

THE COMPANIES ACT 2006  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

THE WORLD ASSOCIATION FOR VETERINARY DERMATOLOGY

**Incorporated:**            **7<sup>th</sup> August 2000**  
                                 **Conform to Certificate of Change of Name dated 11<sup>th</sup> March 2010**  
                                 **(As amended by Special Resolution dated 23 July 2012)**

2012

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**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**  
**MEMORANDUM OF ASSOCIATION**

of

**THE WORD ASSOCIATION FOR VETERINARY DERMATOLOGY**  
**(as amended by Special Resolution passed on 23 July 2012)**

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Each subscriber to this Memorandum of Association wishes to be form into a company under the Companies Act 2006 and agrees to become a Member of the company.

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**NAMES and ADDRESSES of SUBSCRIBERS**

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1.     *"William G Simmons"*, director for  
TM Company Services Limited  
66 Queen Street  
Edinburgh  
EH2 4NE
  
2.     *"William G Simmons"*  
Reynard Nominees Limited  
66 Queen Street  
Edinburgh  
EH2 4NE

Dated:           31<sup>st</sup> July 20000

Witness to the above signatures:-

*"Scott Dickson"*  
Scott Forsyth Dickson  
66 Queen Street  
Edinburgh  
EH2 4NE

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**  
**ARTICLES OF ASSOCIATION**  
**of**  
**THE WORLD ASSOCIATION FOR VETERINARY DERMATOLOGY**  
**(As amended by Special Resolutions dated 23 July 2012)**

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**INTERPRETATION**

1 In the Memorandum and these Articles:-

“**the Act**” shall mean the Companies Acts as defined in Section 2 of the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;

“**the Administrative Committee**” or “**the members of the Administrative Committee**” means the directors of the Association for the time being as a body or (as the context may require) the board of directors of the Association or the directors present at the meeting of the directors at which a quorum is present and “**member of the Administrative Committee**” shall mean one of the directors of the Association for the time being;

“**Affiliate Membership**” shall mean a class of associate membership of the Association and “**Affiliate Member**” shall accordingly mean an associate member of the Association pertaining to that class of associate membership, not being a Member and having no voting rights;

“**Appointed Committee Member**” means a member of the Administrative Committee appointed by a Member;

“**Article**” shall mean one of the numbered provisions of the articles of association of the Association;

“**Articles**” shall mean two or more of the numbered provisions of the articles of association of the Association or as the context so requires, the entire provisions of the articles of association from time to time in force;

“**Corresponding Membership**” shall mean a class of associate membership of the Association and “**Corresponding Member**” shall accordingly mean an associate member of the Association pertaining to that class of associate membership, not being a Member and having no voting rights;

“**the Association**” means the company formed by the Memorandum and regulated by these Articles being The World Association for Veterinary Dermatology;

**“Charitable Purpose”** means a charitable purpose specified in section 7 of the Charities Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;

**“Charity”** means a body on the Scottish Charity Register which is also regarded as a charity in relation to the application of the Taxes Acts;

**“Charities Act”** means the Charities and Trustee Investment (Scotland) Act 2005 including any statutory modification or re-enactment thereof for the time being in force;

**“Clear Days”** mean, in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given but including the day for which it is given or on which it is to take effect;

**“Communication”** shall have the meaning given to that term in section 15 of the Electronic Communications Act 2000;

**“Connected Person”** means a person who is connected to a Trustee and ‘connected’ shall mean the same as in Section 68 (2) of the Charities Act;

**“Electronic Address”** means any number or address used for the purpose of an Electronic Communication;

**“Electronic Communication”** shall have the meaning given to that term in section 15 of the Electronic Communications Act 2000;

**“Eligible Trustee”** in relation to a particular matter, means a member of the Administrative Committee who would be entitled to vote on that matter at a meeting of the Administrative Committee (but excluding any member of the Administrative Committee whose vote is not to be counted in respect of that matter);

**“Members”** means the members of the Association for the time being and **“Member”** shall mean one of them;

**“Memorandum”** means the Memorandum of Association of the Association;

**“Office”** means the registered office of the Association from time to time;

**“President”** means the President of the Association and chairman of the Administrative Committee from time to time as appointed by the Administrative Committee in accordance with Article 71;

