

Company Number 2982749

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
THE BRITISH VETERINARY NURSING ASSOCIATION



(Adopted by Special Resolution passed on
08 October 2017)

1 Interpretation

1.1 In these Articles:

“**the Act**” means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;

“**the Articles**” means these Articles of Association of the Company;

“**clear days**” in relation to the period of a notice means the 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 Company**” means The British Veterinary Nursing Association with company number 02982749;

“**the Council**” means the council of management of the Company;

“**Council Member**” means a person appointed to the Council, whether as a Councillor or Officer;

“**Councillor**” means a Council Member other than an Officer;

“**executed**” includes any mode of execution;

“**the office**” means the registered office of the Company;

“**the Objects**” means the objects of the Company as described in Article 2.2;

“**Officer**” means a person such as described in Article 8.3;

“**President**” means the person appointed as president of the Company from time to time in accordance with these Articles of Association and the Rules;

“**Rules**” means the rules of the Company as provided for in Article 21;

“**secretary**” means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

“**the United Kingdom**” means Great Britain and Northern Ireland;

“**Treasurer**” means the person appointed as Treasurer of the Company from time to time in accordance with these Articles of Association and the Rules;

“**writing**” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise; and words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

2 **Objects**

- 2.1 The object for which the Company is established is to foster and promote the interests of veterinary nursing.
- 2.2 In pursuance of the above the Company shall (without limitation):
- 2.1.1 collaborate with other professional associations;
 - 2.1.2 publish a journal to be known as the Veterinary Nursing Journal (“VNJ”) at intervals to be decided by the Council;
 - 2.1.3 hold an annual congress;
 - 2.1.4 consider whether to organise regional branches and associated regional meetings;
 - 2.1.5 mount symposia from time to time, on subjects and at intervals to be decided by the Council;
 - 2.1.6 advise members on current advances in veterinary nursing; and
 - 2.1.7 promote the education of veterinary nurses.
- 2.2 The Company shall do all such things as are necessary to attain the objects of the Company.
- 2.3 The income of the Company shall be applied solely towards the provision of the Objects at such time or times and in such manner as the Council shall think fit, with power to the Council to create a reserve fund or funds to be applicable as aforesaid and pending such application to invest it as the Council shall think fit provided always the payment of dividends to the members is prohibited.

3 **Members**

- 3.1 The members of the Company shall be such persons or organisations as are admitted to membership in accordance with the Rules made under Article 21. No person shall be admitted a member of the Company unless his application for membership is approved by the Council.
- 3.2 The rights attaching to each class of member shall be the same, save for the rights to vote and the eligibility of members for election to the Council, which shall be as set out below:

Classification	Voting Rights	Eligibility for election to Council
Full Member	Right to vote.	Eligible for election as Councillor or Officer.
Student Member	Right to vote.	Permitted to nominate Full Members to stand for election to Council. Eligible for election as Councillor but not Officer.
Associate Member	No right to vote.	No right to be eligible for election to Council.
Honorary Member	No right to vote.	No right to be eligible for election to Council.

- 3.3 Each member of the Company while a member, or within one year after ceasing to be a member undertakes to contribute to the assets of the Company, in the event of the same being wound up, for payment of the debts and liabilities of the Company contracted before ceasing to be a member, and the costs, charges and expenses of winding upon, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.00.

4 General meetings

- 4.1 The Company shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it.
- 4.2 Not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held at such times and places as the Council Members shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 4.3 The Council Members may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Council Members to call a general meeting, any Council Member or any member of the Company may call a general meeting.

5 Notice of general meetings

- 5.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a Council Member shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 clear days' notice, but a general meeting may be called by shorter notice if it is so agreed:

5.1.1 in the case of an annual general meeting, by all the members entitled to attend and vote; and

5.1.2 in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the Council Members and the auditors.

- 5.2 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

6 Proceedings at general meetings

- 6.1 No business shall be transacted at any meeting unless a quorum is present. Six persons entitled to vote on the business to be transacted, each being a member or a duly authorised representative of a member organisation, shall constitute a quorum.
- 6.2 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned until either the next council meeting or to such other time and place as the Council may determine.

- 6.3 The President of the Council, or in his absence the Senior Vice President, shall preside as chairman of the meeting, but if neither the President nor the Senior Vice President be present within 15 minutes after the time appointed for holding the meeting and willing to act, the Council Members present shall elect one of their number to be chairman and, if there is only one Council Member present and willing to act, he shall be chairman.
- 6.4 If no Council Member is willing to act as chairman, or if no Council Member is present within 15 minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
- 6.5 The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 6.6 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
- 6.6.1 by the chairman; or
 - 6.6.2 by at least two members having the right to vote at the meeting; or
 - 6.6.3 by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 6.7 Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 6.8 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 6.9 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 6.10 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 6.11 A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

6.12 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

7 Votes of members

7.1 Subject to Article 7.2, every member having the right to vote shall have one vote.

7.2 No member shall be entitled to vote at any general meeting unless all monies then payable by him to the Company have been paid.

