

The Companies Act 2006
ARTICLES OF ASSOCIATION

OF
VETLIFE

Last Updated: April 2022

INTERPRETATION

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

“The Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Fund.

“Connected person” means any person falling within one of the following categories:

- (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Director; or
- (b) the spouse or civil partner of any person in (a); or
- (c) any person who carries on business in partnership with a Director or with any person in (a) or (b); or
- (d) an institution which is controlled by either a Director, any person in (a), (b) or (c), or a Director and any person in (a), (b) or (c), taken together;
- (e) a corporate body in which a Director or any person in (a), (b) or (c) has a substantial interest, or two or more such persons, taken together, have a substantial interest.

Sections 350 to 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this Article.

“Authenticated document” means any original document bearing the signature of the requisite individual or a document from a known email address of the requisite individual bearing an electronic signature or an electronic copy of the document bearing the individual’s signature.

“Directors” means the directors of the Fund. The Directors are charity trustees as defined by Section 177 of the Charities Act 2011.

“Electronic form” and “electronic means” have the meaning given to such terms in section 1168 of the Companies Act 2006.

“The Fund” means Vetlife.

“The Members” means the Members qualified under Articles 13, 14, and 15 hereto.

“In writing” means written or printed or partly printed.

Words importing the singular number only include the plural number and vice versa.

Expressions defined or used in the Companies Acts shall be taken as having the same respective meanings when used in these Articles but excluding any statutory modification not in force when this constitution becomes binding on the Fund.

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.

NAME AND REGISTERED OFFICE

2. The name of the Association is “Vetlife” (hereinafter referred to as “the Fund”).
3. The registered office of the Fund will be situated in England.

OBJECTS

4. The object for which the Fund is established is the relief of the charitable needs of veterinary surgeons and veterinary nurses and their relatives or dependants in particular by:
 - (a) providing financial and other assistance to deserving veterinary surgeons and veterinary nurses resident in the UK, Channel Islands or Isle of Man who are in need and are or have been included on the Register of Veterinary Surgeons, or the Register of Veterinary Nurses held by the Royal College of Veterinary Surgeons;
 - (b) providing financial and other assistance to the deserving relatives and dependants of deceased and retired veterinary surgeons and veterinary nurses. In this sub-clause “relatives or dependants” will include such persons as the Directors shall from time to time determine;
 - (c) providing a helpline for veterinary surgeons and veterinary nurses and their relatives or dependants, and for undergraduate veterinary surgeons and student veterinary nurses enrolled on a UK veterinary degree programme, who seek help on health or other social problems;
 - (d) providing for the relief of mental and physical illness, associated with compulsive behaviour or stress or depression, which may or may not result from alcohol or drug addiction or other forms of dependence, in order to allow veterinary surgeons and veterinary nurses to continue with their professional duties and safeguard the public interest;
 - (e) raising awareness of the problems in the veterinary professions associated with mental and depressive disease, drug and alcohol abuse and other forms of compulsive behaviour; and
 - (f) carrying out or funding research in furtherance of the Fund’s charitable objects.

