let by the Director to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that such a Director shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion

6 8 The Directors may arrange for the purchase, out of the funds of the Charity, of insurance designed to indemnify the Directors in accordance with the terms of, and subject to the conditions in, section 73F of the Charities Act 1993

6 9 The employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is

- (i) a partner,
- (ii) an employee,
- (iii) a consultant,
- (iv) a director, or
- (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital

6 10 In sub-clauses 6 1 to 6 9 of this clause 6

6 10 1 "charity" shall include any company in which the Charity

- (i) holds more than 50% of the shares, or
- (ii) controls more than 50% of the voting rights attached to the shares, or
- (iii) has the right to appoint one or more directors to the Board of the company,

6 10 2 "Director" shall include any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Director or any person living with the Director as his or her partner



6 11 If a conflict of interest arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in this memorandum or the articles, the unconflicted directors may authorise such a conflict of interest where the following conditions apply

6 11 1 the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person,

6 11 2 the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting, and

6 11 3 the unconflicted Directors consider it is in the interests of the Charity to authorise the conflict of interest in the circumstances applying

## **7 Limited Liability**

The liability of Members is limited

## **8 Guarantee**

Every Member promises, if the Charity is dissolved while he or she is a Member or within 12 months after he or she ceases to be a Member, to contribute such sum (not exceeding £10) as may be demanded of him or her towards the payment of the debts and liabilities of the Charity incurred before he or she ceases to be a Member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves

## **9 Dissolution**

9 1 The Members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways

9 1 1 directly for the Objects, or

- 9 1 2 by transfer to any charity or charities for purposes similar to the Objects,  
or
- 9 1 3 to any charity for use for particular purposes that fall within the Objects
- 9 2 Subject to any such resolution of the Members of the Charity, the Directors of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Charity be applied or transferred
  - 9 2 1 directly for the Objects, or
  - 9 2 2 by transfer to any charity or charities for purposes similar to the Objects,  
or
  - 9 2 3 to any charity or charities for use for particular purposes that fall within the Objects
- 9 3 In no circumstances shall the net assets of the Charity be paid to or distributed among the Members of the Charity (except to a member that is itself a charity) and if no such resolution is passed by the Members or the Directors the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Commission

## 10 **Members**

- 10 1 The subscribers to the Memorandum are the first Members of the Charity
- 10 2 Membership is open to individuals who
  - 10 2 1 apply to the Charity in the form required by the Directors, and
  - 10 2 2 are approved by a majority of the existing Members at the annual general meeting of the Charity Such individuals will, subject to approval from the Directors be Provisional Members until they are approved to full membership by existing Members at the next annual general meeting

- 10 3 The Directors and/or the Members may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application
- 10 4 The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision
- 10 5 The Directors must consider any written representations the applicant may make about the decision The Directors' decision following any written representations must be notified to the applicant in writing but shall be final
- 10 6 Membership is not transferable to anyone else
- 10 7 The Directors must keep a register of names and addresses of the Members

**11 Classes of Membership**

- 11 1 The Members may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of Members
- 11 2 The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership
- 11 3 The rights attached to a class of membership may only be varied by three-quarters of the Members voting at a general meeting
- 11 4 The provisions in these Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of Members

**12 Termination of Membership**

- 12 1 Membership is terminated if
  - 12 1 1 the Member dies,
  - 12 1 2 the Member resigns by written notice to the Charity unless, after the resignation, there would be less than 2 Members,
  - 12 1 3 any sum due from the Member to the Charity is not paid in full within six months of it falling due,



12 1 4 the Member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a Member from membership may only be passed if

(i) the Member has been given at least 21 days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed, and

(ii) the Member or, at the option of the Member, the Member's representative (who need not be a Member of the Charity) has been allowed to make representations to the meeting

### 13 General meetings

13 1 The Charity shall hold an annual general meeting each year

13 2 A general meeting may at any time be

13 2 1 called by the Directors, or

13 2 2 requisitioned by at least 30 Members

### 14 Notice of general meetings

14 1 The minimum periods of notice required to hold a general meeting of the Charity are