7.3 Votes may be given on a show of hands or on a poll either personally or by proxy.

7.4 An instrument appointing a proxy shall be in writing, 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 Council may approve):

“British Veterinary Nursing Association, I of, being a member of the British Veterinary Nursing Association with the right to vote, hereby appoint of,, or failing him,of (both full members of the British Veterinary Nursing Association) as my proxy to vote in my and on my behalf at the annual/extraordinary general meeting of the Company to be held on, and at any adjournment thereof.

Signed on”

7.5 Subject to the Act, the Council may accept the appointment of proxy received by electronic means on such terms and subject to such conditions as it considers fit.

7.6 An instrument appointing a proxy and any reasonable evidence required by the Council in accordance with the authority under which it is executed shall:

7.6.1 in the case of an instrument of proxy in hard copy form, be deposited at the office or 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 Company in relation to the meeting not less than 48 hours before the time of holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

7.6.2 in the case of an appointment of proxy sent by electronic means, where the Company has given an electronic address it shall be received at such electronic address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote;

7.6.3 in the case of a poll taken more than 48 hours after it is demanded, be delivered or received at the proxy address specified at Article 7.6.1 or 7.6.2 above and not less than 24 hours before the time for the taking of a poll; or

7.6.4 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered or received at the proxy address specified at Article 7.6.1 or 7.6.2

above at such time as the chairman of the meeting may direct at the meeting at which the poll is demanded; and

the instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

- 7.7 A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office 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.

8 Council

- 8.1 The number of Council Members shall not (unless otherwise determined by ordinary resolution) be less than ten and not more than seventeen.

- 8.2 Unless the Council otherwise determines by resolution, the Council shall consist of:

8.2.1 three student Council Members;

8.2.2 not fewer than five nor more than nine Councillors; and

8.2.3 those Officers listed at Article 8.3.

- 8.3 Unless the Council otherwise determines by resolution, the Officers referred to at Article 8.2.3 shall be:

8.3.1 President;

8.3.2 Senior Vice President;

8.3.3 Junior Vice President;

8.3.4 Honorary secretary; and

8.3.5 Honorary Treasurer.

- 8.4 Any person may hold more than one position as an Officer, save that, unless the Council otherwise determines, the roles of President, Senior Vice President and Junior Vice President must be held by different people.

- 8.5 The Council Members will be the directors of the Company.

9 Powers of Council Members

- 9.1 Subject to the provisions of the Act, the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Council, who may exercise all the powers of the Company. No alteration of the Articles and no such direction shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the

Council by the Articles and a meeting of the Council at which a quorum is present may exercise all the powers exercisable by the Council.

9.2 In addition to all powers hereby expressly conferred on them, and without detracting from the generality of their powers under the Articles, the Council shall have the following powers, namely:

9.2.1 to borrow money without limit as to the amount and upon such terms and in such manner, and to grant any mortgage, charge or standard security over its undertakings and property, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company as they think fit;

9.2.2 to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the objects of the Company and to invest in the name of the Company such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Company;

9.2.3 to enter into contracts on behalf of the Company; and

9.2.4 to appoint, by power of attorney or otherwise, any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

10 Delegation of Powers

10.1 The Council may delegate any of its powers to any sub-committee consisting of one or more Council Members. They may also delegate to any Council Member such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Council may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered.

10.2 Without prejudice to the generality of Article 10.1, the Council will appoint an Executive Committee, whose terms of reference shall be as determined by the Council from time-to-time. The members of the Executive Committee shall be the Officers.

11 Election and retirement of Council Members

11.1 Election and retirement of Council Members shall be as provided by Rules made by the Company from time to time but so that the number of Council Members shall not be more than the number specified in Article 8.1.

11.2 In addition to Article 11.1 above, any person who is willing to act as a Council Member, and who is permitted by law to do so, may be appointed as a Council Member by ordinary resolution.

12 Disqualification and removal of Council Members

12.1 A Council Member shall cease to hold office if he:

12.1.1 ceases to be a full member;

12.1.2 ceases to be a Council Member by virtue of any provision in the Act or he becomes prohibited by law from being a director of a company;

- 12.1.3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- 12.1.4 resigns his office by notice to the Company (but only if at least six Council Members will remain in office when the notice of resignation is to take effect);
- 12.1.5 is more than two months in arrears with his membership fees;
- 12.1.6 is absent without the permission of the Council for more than two Council meetings and the Council resolve that his office be vacated;
- 12.1.7 is found to be guilty of serious professional misconduct following a disciplinary hearing of the Council held according to the Rules of the Company; or
- 12.1.8 is convicted of a criminal offence and the Council Members resolve that his office be vacated.

12.2 In addition to Article 12.1 above, a Council Member can be removed from office by ordinary resolution.

13 Remuneration of Council Members

The Council Members shall be entitled to such remuneration as the Company may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.

14 Council Members' expenses

The Council members may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Council or committees of the Council or general meetings or otherwise in connection with the discharge of their duties.