POWERS

5. In pursuance of the objects, but not further or otherwise, the Fund may exercise any of the following powers:

- (g) to hold any residual property or funds from the institutions formerly known as the Victoria Veterinary Benevolent Fund and The Veterinary Surgeons' Health Support Programme Trust in accordance with the trusts or conditions affecting any such property;
- (h) the establishment and maintenance of guilds or of district branch or sectional societies and local and other associations for the promotion assistance or better conduct of all or any of the objects of the Fund;
- (i) to acquire 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 Fund and to hold sell lease or dispose of or otherwise deal with all or any part of the same in such manner as may be thought expedient, subject to compliance as appropriate with sections 117 and 122 of the Charities Act 2011;
- (j) to accept (or disclaim) any bequest devise gift or donation whatsoever (whether of money or of property of any description) towards the objects of the Fund;
- (k) to raise funds by way of subscription, donation or otherwise. In doing so, the Fund must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- (l) to affiliate, combine acquire, amalgamate, merge with or to enter into any partnership or joint venture arrangement with any other charity, association, society or corporation having objects similar in general respects to those of this Fund or being capable of being conducted so as to directly or indirectly benefit this Fund or promote the objects which this Fund is formed to promote but so that none of the funds of this Fund shall be paid to any such other 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 Fund by Article 6 hereof;
- (m) establish or support or aid in the establishment and support of any organisation formed for objects similar to any or all of the Fund's objects;
- (n) to undertake and execute any Charitable Trusts which may lawfully be undertaken by the Fund;
- (o) to deposit or invest funds; employ a professional fund-manager and arrange for the investments or other property of the Fund 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;
- (p) to borrow or raise money and to issue debentures and other securities and for the purpose of securing any debt and obligation of the Fund to mortgage and charge all or any of its property and assets. The Fund must comply as appropriate with sections 124-126 of the Charities Act 2011 if it wishes to mortgage land;
- (q) to apply petition for or promote any Act of Parliament Royal Charter of other authority with a view to the attainment of the above objects or any of them;

- (r) to provide indemnity insurance for the Directors or any other officer of the Fund; in accordance with and subject to the conditions in section 189 of the Charities Act 2011;
- (s) to promote, undertake and commission research, surveys, studies or other work and to disseminate useful results;
- (a) to set aside funds for particular purposes or as reserves against future expenditure;
- (b) to employ and remunerate such persons as are necessary for carrying out the work of the Fund. The Fund may employ or remunerate a director only to the extent it is permitted to do so by Article 6 and provided it complies with the conditions in that Clause;
- (c) to co-operate with other bodies and to exchange information and advice with them; and
- (d) to do all such other lawful things as are incidental or conducive to the attainment of any of the above objects.

APPLICATION OF THE FUND

6. The income and property of the Fund shall be applied solely towards the promotion of its objects and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to members of the Fund and no member of its Board of Directors shall be appointed to any office of the Fund paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Fund, provided that nothing herein shall prevent any payment in good faith by the Fund:-
- (a) of reasonable and proper remuneration to any member officer or employee of the Fund for any services rendered to the Fund;
 - (b) of interest on money by any member of the Fund or of its Board of Directors at a rate per annum not exceeding 2 per cent less than the minimum lending rate for the time being prescribed by the Bank of England or 3 per cent whichever is the greater;
 - (c) of reasonable and proper rent for premises owned by any member of the Fund or of its Board of Directors;
 - (d) of fees remuneration or other benefit in money or money's worth to any company of which a member of the Board of Directors of the Fund may also be a member holding not more than one hundredth part of the capital;
 - (e) to any member of its Board of Directors of out-of-pocket expenses; and
 - (f) of any premium in respect of any indemnity insurance to cover the liability of the members of the Board of Directors which, by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Fund: Provided that any such insurance shall not extend to any claim arising from liability resulting from conduct which the members of the Board of Directors knew, or must be assumed to have known, was not in the best interests of the Fund, or where the members of the Board of Directors did not care whether such conduct was in the best interests of the Fund or not and provided also that any such insurance shall not extend to any claim arising from liability for the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the members of the Board of Directors.

LIABILITY OF MEMBERS AND WINDING-UP

7. The liability of the members is limited.
8. Every member of the Fund undertakes to contribute to the assets of the Fund in the event of the same being wound up during the time that they are a member or within one year afterwards for payment of the debts and liabilities of the Fund contracted before the time at which they cease 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 among themselves such amount as may be required not exceeding one pound.

9. If upon the winding up or dissolution of the Fund there remains after the satisfaction of all debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Fund but shall be given or transferred to some other charitable institutions having objects similar to the objects of this Fund 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 this Fund under or by virtue of Article 6 hereof such institution or institutions to be determined by the members of this Fund at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to some other charitable object.