14 1 1 21 clear days for an annual general meeting or a general meeting called for the passing of a special resolution, and

14 1 2 14 clear days for all other general meetings

14 2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote at the meeting who together hold not less than 90 percent of the total voting rights

14 3 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting



out the right of Members to appoint a proxy under section 324 of the 2006 Act and Article 16 of these Articles

- 14 4 The notice must be given to all the Members and to the Directors and auditors
- 14 5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity

**15 Proceedings at general meetings**

- 15 1 No business shall be transacted at any general meeting unless a quorum is present
- 15 2 A quorum is 30 Members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting
- 15 3 If
  - 15 3 1 a quorum is not present within half an hour from the time appointed for the meeting, or
  - 15 3 2 during a meeting a quorum ceases to be present,the meeting shall be adjourned to such time and place as the Directors shall determine
- 15 4 The Directors must reconvene the meeting and must give at least 7 clear days' notice of the reconvened meeting stating the date, time and place of the meeting
- 15 5 If no quorum is present at the reconvened meeting within 15 minutes of the time specified for the start of the meeting the Members present in person or by proxy at that time shall constitute the quorum for that meeting
- 15 6 General meetings shall be chaired by the Chairman
- 15 7 If the Chairman is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting
- 15 8 If there is only 1 Director present and willing to act, he or she shall chair the meeting



- 15 9 If no Director is present and willing to chair the meeting within 15 minutes after the time appointed for holding it, the Members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting
- 15 10 The Members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned
- 15 11 The person who is chairing the meeting must decide the date time and place at which the meeting is to be reconvened unless those details are specified in the resolution
- 15 12 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place
- 15 13 If a meeting is adjourned by a resolution of the Members for more than 7 days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting
- 15 14 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded
- 15 14 1 by the person chairing the meeting, or
- 15 14 2 by at least 2 Members present in person or by proxy and having the right to vote at the meeting, or
- 15 14 3 by a Member or Members present in person or by proxy representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting
- 15 15 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded
- 15 16 The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded
- 15 17 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting

- 15 18 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made
- 15 19 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be Members) and who may fix a time and place for declaring the results of the poll
- 15 20 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded
- 15 21 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately
- 15 22 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs
- 15 23 The poll must be taken within 30 days after it has been demanded
- 15 24 If the poll is not taken immediately at least 7 clear days' notice shall be given specifying the time and place at which the poll is to be taken
- 15 25 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting

**16 Proxies: appointment and voting**

- 16 1 Any Member is entitled to appoint another person as a proxy to exercise all or any of the Member's rights to attend and to speak and vote at a general meeting of the Charity
- 16 2 The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve)

"charity name [ ]

I/We, [ ], of [ ], being a Member/Members of the above-named charity, hereby appoint [ ] of [ ], or failing him/her, [ ] of [ ], as my/our proxy to vote in

my/our name[s] and on my/our behalf at the general meeting of the charity to be held on [ ] 20[ ], and at any adjournment thereof

Signed on 20[ ]”

- 16 3 Where it is desired to afford Members an opportunity of instructing the proxy how to act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve)

“charity name [ ]

I/We, [ ], of [ ], being a Member/Members of the above-named charity, hereby appoint [ ] of [ ], or failing him/her, [ ] of [ ], as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the charity, to be held on [ ] 20[ ], and at any adjournment thereof

This form is to be used in respect of the resolutions mentioned below as follows

Resolution No 1 \* for \* against

Resolution No 2 \* for \* against

\*Strike out whichever is not desired

Unless otherwise instructed, the proxy may vote as s/he thinks fit or abstain from voting

Signed this [ ] day of [ ] 20[ ]”

- 16 4 The appointment of a proxy and any authority under which it is executed (or a copy of such authority certified by a notary or in some other way approved by the Directors) may be lodged with the Charity as follows

16 4 1 in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice



convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or

16 4 2 in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications

(i) in the notice convening the meeting, or


(ii) in any instrument of proxy sent out by the Charity in relation to the meeting, or