**“Provisional Membership”** shall mean a class of associate membership of the Association and **“Provisional Member”** shall accordingly mean an associate member of the Association pertaining to that class of associate membership, not being a Member and having no voting rights;

**“Qualifying Date”** means 23 July 2012;

**“Scottish Charity Register”** means the public register of charities as created by Section 3 of the Charities Act and maintained and regulated by the Office of the Scottish Charity Regulator (“OSCR”);

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

“**Taxes Acts**” means the Income & Corporation Taxes Act 1988, the Income Tax (Earnings and Pensions) Act 2003, the Income Tax (Trading & Other Income) Act 2005 and the Income Tax Act 2007 including any statutory modification or re-enactment thereof for the time being in force;

“**United Kingdom**” shall mean the United Kingdom of Great Britain and Northern Ireland; and

“**Working Day**” shall have the meaning given to that term in section 1173 of the Companies Act 2006.

- 2 In these Articles, unless inconsistent with the subject or contents:-
  - 2.1 the expression “**executed**” and other such cognate expressions include any valid mode of execution;
  - 2.2 the expression “**in writing**” means written, printed, typewritten or lithographed or others and other modes of representing or reproducing words in a visible form;
  - 2.3 words importing the singular number only shall include the plural number and *vice versa*;
  - 2.4 words importing the masculine gender only shall include the feminine gender;
  - 2.5 words importing persons shall include corporations;
  - 2.6 subject as aforesaid, any words or expression defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Association shall bear the same meanings in these Articles; and
  - 2.7 any reference to any statute or statutory provision shall include a reference to any statute or statutory provision which amends, extends, consolidates or replaces the same (save to the extent that any amendment, extension, consolidation or replacement would impose more onerous obligations on any party than otherwise exist at the date hereof) and shall include any orders, regulations, instruments or other subordinate legislation made under the relevant statute or statutory provision.
- 3 The name of the Association is “THE WORLD ASSOCIATION FOR VETERINARY DERMATOLOGY”
- 4 The registered office of the Association will be situated in Scotland.
- 5 The liability of the members is limited.
- 6 Every Member of the Association undertakes to contribute such amount as may be required (not exceeding £1.00) to the assets of the Association in the event of its being wound up during the time that he is a Member, or within one year afterwards for the payment of the debts and liabilities of the Association contracted before he

ceases to be a Member, and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves.

## **OBJECTS**

- 7 The Association is established for charitable objects and purposes only.
  - 7.1 In particular the Association is established to advance education about veterinary dermatology.
- 8 In furtherance of the said objects but not otherwise, the Association shall have power:-
  - 8.1 to undertake, promote and assist in promoting and undertaking the advancement, development and teaching of and research in veterinary dermatology and other related branches of science affecting animal welfare throughout the world, including but not restricted to the overseeing and assisting in the organisation and promotion of congresses and conferences, encouraging and guiding the formation of national and/or international organisations of veterinary dermatology, encouraging the provision of education in veterinary dermatology, and encouraging the dissemination and publication of information regarding veterinary dermatology in general, including the proceedings of any such congress or conference;
  - 8.2 to receive, allocate and administer subscriptions, donations, grants, contributions, gifts or bequests made available to the Association for any or all of its objects, whether from public funds or from private sources under the terms and conditions referable to such subscriptions, donations, grants, contributions, gifts or bequests and generally to manage, invest and expend all monies belonging to the Association;
  - 8.3 to organise, promote and manage or cause to be organised, promoted or managed fundraising activities, to issue appeals, hold public meetings and take such steps as may be deemed necessary or desirable for the purposes of procuring contributions to the funds of the Association by way of donations or otherwise;
  - 8.4 to provide grants, loans, guarantees, bursaries, scholarships, travel awards or any other financial or other assistance on such terms as to interest, if any, repayment, security or otherwise as are deemed appropriate for those undertaking research and other studies into any aspect of the objects of the Association; to provide such assistance for the dissemination of the results of such research and study; and to provide such assistance to those undergoing, or who are about to undergo, or who have undergone, a course of education at schools, universities, colleges of further education or other educational institutions to assist in the education of such persons and to assist in the interchange of scholars in the fields covered by the objects of the Association in all countries of the world;
  - 8.5 to provide such financial assistance in providing or contributing towards education or training programmes in fields covered by the objects of the