ELIGIBILITY OF MEMBERS AND ASSOCIATES

10. The Members at the date of adoption of these Articles and such other persons as shall be admitted to Membership in accordance with these Articles, and none others, shall be Members of the Fund and be entered into the Register of Members accordingly except any Members removed under the provisions of Article 20.
11. The persons eligible as Ordinary Members and as Life Members of the Fund shall be any veterinary surgeons and veterinary nurses resident in the UK, Channel Islands or Isle of Man included on the current Register of Veterinary Surgeons, or the current Register of Veterinary Nurses held by the Royal College of Veterinary Surgeons, provided that the Directors shall have full discretion to establish and thereafter maintain different classes of Ordinary Members.
12. Any person who is not eligible for Membership of the Fund under Article 11 may in the absolute discretion of the Directors be elected as an Associate. Associates shall not be entitled to vote and shall cease to be Associates on the same terms as Members cease to be Members. For the avoidance of doubt, Associates shall not be eligible to be Directors of the Fund.

QUALIFICATIONS OF MEMBERS AND ASSOCIATES

13. The qualification of an Ordinary Member or Ordinary Associate shall be the payment to the Fund of such minimum sums and at such annual rates as shall be fixed from time to time by the Directors.
14. The qualifications of a Life Member or Life Associate shall be the payment at one time to the Fund of such minimum sums as shall be fixed from time to time by the Directors.
15. The Directors shall have full discretion as to the admission of any person to Membership or Associateship in any class.

NUMBER OF MEMBERS AND ASSOCIATES FOR THE PURPOSES OF REGISTRATION

16. For the purpose of registration the numbers of Members and Associates of the Fund is declared to be unlimited and all Members and Associates may themselves be beneficiaries of the Fund, subject to the conditions of Article 4.

RIGHTS OF MEMBERS AND ASSOCIATES

17. Every Life Member and every Ordinary Member shall have the privilege of recommending applicants for relief and of voting at all General Meetings and every Life Associate and every Ordinary Associate shall have the privilege of recommending applicants for relief, provided always that the Directors shall have absolute discretion as to whether or not to make an award for relief pursuant to the Fund's objects.

SUBSCRIPTIONS

18. Subject to being eligible as a Member or Associate under Articles 11 and 12 above and subject to the discretion of the Directors as to admission under Article 15, the first subscription whenever made immediately qualifies the subscriber as a Member or as an Associate as appropriate. Every subsequent subscription shall be due on the date or dates in each succeeding year appointed from time to time by the Directors for payment.

RESIGNATION AND REMOVAL OF MEMBERS AND ASSOCIATES

19. Any Member or Associate who shall desire to resign and cease to be a Member or Associate shall signify their desire in that behalf by notice in writing to the Secretary of the Fund and upon receipt of such notice their name shall be removed from the list of Members or Associates and he shall thereupon be deemed to have resigned and shall cease to be a Member or Associate.
20. The Directors may remove from the list of Members or Associates the name of:
- (a) any Ordinary Member or Ordinary Associate whose subscription shall remain unpaid for twelve months after the same is due;
 - (b) any Ordinary Member or Life Member who is no longer included on an appropriate register as defined by Article 11;
 - (c) any Member or Associate who is removed by a resolution of the Directors passed at a meeting specially convened for the purpose that it is in the best interests of the Fund that their or its Membership or Associateship is terminated provided that:
 - (i) the relevant Member or Associate has been given at least twenty one 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
 - (ii) the relevant Member or Associate or at the option of the Member (or Associate) the Member's (or Associate's) representative (who need not be a Member of the Fund) has been allowed to make representations to the meeting; or
 - (d) any Member or Associate dies, or if it is an organisation, ceases to exist.

GENERAL MEETINGS

21. The Fund shall each year hold a General Meeting as its Annual General Meeting which shall be specified as such in the notices calling it. No more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next.
22. The Directors may whenever they think fit convene General Meetings of the Fund other than Annual General Meetings and at such time and places (including virtual platforms) as it shall determine.
23. The Directors shall determine whether a General Meeting (including an Annual General Meeting) is to be held as a physical general meeting, a virtual general meeting or a hybrid general meeting.