(iii) in any invitation contained in an electronic communication to appoint a proxy issued by the Charity in relation to the meeting,

it must be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote,

16 4 3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll, or

16 4 4 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the person chairing the meeting or to the Secretary or to any Director

16 5 An appointment of proxy which is not deposited, delivered or received in a manner described in sub-classes  shall be invalid

16 6 A vote given or poll demanded by proxy or by the duly authorised representative of a Member which is an organisation shall be valid even if the authority of the person voting or demanding a poll has been determined unless notice of the determination was received by the Charity at



- 16 6 1 its registered office, or
- 16 6 2 at such other place at which the instrument of proxy was duly deposited,  
or
- 16 6 3 (where the appointment of the proxy was contained in an electronic  
communication) at the address at which such appointment was duly  
received

before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll

**17 Written resolutions**

A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible Member and a simple majority (or in the case of a special resolution by a majority of not less than 75%) of Members has signified its agreement to the resolution in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more Members have signified their agreement

**18 Votes of Members**

- 18 1 Subject to Article 11, every Member shall have one vote
- 18 2 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final

**19 Directors**

- 19 1 The number of Directors shall be not less than 2 and no more than 10

- 19 2 A Director must be a natural person aged 16 years or older and must be a Member of the Charity
- 19 3 No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 22
- 19 4 The first Directors shall be those persons notified to Companies House as the first directors of the Charity who for avoidance of doubt shall be the President, the Immediate Past President, the President Elect, the Junior Vice President, the Honorary Secretary, the Honorary Treasurer, the Honorary Publications Officer and the Honorary Information Officer of the British Equine Veterinary Association
- 19 5 A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors

## **20 Powers of Directors**

- 20 1 Notwithstanding the duties of the Council as set out in Article 27, the Directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the 1985 Act or the 2006 Act, the Memorandum, these Articles or any special resolution
- 20 2 No alteration of the Memorandum or these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors
- 20 3 Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors

## **21 The Appointment of Directors**

- 21 1 The Directors shall be elected by the Members and shall hold office for 1 year
- 21 2 At the end of a Director's year of service they shall be eligible for re-election at the annual general meeting, save that the Immediate Past President shall not be eligible for re-election, pursuant to Articles 21 3 1 to 21 3 3
- 21 3 The Directors shall be elected or re-elected by the Members at the annual general meeting each year pursuant to Articles 21 3 1 to 21 3 3

- 21 3 1 Any Member wishing to be a Director must submit an application to the Directors at least 2 months before the date of the next annual general meeting Such notification should be accompanied by a short statement not exceeding 250 words explaining his or her suitability for the role of Director
- 21 3 2 The Directors shall circulate the names of those Members wishing to be elected Directors, including the names of any existing Directors wishing to be re-elected, with the notice of the annual general meeting
- 21 3 3 The 8 Members who receive the most votes in accordance with the voting provisions of a general meeting set out under Article 15 shall be the new Directors of the Charity
- 21 4 The Directors may appoint 2 additional Directors provided such appointments are approved by all the existing Directors unanimously in writing
- 21 5 The Directors may appoint any Member who is willing to act to be a Director in the event an existing Director ceases to be a Director as a result of any of the provisions of Article 22 For avoidance of doubt such Member will only remain a Director until the next annual general meeting at which point he will be deemed to have resigned unless he is elected by the Members

## **22 Disqualification and removal of Directors**

- 22 1 A Director shall cease to hold office with immediate effect if he or she
- 22 1 1 ceases to be a Director by virtue of any provision in the 2006 Act or is prohibited by law from being a Director,
- 22 1 2 is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision),
- 22 1 3 ceases to be a Member of the Charity,
- 22 1 4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,



22 1 5 resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect), or

22 1 6 is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated

## **23 Directors' remuneration**

23 1 The Directors must not be paid any remuneration unless it is authorised by Article 6

## **24 Proceeding of Directors**

24 1 The Directors may regulate their proceedings as they think fit, subject to the provisions of these Articles

24 2 Any Director may call a meeting of the Directors

24 3 The Secretary must call a meeting of the Directors if requested to do so by a Director