15 Council Members' appointments and interests

15.1 Subject to the provisions of the Act, the Council Members may appoint one or more of their number to the office of managing director or to any other executive office under the Company. Any such appointment may be made on such terms as the Council Members determine. Any appointment of a Council Member to an executive office shall terminate if he ceases to be a Council Member.

15.2 Subject to the provisions of the Act, and provided that he has disclosed to the Council Members the nature and extent of any material interest of his, a Council Member notwithstanding his office:

15.2.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;

15.2.2 may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested;

15.2.3 shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit; and

15.2.4 shall be entitled to vote at a meeting of the Council (or of a committee of the Council) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested.

16 Proceedings of the Council

- 16.1 The Council shall meet at least once a quarter.
- 16.2 Subject to the provisions of the Articles, the Council Members may regulate their proceedings as they think fit.
- 16.3 A Council Member may, and the secretary at the request of a Council Member shall, call a meeting of the Council. It shall not be necessary to give notice of a meeting to a Council Member who is absent from the United Kingdom.
- 16.4 Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
- 16.5 The quorum for the transaction of the business of the Council Members may be fixed by the Council but shall not be less than six and at least one of those present must be an Officer.
- 16.6 A member of the Council shall not vote at a meeting of the Council or of a sub-committee on any resolution concerning a matter in which he has an interest whether directly or indirectly.
- 16.7 The Council Members may act notwithstanding any vacancies in their number, but, if the number of Council members is less than the number fixed in Article 8.1 or pursuant to these Articles as the necessary quorum of members, the continuing Council Members or Council Member may act only for the purpose of filling vacancies or of calling a general meeting.
- 16.8 The Council Members may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the Council Member so appointed shall preside at every meeting of the Council at which he is present. But if there is no Council Member holding that office, or if the Council Member holding it is unwilling to preside or is not present within fifteen minutes after the time appointed for the meeting, the Council Members present may appoint one of their number to be chairman of the meeting.
- 16.9 The Council Members may appoint one or more sub-committees consisting of a minimum of 3 members, one of which must be a Council Member, for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Council would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any sub-committees shall be fully and promptly reported to the Council.
- 16.10 All acts done by a meeting of the Council, or of a committee of Council Members, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Council Member or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Council Member and had been entitled to vote.
- 16.11 A resolution in writing, signed by all Council Members entitled to receive notice of a meeting of the Council or of a committee of the Council Members, shall be as valid and effective as if it had been passed at a meeting of the Council or (as the case may be) a committee of Council Members duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Council Members.

17 **Secretary**

Subject to the provisions of the Act, the secretary shall be appointed by the Council Members for such term, at such remuneration and upon such conditions as they may think fit and any secretary so appointed may be removed by them

18 **Minutes**

18.1 The Officers shall keep minutes in books kept for the purpose:

18.1.1 of all appointments of officers made by the Council;

18.1.2 of all proceedings at meetings of the Company and of the Council and of committees of Council including the names of the Council Members present at each such meeting; and

18.1.3 of all resolutions carried at any meeting of the Company, Council or sub-committee.

19 **Notices**

19.1 Any notice, document or other information shall be deemed served or delivered to the intended recipient:

19.1.1 if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted;

19.1.2 if properly addressed and sent by prepaid post or courier to an address outside of the United Kingdom, or to an address in the United Kingdom from an address outside of the United Kingdom, the date on which it was actually delivered or (if earlier) 7 days after it was posted;

19.1.3 if properly addressed and delivered by hand, when it was given or left at the appropriate address;

19.1.4 if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and

19.1.5 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

19.2 In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the Act.

19.3 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was posted.

20 **Dissolution**

If, upon the winding up or dissolution, of the Company there remains, after the satisfaction of all of its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution or

institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of these Articles, such institution or instructions to be determined by the members of the Company at or before the time of dissolution, and if and insofar as effect cannot be given to such provision, then to some charitable object.

21 Rules

21.1 The Council Members may from time to time make such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye-laws regulate:

21.1.1 the admission and classification of members of the Company (including the admission of organisations to membership), and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;

21.1.2 membership and Council progression routes pursuant to the "Membership and Council Progression Criteria" as amended by the Council Members from time to time;

21.1.3 the conduct of members of the Company in relation to one another, and in relation to the furthering of good veterinary nursing practice;

21.1.4 the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;

21.1.5 the procedure at general meetings and meetings of the Council and committees of the Council in so far as such procedure is not regulated by these Articles;

21.1.6 generally, all such matters as are commonly the subject matter of company rules.

21.2 The Company in general meeting shall have power to alter, add to or repeal the Rules or bye-laws and the Council Members shall adopt such means as they think sufficient to bring to the notice of members of the Company all such rules or bye-laws, which shall be binding on all members of the Company provided that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.

22 Indemnity

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

23 Registered Office and Liability

23.1 The registered office of the Company will be situated in England.

23.2 The liability of the members of the Company is limited.