Association which may be arranged to promote education and the exchange of ideas and research in the same and related fields;

- 8.6 to provide, organise and offer financial assistance for congresses, conferences, lectures, exhibitions, classes, seminars, meetings and courses relating to the objects of the Association;
- 8.7 to commission, make, print, publish, reproduce, issue and circulate gratuitously or otherwise any newspapers, periodicals, books, magazines or leaflets and any films, videotapes or video cassettes that the Association may consider desirable for the promotion of its objects;
- 8.8 to assist or collaborate with any organisation or department of government, local government or any firm, business, trust or company having objects similar in whole or in part to the Association;
- 8.9 to assist any person, body or bodies financially or otherwise in the furtherance of the objects set out in Articles 8.1 and 8.2 above or either of them;
- 8.10 to purchase, feu, take on lease, exchange, hire or otherwise acquire and hold any real or personal or heritable or moveable property and to maintain and alter any of the same as are necessary for any of the objects of the Association and (subject to such consent as may be required by law) to sell, lease or otherwise dispose of or mortgage any such heritable or moveable, real or personal property and to issue or grant any mortgage or lien or other security upon all or any part of its property or assets whether present or future;
- 8.11 to borrow or raise money for the objects of the Association on such terms and (with such consents as may be required by law) on such security as may be thought fit, and to issue any debentures or debenture stock whether perpetual, irredeemable or otherwise;
- 8.12 to apply for, register, purchase or otherwise acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any designs, trade marks, patents, licences, concessions and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Association or the acquisition of which may seem calculated directly or indirectly to benefit the Association, and to use, exercise, develop, grant licences or privileges in respect of or otherwise turn to account any rights and information so acquired;
- 8.13 to raise funds for and to make donations to charity (including a member of the Association who qualifies under this paragraph) which donations may represent the whole or any part of the income of the Association for any accounting period or be made out of any other monies of the Association and generally to establish, promote, form and support or aid in the establishment, promotion and formation and support of any charitable association or body and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further the objects of the Association;

- 8.14 to invest and deal with the moneys of the Association not immediately required for its objects in or upon such investments and securities or properties (including land of any tenure in any part of the world) and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- 8.15 to transfer all or any part of the undertaking, assets and liabilities of the Association to or to take over, federate or amalgamate with or to affiliate or become affiliated to any other institution, company or association having charitable objects similar in whole or in part to those of the Association provided that any such institution, company or association is prohibited from the payment of dividend, bonus or profit to its members at least to as great an extent as such payment is prohibited to members of the Association and further provided that this paragraph shall not authorise anything which shall prevent the Association from properly and usefully carrying out its functions as contemplated by these Articles;
- 8.16 to enter into any arrangement with any institution, corporation, company, association, firm or person or with any government or other public authority (supreme, municipal, local or otherwise) that may seem conducive to the Association's objects or any of them, and to obtain or to endeavour to obtain from any such government or public authority any charters, decrees, rights, privileges or concessions which the Association may think desirable and to carry out, exercise and comply with any such charters, decrees, rights, privileges and concessions;
- 8.17 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- 8.18 to apply for, promote and obtain any private Act of Parliament, instrument or order or licence of any authority for enabling the Association to carry any of its objectives into effect or for effecting any modifications of the Association's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Association's interest and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Association's interest;
- 8.19 to offer to co-operate and enter into arrangements with authorities, national, local or otherwise;
- 8.20 subject to Article 9, to establish and support pension and superannuation schemes for the benefit of persons employed by the Association, and to grant pensions or retiring allowances to the persons who have been employed by the Association or their dependants;
- 8.21 to pay out of funds of the Association all costs, charges and expenses of and incidental to the promotion or formation of the Association and any subsidiary company formed to further or assist in carrying out the objects of the Association;