24 4 Questions arising at a meeting shall be decided by a majority of votes

24 5 No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made

24 6 The quorum shall be 4 or the number nearest to one third of the total number of Directors, whichever is the greater, or such larger number as may be decided from time to time by the Directors

24 7 A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote

24 8 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

24 9 The Chairman shall chair meetings of the Directors



- 24 10 If the Chairman is not present within 15 minutes after the time appointed for the meeting the Directors present may appoint one of their number to chair that meeting
- 24 11 The person appointed to chair meetings of the Directors in the absence of the Chairman shall have no functions or powers except those conferred by these Articles or delegated to him or her by the Directors
- 24 12 A resolution in writing agreed by a simple majority of all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held provided that
- 24 12 1 a copy of the resolution is sent or submitted to all the Directors eligible to vote, and
- 24 12 2 a simple majority of Directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date
- 24 13 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement

## **25 The Chairman**

- 25 1 At the first meeting of the Directors after an annual general meeting they shall elect the Chairman who shall remain in office until the close of the next annual general meeting
- 25 2 The Chairman shall only have those functions and powers as delegated to him by the Directors and these Articles

## **26 Delegation**

- 26 1 Notwithstanding the provisions of Article 27 the Directors may delegate any of their powers or functions to a committee of two or more Directors, Non Director Council Members and any other individuals who the Directors may wish to appoint Any such

delegation may be made subject to any conditions the Directors may impose and may be revoked or altered. The terms of any delegation must be recorded in the minute book.

- 26.2 The Directors may impose conditions when delegating, including the conditions that
- 26.2.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate,
  - 26.2.2 no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.
- 26.3 The Directors may revoke or alter a delegation.
- 26.4 All acts and proceedings of any committees must be fully and promptly reported to the Directors including for avoidance of doubt any acts or proceedings of the Council.
- 26.5 A Director must declare the nature and extent of any interest, direct or indirect, which she or he has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).
- 26.6 Subject to paragraph 26.7, all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director
- 26.6.1 who was disqualified from holding office, or
  - 26.6.2 who had previously retired or who had been obliged by the constitution to vacate office, or
  - 26.6.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,
- if without
- 26.6.4 the vote of that Director, and

26 6 5 that Director being counted in the quorum,

the decision has been made by a majority of the Directors at a quorate meeting

26 7 Paragraph 26 6 does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for paragraph 26 6, the resolution would have been void, or if the Director has not complied with article 26 5

## 27 The Council

27 1 As soon as is practicable after the incorporation of the Charity the Directors shall procure that the Council is established For avoidance of doubt until such time as the provisions of this Article 27 can come into effect the first members of the Council shall be the Directors and those Members who were on the council of the British Equine Veterinary Association who shall remain on the Council until such time as their 3 year office comes to an end

27 2 The Council shall be responsible for the external affairs of the Charity and any other affairs as are delegated to it by the Directors The Council shall ultimately be answerable to the Directors

27 3 The Council shall comprise of 12 elected Members of the Charity ("**Non-Director Council Members**") and all the Directors from time to time The Non-Director Council Members shall be elected in accordance with Articles 27 3 1 to 27 3 4, shall remain in office for a term of 3 years and shall be eligible for re-election for a second term but shall not be eligible for any further re-election after such second term For the avoidance of doubt a Non-Director Council Member may not be a Director of the Charity

27 3 1 3 months before the Charity's annual general meeting, the Directors shall send Non-Director Council Member nomination papers together with a list indicating those existing Non-Director Council Members who are due to retire, to all the Members

27 3 2 Any Member wishing to be a Non-Director Council Member must complete and sign the nomination papers which should also be signed by a proposer and a seconder who must be Members The nomination



papers should be accompanied by a short statement not exceeding 250 words from the nominee explaining his or her suitability for the nomination and then returned to the Directors by a date to be determined at the sole discretion of the Directors