NOTICE OF GENERAL MEETINGS

24. The minimum periods of notice required to hold a General Meeting of the Fund are:
 - (a) twenty-one clear days for an Annual General Meeting and a General Meeting called for the passing of a special resolution;
 - (b) fourteen clear days for all other General Meetings.
25. A General Meeting may be called by shorter notice if it is so agreed:
 - (a) in the case of an Annual General Meeting, by all the Members entitled to attend and vote; and
 - (b) in the case of a General Meeting, by a majority in number of Members having a right to attend and vote at the meeting who together hold not less than 95 percent of the total voting rights.
26. The notice must specify:
 - (a) whether the meeting shall be a physical, virtual or hybrid general meeting;
 - (b) for physical general meetings, the date, time and place of the meeting;
 - (c) for virtual general meetings, the time, date and virtual platform for the meeting;
 - (d) for hybrid general meetings, the time, date and place of the meeting and the virtual platform for the meeting;
 - (e) the general nature of the business to be transacted.
27. 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 rights of members to appoint a proxy under section 324 of the Companies Act 2006.
28. In relation to physical general meetings, the rights of Members to participate in the business of the meeting shall include without limitation the right to speak, vote on a show of hands, vote on a poll, be represented by a proxy and have electronic access to all documents which are required by the Companies Act or the Articles to be made available at the meeting.

29. In relation to virtual and hybrid general meetings:
- (a) the Directors and the chair of the meeting may make any arrangement and impose any requirements they regard as necessary to ensure the identification of those participating and the security of the virtual platform;
 - (b) the rights of Members to participate in the business of the meeting shall include without limitation the right to speak, vote on a poll, be represented by a proxy and have virtual access to all documents which are required by the Companies Act 2006 or the Articles to be made available at the meeting;
 - (c) Members present shall be counted in the quorum for the meeting and the meeting shall be duly constituted and its proceedings valid if the chair of the meeting is satisfied that adequate facilities are available throughout the meeting to ensure that Members may participate as specified in (b) above.
30. If it appears to the chair of a virtual or hybrid general meeting that the virtual platform or facilities at the meeting have become inadequate for the purposes referred to in Article 29, then the chair may, without the consent of the meeting, interrupt or adjourn the meeting. All business conducted at that general meeting up to the time of that adjournment shall be valid and the same adjournment provisions under these Articles as for physical meetings shall apply.
31. The notice must be given to all the Members and to the Directors and auditors.
32. 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 Fund.

PROCEEDINGS AT GENERAL MEETINGS

33. No business shall be transacted at any General Meeting unless a quorum is present.
34. A quorum is ten Members entitled to vote upon the business to be conducted at the meeting.
35. The authorised representative of a Member organisation shall be counted in the quorum.
36. If:
- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and place or virtual platform as the Directors shall determine.
37. The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place or virtual platform of the meeting.

38. If no quorum is present at the reconvened meeting with fifteen minutes of the time specified for the start of the meeting the Members present at that time shall constitute the quorum for that meeting.
39. Unless the President is present and wishes to chair the meeting (pursuant to Article 112) general meetings shall be chaired by the person who has been appointed under Article 96 to chair meetings of the Directors.
40. If there is no such person or they are not present within fifteen minutes of the time appointed for the meeting a Director nominated from and by the Directors present at the meeting shall chair the meeting.
41. If there is only one Director present and willing to act, they shall chair the meeting.
42. If no Director is present and willing to chair the meeting within fifteen 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.
43. The Members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
44. The person who is chairing the meeting must decide the date time and place or virtual platform at which meeting is to be reconvened unless those details are specified in the resolution.
45. 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.
46. If a meeting is adjourned by a resolution of the Members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place or virtual platform of the meeting.
47. Any vote at a physical 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
 - (a) by the person chairing the meeting;
 - (b) by at least two Members in person or by proxy having the right to vote at the meeting; or
 - (c) 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.
48.
 - (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
 - (b) The result of the vote must be recorded in the minutes of the Fund but the number or proportion of votes cast need not be recorded.
49.
 - (a) 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.
 - (b) 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.
- 50.