- 8.22 to employ and remunerate any person or persons (other than the directors of the Association) to supervise, organise, carry on the work of and advise the Association and to remunerate any person(s) or company for any services provided by them to the Association;
  - 8.23 to insure and arrange insurance cover for and to indemnify the Association's officers and employees from and against such of the insured risks in the course of the performance of their duties as may be thought fit;
  - 8.24 to do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise;
  - 8.25 to do all such other things as may be deemed incidental or conducive to the attainment of the Association's objects or any of them **PROVIDED THAT:**
    - 8.25.1 in case the Association shall take or hold any property which may be subject to any trust, the Association shall only deal with or invest the same in such a manner as allowed by law, having regard to such trusts; and
    - 8.25.2 the Association's objects shall not extend to the regulation of relations between workers and employees or organisations or workers and organisations of employers.
- 9 The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in these Articles and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit to the Members of the Association **PROVIDED THAT** nothing herein shall prevent any payment in good faith by the Association:
- 9.1 of reasonable and proper remuneration to any Member, officer or servant of the Association for any services rendered to the Association, or any member of the Administrative Committee who is employed by the Association in an administrative, research or technical capacity, or being a person engaged in any profession, of all usual professional or other charges for work done by him or his firm when instructed by his co-members of the Administrative Committee so to act in that capacity on behalf of the Association, **PROVIDED THAT**
    - 9.1.1 such remuneration is not for services solely rendered to the Association in the capacity of member of the Administrative Committee;
    - 9.1.2 the Administrative Committee shall at all times comprise a majority of non-remunerated members of the Administrative Committee; and
    - 9.1.3 payment of such remuneration complies with the terms of Sections 67 and 68 of the Charities Act

- 9.2 of interest on money lent by any Member or member of the Administrative Committee at a rate per annum not exceeding Two per centum less than base lending rate for the time being prescribed by the Bank of Scotland or Three per centum whichever is the greater;
- 9.3 of reasonable and proper rent for premises let by any Member or member of the Administrative Committee;
- 9.4 of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Administrative Committee may also be a member holding not more than a one-hundredth part of the capital thereof; and
- 9.5 to any member of the Administrative Committee of "out of pocket" expenses.

## **MEMBERS**

- 10 The subscribers to the Memorandum of Association and such other organisations as are admitted as Members in accordance with the Articles shall be Members of the Association.

11

- 11.1 Every Member shall be admitted to membership of the Association by the Administrative Committee.
- 11.2 Every organisation who wishes to become a Member shall deliver to the Office (or such other place as the Administrative Committee may direct) an application for membership in such form as the Administrative Committee require executed on behalf of that organisation.

- 12 The power of admitting Members shall be exercisable by the Administrative Committee and shall require a majority of 75% of the members of the Administrative Committee then in office. The Administrative Committee shall have full power and discretion as to the admission or refusal of any organisation as a Member and shall not be bound to assign any reason for refusing to admit any organisation to membership of the Association.

In considering applications for membership, the Administrative Committee will apply the following criteria (as well as such further criteria as they think appropriate):-

- 12.1 applications may be received from organisations devoted to both specialist and non-specialist veterinary dermatology;
- 12.2 (having regard to geographic and cultural criteria), applications should be preferred from multinational rather than national organisations and from organisations not already represented by any other multinational organisation;
- 12.3 the number of members of the applicant;
- 12.4 the standard of congresses and conferences sponsored or organised by the applicant; and

- 12.5 the contributions to veterinary dermatology internationally by members of the applicant through research, publications or otherwise.
- 13 A Member shall cease to be a Member in any of the following circumstances:-
- 13.1 if by giving at least one month's notice in writing lodged at the Office, it resigns from membership.
- 13.2 if the Member shall be wound up or shall have a receiver or administrator appointed to it or all or any of its assets or shall be dissolved; or
- 13.3 (where any Member is established outside the United Kingdom) if any event analogous to or having similar effect to those described in 13.2 above occurs; or
- 13.4 if the Member is removed from membership by a resolution of the Members passed by at least 75% of the votes cast upon such resolution at a meeting specially convened to consider such resolution of which it shall have been given a reasonable opportunity of attending and being heard.
- 14 The rights of a Member shall be personal and membership shall not be transferable.
- 15 No membership fee shall be charged to Members for membership of the Association.