- 27 3 3 The Directors will then circulate voting papers containing the names of the Members wishing to fill the Non-Director Council Member vacancies with the notice for the Charity's annual general meeting. Such voting papers shall be returned by the Members to the Secretary by a date to be determined at the sole discretion of the Directors. The Members with the most supporting votes shall be appointed to take on the vacant role(s) of Non-Director Council Member(s) at the annual general meeting
- 27 3 4 In the event of a vacancy occurring on the Council through resignation or death, such vacancy may be filled up to the time of the next election by the unsuccessful candidate who polled the highest number of votes in the previous election for Non-Director Council Members
- 27 4 The Council shall meet not less than 3 times a year. Additional meetings may be convened by either the Chairman, the Directors acting by simple majority or by a requisition in writing of 6 Non-Director Council Members stating the subject intended to be discussed. Such additional meeting shall be held not later than 21 days after receipt of either the Chairman or the Directors' instructions or the Non-Director Council Members' requisition
- 27 5 The quorum for a meeting of the Council shall be 8 of which at least 4 shall be Non-Director Council Members
- 27 6 All Members of the Council may reclaim all travel and subsistence expenses incurred in relation to each Council meeting



**28 The Secretary**

The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they think fit and any Secretary so appointed by them may be removed by them. The Secretary does not have to be a Member or a Director. Notwithstanding this Article the Directors may, where the Secretary fails to attend a meeting, appoint one of their number or any other person to act as Secretary for the purposes of that meeting.

**29 Minutes**

29 1 The Directors must keep minutes of all

29 1 1 appointments of officers made by the Directors,

29 1 2 proceedings at meetings of the Charity,

29 1 3 meetings of the Directors and committees of Directors and meetings of the Council and such minutes should include,

- (i) the names of the Directors present at the meeting,
- (ii) the decisions made at the meetings, and
- (iii) where appropriate the reasons for the decisions

**30 Accounts**

30 1 The Directors must prepare for each financial year accounts as required by the 2006 Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

30 2 The Directors must keep accounting records as required by the 2006 Act.

**31 Annual Report and Return and Register of Charities**

31 1 The Directors must comply with the requirements of the Charities Act 1993 with regard to

- 31 1 1 the transmission of the statements of account to the Charity,
- 31 1 2 the preparation of an Annual Report and its transmission to the Commission,
- 31 1 3 the preparation of an Annual Return and its transmission to the Commission
- 31 2 The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities
- 31 3 Any notice to be given to or by any person pursuant to the Articles
  - 31 3 1 must be in writing, or
  - 31 3 2 must be given using electronic communications
- 31 4 The Charity may give any notice to a Member either
  - 31 4 1 personally, or
  - 31 4 2 by sending it by post in a prepaid envelope addressed to the Member at his or her address, or
  - 31 4 3 by leaving it at the address of the Member, or
  - 31 4 4 by giving it using electronic communications to the Member's address
- 31 5 A Member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called
- 31 6 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given
- 31 7 Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given
- 31 8 A notice shall be deemed to be given
  - 31 8 1 48 hours after the envelope containing it was posted, or



31 8 2 in the case of an electronic communication, 48 hours after it was sent

### 32 Indemnity

The Charity may indemnify any Director against any liability incurred by him or her in that capacity, to the extent permitted by sections 232 to 234 of the 2006 Act

### 33 Rules

33 1 The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity

33 2 The bye laws may regulate the following matters but are not restricted to them

33 2 1 the admission of Members of the Charity (including the admission of organisations to membership) and the rights and privileges of such Members, and the entrance fee, subscriptions and other fees or payments to be made by Members,

33 2 2 the conduct of Members of the Charity in relation to one another, and to the Charity's employees and volunteers,

33 2 3 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes,

33 2 4 the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Act or by these Articles,


33 2 5 generally, all such matters as are commonly the subject matter of company rules

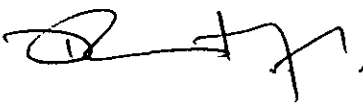
33 3 The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws

33 4 The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of Members of the Charity

33 5 The rules or bye laws, shall be binding on all Members of the Charity No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles

**SIGNATURE, NAME, ADDRESS OF SUBSCRIBER**

Signature   
Name C J HOUSE  
Date 22nd September 2010

Witness to the above signature   
Signature  
Name D R. MOUNTFORD  
Address OLD RECTORY  
FAKENHAM MAGNA  
THETFORD IP24 2QX

Dated 22nd September 2010