- (a) 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.
 - (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 51.
- (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
 - (b) 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.
 - (c) The poll must be taken within thirty days after it has been demanded.
 - (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
 - (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
52. If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote they may have.
53. Unless the Directors otherwise determine, all resolutions put to the Members at a virtual or hybrid general meeting shall be voted on by a poll, which poll votes may be cast by such electronic means as the Directors in their absolute discretion authorise for the purpose of the meeting.
54. 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 (or in the case of a Member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- (a) a copy of the proposed resolution has been sent to every eligible Member;
 - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of Members has signified its agreement to the resolution; and
 - (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
55. A resolution in writing may comprise several copies each signed by or on behalf of one or more Members.

VOTES OF MEMBERS

56. Subject to Articles 52 and the next paragraph, every Member, whether an individual or an organisation shall have one vote.

57. No Member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes any money to the Fund.
58. 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.
59. The organisation that is a Member of the Fund may nominate any person to act as its representative at any meeting of the Fund.
60. The organisation must give written notice to the Fund of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Fund. The nominee may continue to represent the organisation until written notice to the contrary is received by the Fund.
61. Any notice given to the Fund will be conclusive evidence that the nominee is entitled to represent the organisation or that their authority has been revoked. The Fund shall not be required to consider whether the nominee has been properly appointed by the organisation.

DIRECTORS

62. The affairs of the Fund shall be managed by a Board of Directors consisting of up to 12 elected Directors. The Directors shall be elected from amongst the Members of the Fund following the procedure in Articles 77-83.
63. Any vacancy among the Directors may be filled up by the Directors by co-option but the Directors for the time being may act notwithstanding any vacancy in their body. A co-opted Director shall, subject to the remaining provision of these Articles and at the discretion of the elected Directors, remain in office until the next Annual General Meeting of the Fund when their appointment as co-opted Director shall cease without prejudice to their ability to stand for election as a Director. The elected Directors may terminate the appointment of a co-opted Director at any time and without prior written notice to the individual. An individual's period of office as a co-opted Director shall not be taken into account for the purposes of Articles 72 and 73.
64. A Director may not appoint an alternate Director or anyone to act on their behalf at meetings of the Directors.

POWERS OF DIRECTORS

65. The Fund and the property and affairs thereof shall be under the control and management of the Directors who may exercise all the powers of the Fund unless they are subject to any restrictions imposed by the Companies Acts, the Articles or any special resolution.
66. No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
67. Any meeting of the Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

68. The Directors shall and may make such reasonable and proper orders or rules or bye-laws as they deem necessary or expedient for the proper conduct and management of the Fund.
69. The Fund in general meeting has the power to alter, add to or repeal the orders or rules or bye-laws.
70. The Directors must adopt such means as they think sufficient to bring the orders or rules or bye-laws to the notice of Members of the Fund.
71. The orders or rules or bye-laws shall be binding on all Members of the Fund. No order or rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.

TERM AND RETIREMENT OF DIRECTORS

72. Subject to the remaining provisions of these Articles, the term of service of an elected Director shall be from the confirmation of their appointment at the first General Meeting following their election until the third Annual General Meeting after that date.
73. The maximum duration of service of a Director will be:
 - (a) two terms, as defined by Article 72; or
 - (b) three terms, as defined by Article 72, if the Director holds the position of President, Honorary Secretary or Honorary Treasurer.
74. Unless the Board of Directors unanimously votes otherwise, an individual who has served as an elected Director for the maximum duration shall not be re-elected at any time.
75. The adoption of these Articles shall be without prejudice to the continuation of the appointment of the Directors of the Fund as at the date of adoption of these Articles whose term of appointment shall be defined by reference to the date of actual commencement of their appointment and Articles 72 and 73 shall operate accordingly.
76. Where a Director is required to retire at an Annual General Meeting by a provision of these Articles the retirement shall take effect upon the conclusion of the meeting.