#### **PATRONS**

- 16 The Administrative Committee may from time to time invite any person or persons (ex officio or otherwise) whose patronage would in the opinion of the Administrative Committee confer a benefit upon the Association to become a patron of the Association. Any person who accepts the position of patron shall hold that position until he relinquishes it by written notice to the Association, or until the Administrative Committee decide by resolution to terminate his appointment. A patron shall not be a member of the Association and shall have none of the responsibilities or powers of a director, but the Association shall have the right to announce that it is under patronage in any letters, brochures, announcements and other like publications.

#### **CORRESPONDING MEMBERS**

- 17 At any time the Administrative Committee shall have the power of appointing any person or persons to be a Corresponding Member.
- 17.1 No person shall be admitted as a Corresponding Member unless he is approved by the Administrative Committee by a resolution passed by at least 75% of the votes cast upon the same. Any person may be invited by the President of the Association to become a Corresponding Member or any person who wishes to become a Corresponding Member shall deliver to the President an application for Corresponding Membership executed by him in such form as the Administrative Committee require. The Administrative Committee shall by a resolution passed by at least 75% of the votes cast upon same determine the conditions of Corresponding Membership. Admission as a Corresponding Member of the Association shall bind such person to comply with the said conditions as resolved aforesaid. Corresponding Membership of the Association

shall not entitle the Corresponding Member to voting rights in the Association. The rights of a Corresponding Member shall be personal and Corresponding Membership shall not be transferable and shall cease on death.

- 17.2 A Corresponding Member may withdraw from the Association by notice in writing to the President. In this regulation 'writing' shall include writing in electronic form and the signature requirement is capable of being satisfied by an electronic signature. Failing agreement otherwise by the Administrative Committee, such notice shall take effect one month after the date of its receipt by the President.
- 17.3 Corresponding Membership of the Association shall cease forthwith in respect of a Corresponding Member if the Administrative Committee resolves, by a resolution passed by at least 75% of the votes cast upon same, that it is in the best interests of the Association that such Corresponding Membership shall be terminated and they shall not be obliged to assign their reasons for such resolution.
- 17.4 No Corresponding Member of the Association shall take part in the management of the Association, nor shall they be liable on a winding up of the Association.

#### **AFFILIATE MEMBERS**

- 18 At any time the Administrative Committee shall have the power of appointing any organisation to be an Affiliate Member.
- 18.1 No organisation shall be admitted as an Affiliate Member unless it is approved by the Administrative Committee by a resolution passed by at least 75% of the votes cast upon the same. Any organisation which wishes to become an Affiliate Member shall deliver to the President an application for Affiliate Membership executed by it in such form as the Administrative Committee require. The Administrative Committee shall by a resolution passed by at least 75% of the votes cast upon same determine the conditions of Affiliate Membership. Admission as an Affiliate Member of the Association shall bind such organisation to comply with the said conditions as resolved aforesaid. Affiliate Membership of the Association shall not entitle the Affiliate Member to voting rights in the Association. The rights of an Affiliate Member shall be personal to each organisation and Affiliate Membership shall not be transferable.
- 18.2 An Affiliate Member may withdraw from the Association by notice in writing to the President. In this regulation 'writing' shall include writing in electronic form and the signature requirement is capable of being satisfied by an electronic signature. Failing agreement otherwise by the Administrative Committee, such notice shall take effect one month after the date of its receipt by the President.
- 18.3 Affiliate Membership of the Association shall cease forthwith in respect of an Affiliate Member if the Administrative Committee resolves, by a resolution passed by at least 75% of the votes cast upon same, that it is in the best interests of the Association that such Affiliate Membership

shall be terminated and they shall not be obliged to assign their reasons for such resolution.

- 18.4 No Affiliate Member of the Association shall take part in the management of the Association, nor shall they be liable on a winding up of the Association.

#### **PROVISIONAL MEMBERS**

- 19 At any time the Administrative Committee shall have the power of appointing any organisation to be a Provisional Member.