ELECTION AND APPOINTMENT OF DIRECTORS

77. To be recommended for appointment to the role of Director at a General Meeting, a Member must first be elected by ballot of the Membership.
78. To be eligible for election by ballot of the Membership a member shall either:
 - (a) be recommended for re-election by a simple majority of their other fellow Directors and confirm their willingness to act not less than thirty-five clear days before the opening date of the election; or
 - (b) not less than thirty-five clear days before the opening date of the election vote:
 - i. have given a notice to the Fund that provides information on the their skills and experience relevant to the performance of the duties of a Director of the Fund,

- ii. provided such details that, if the person were to be appointed, would have to be filed by the Fund at Companies House,
 - iii. have duly signed such notice so as to indicate their willingness to be appointed an elected Director; and
- (c) no less than fourteen clear days before the opening date of the election, have been considered for nomination and accepted in the majority by an appointments committee as demonstrating the requisite experience, skills and requirements of a Director of the Fund, said appointments committee being established by the Directors on such terms as they see fit and comprising a minimum of four committee members, including at least one non-Director.
79. A ballot of the Membership shall take place at a time and by means of such postal or electronic process as may be adopted by the Directors from time to time and clearly communicated in advance to the Members.
80. An individual who has been elected by a ballot of the Membership using the above procedure shall have their recommended appointment put to a vote of the Membership at the next General Meeting after their election. Such a Member is not a Director of the Fund unless and until their recommended appointment is formally agreed by an ordinary resolution of the Members at a General Meeting.
81. All Members who are entitled to receive notice of and vote on matters at a general meeting are entitled to receive notice of and vote in a Director election.
82. Eligible Members must be given not less than seven and not more than twenty-eight clear days' notice of a Director election. That notice is to include:
- (a) details of the candidates standing for election;
 - (b) the opening and closing dates and times for the election;
 - (c) details of how to participate in the election and how the winners of that election will be determined
83. Eligible Members must be given not less than seven and not more than twenty-eight clear days' notice of any resolution to be put to a General Meeting to appoint an elected Director.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

84. A Director shall cease to hold office if they:
- (a) cease to be a Member by virtue of any provision in the Act or is prohibited by law from being a director;
 - (b) is disqualified from acting as a trustee by virtue of Sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
 - (c) cease to be a Member of the Fund;
 - (d) in the written opinion, given to the Fund, of a registered medical practitioner treating that person, have become physically or mentally

incapable of acting as a Director and may remain so for more than three months;

- (e) resign as a Member by notice to the Fund (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or
- (f) are absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that their office be vacated.

85. The Members must not be paid any remuneration unless it is authorised by Article 6.

PROCEEDINGS OF THE DIRECTORS

86. The Directors may regulate their proceedings as they think fit, subject to the provision of the Articles.
87. Any Director may call a meeting of the Directors.
88. The Honorary Secretary or, if appointed under Article 113, the Secretary must call a meeting of the Directors if required to do so by a Director.
89. Questions arising at a meeting shall be decided by a majority of votes.
90. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
91. A meeting may be held by suitable electronic means agreed by the Directors in which each participant may communicate with all the other participants including where they participate by telephone, video-conference or any other means of communication which permits all persons participating in the meeting simultaneously to speak to and to hear one another.
92. 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. 'Present' includes being present by suitable electronic means agreed by the Directors in which a participant or participants may communicate with all the other participants.
93. The quorum shall be three or the number nearest to one third of total number of Directors whichever is the greater or such larger number as may be decided from time to time by Directors.
94. 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.
95. If the number of Directors is less than the number fixed as the quorum, the continuing Directors may act only for the purpose of filling vacancies or of calling a general meeting.
96. The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment.
97. If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
98. The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these Articles or delegated to him or her by the Directors.
99. A resolution in writing or in electronic form signed by all the Directors entitled to receive notice of a meeting of the Directors or of a committee of the 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.
100. 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.

DELEGATION

101. The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be recorded in the minutes book.
102. The Directors may impose conditions when delegating, including the conditions that:
 - (a) the relevant powers are to be exercised exclusively by the Committee to whom they delegate
 - (b) no expenditure may be incurred on behalf of the Fund except in accordance with a budget previously agreed with the Directors.
103. The Directors may revoke or alter a delegation.
104. All acts and proceedings of any committees must be fully and promptly reported to the Directors.

DECLARATION OF DIRECTORS' INTERESTS

105. A Director must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Fund or in any transaction or arrangement entered into by the Fund 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 their duty to act solely in the interests of the Fund and any personal interest (including but not limited to any personal financial interest).

CONFLICTS OF INTERESTS AND CONFLICTS OF LOYALTIES

106. If a conflict of interests 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 the Articles, the unconflicted Directors may authorise such a conflict of interests where the following conditions apply:
 - (a) the unconflicted 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;
 - (b) the unconflicted 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
 - (c) the unconflicted Directors consider it is in the interests of the Fund to authorise the conflict of interests in the circumstances applying.
107. In this Article, a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Director or to a connected person.

VALIDITY OF DIRECTORS' DECISIONS

108. Subject to Article 106 all acts done by a meeting of the Directors or of a committee of the Directors shall be valid notwithstanding the participation in any vote of a Director
- (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by the constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise

if without:

- (a) the vote of that Director; and
- (b) that Director being counted in the quorum;

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

109. Article 108 does not permit a Director or connected person to keep any benefit that may be conferred upon them by a resolution of the Directors or of a committee of Directors.

MINUTES

110. The Directors must keep minutes of all:
- (a) appointment of officers made by the Directors
 - (b) proceedings at meetings of the Fund
 - (c) meetings of the Directors and committees of the Directors including:
 - (i) the names of the Directors present at the meeting
 - (ii) the decisions made at the meetings
 - (iii) where appropriate the reasons for the decisions.

OFFICERS

111. There shall be a President of the Fund who shall be nominated by the Directors.
112. The President shall be entitled to take the chair at all meetings of the Fund.
113. There shall be an Honorary Secretary and an Honorary Treasurer of the Fund nominated by the Directors from their number. The Honorary Secretary and the Honorary Treasurer may at any time be removed by the Directors and they shall perform such functions as shall be assigned to them by the Directors. The Directors shall have power to appoint a paid Secretary in addition to the Honorary Secretary at such remuneration and on such conditions consistent with the provisions of Article 6 as the Directors shall decide.
114. The President Honorary Secretary and Honorary Treasurer shall hold office for the period stated in Article 72.

ACCOUNTS

115. The Directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow the requisite accounting standards for charitable companies.
116. The Directors must keep accounting records as required by the Companies Acts.

ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

117. The Directors must comply with the requirements of the Charities Act 2011 with regard to:
- (a) the transmission of the statements of account to the Fund
 - (b) the preparation of an annual report and its transmission to the Charity Commission
 - (c) the preparation of an annual return and its transmission to the Charity Commission
118. The Directors must notify the Charity Commission promptly of any changes to the Fund's entry on the Central Register of Charities.

MEANS OF COMMUNICATION TO BE USED

119. Subject to the Articles, anything sent or supplied by or to the Fund under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Fund.
120. Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.
121. Any notice to be given to or by any person pursuant to the Articles:
- (a) must be in writing; or
 - (b) must be given in electronic form.
122. The Fund may give any notice to a Member:
- (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the Member at their address; or
 - (c) by leaving it at the address of the Member; or
 - (d) by giving it using electronic form to the Member's address; or
 - (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a

company meeting and must specify the place date and time of the meeting.

123. A Member who does not register an address with the Fund or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Fund.
124. A Member present in person at any meeting of the Fund shall be deemed to have received notice of the meeting and of the purposes for which it was called.
125. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
126. Proof that a notice contained in an electronic form of notice was given shall be conclusive evidence that the notice was given where the Fund can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
127. In accordance with section 1147 of the Companies Act 2006, a notice shall be deemed to be given:
 - (a) 48 hours after the envelope containing it was posted
 - (b) in the case of an electronic form of communication, 48 hours after it was sent.

DISPUTES

128. The Directors will maintain a policy to provide a robust and independent complaints procedure in matters relating to activities of Vetlife. If a dispute arises between the Members of the Fund about the validity or propriety of anything done by the Members of the Fund under these Articles, and the dispute cannot be resolved by agreement, the matter shall be formally considered following the procedures set out in that policy. If, having exhausted the Vetlife complaints procedure the dispute has not been resolved, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

INDEMNITY

The Fund may indemnify a relevant Director against any liability incurred in that capacity, to the extent permitted by sections 232-234 of the Companies Act 2006. In this Article, a 'relevant director' means any director or former director of the fund.