19.1 No organisation shall be admitted as a Provisional Member unless it is approved by the Administrative Committee by a resolution passed by at least 75% of the votes cast upon the same. Any organisation which wishes to become a Provisional Member shall deliver to the President an application for Provisional Membership executed by it in such form as the Administrative Committee require. The Administrative Committee shall by a resolution passed by at least 75% of the votes cast upon same determine the conditions of Provisional Membership. Admission as a Provisional Member of the Association shall bind such organisation to comply with the said conditions as resolved aforesaid. Provisional Membership of the Association shall not entitle the Provisional Member to voting rights in the Association. The rights of a Provisional Member shall be personal to each organisation and Provisional Membership shall not be transferable.

19.2 A Provisional Member may withdraw from the Association by notice in writing to the President. In this regulation 'writing' shall include writing in electronic form and the signature requirement is capable of being satisfied by an electronic signature. Failing agreement otherwise by the Administrative Committee, such notice shall take effect one month after the date of its receipt by the President.

19.3 Provisional Membership of the Association shall cease forthwith in respect of a Provisional Member if the Administrative Committee resolves, by a resolution passed by at least 75% of the votes cast upon same, that it is in the best interests of the Association that such Provisional Membership shall be terminated and they shall not be obliged to assign their reasons for such resolution.

19.4 No Provisional Member of the Association shall take part in the management of the Association, nor shall they be liable on a winding up of the Association.

#### **NOTICE OF GENERAL MEETINGS**

- 20 All general meetings other than annual general meetings shall be called extraordinary general meetings.

21 The Administrative Committee may call general meetings and, on the requisition of the Members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting in accordance with the provisions of the Act. If there are not within the United Kingdom sufficient members of the Administrative Committee to call a

general meeting, any member or the Administrative Committee or any Member may call a general meeting.

22 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one Clear Days' notice. All other extraordinary general meetings shall be called by at least fourteen Clear Days' notice but an general meeting may be called by shorter notice if it is so agreed:-

22.1 In the case of an annual general meeting, by all the Members entitled to attend and vote thereat; and

22.2 In the case of any other meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety 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. In the case of an annual general meeting, the notice shall specify the meeting as such. The annual general meeting is intended usually to be held in association with other national or international veterinary dermatology meetings.

The notice shall be given to all the Members and to the members of the Administrative Committee and auditors of the Association.

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

#### **PROCEEDINGS AT GENERAL MEETINGS**

24 No business shall be transacted at any general meeting unless a quorum is present. A quorum shall be a not less than one half of all the persons who at the commencement of the meeting are entitled to vote upon the business to be transacted, each being a proxy for a Member or (in the case of a Member who is an organisation) a duly authorised representative of an organisation.

25 If such a quorum is not present within thirty minutes from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and such other time and place as the Administrative Committee may determine, and if at the adjourned meeting a quorum is not present within thirty] minutes from the time appointed therefor the Members present shall be a quorum.

26 The President of the Association shall preside as chairman of the meeting but if the President shall not be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members of the Administrative Committee shall elect one of their number to chair the meeting and, if there is only one member of the Administrative Committee present and willing to act, he shall be chairman.

27 If no Member of the Administrative Committee is willing to act as chairman, or if no Member of the Administrative Committee is present within fifteen 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.

28 A Member of the Administrative Committee shall notwithstanding he is not a Member be entitled to attend and speak at any general meeting.

29 The chairman of the meeting may, with the consent of a meeting (provided that a quorum is present) (and shall if so directed by the meeting) adjourn business 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 the adjournment not taken place. When a meeting is adjourned for fourteen 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.

30 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:-

30.1 by the chairman of the meeting; or

30.2 by at least two Members having the right to vote at the meeting; or

30.3 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;

and a demand by a person as proxy for a Member shall be the same as a demand by the Member.

31 Unless a poll is duly demanded, a declaration by the chairman of the meeting 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.

32 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman of the meeting and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

33 A poll shall be taken as the chairman of the meeting directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

34 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.

35 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman of the meeting directs not being more than thirty days after the poll is demanded. The demand for a poll shall not

prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If the 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.

- 36 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.

**VOTES OF MEMBERS**

- 37 On a show of hands, or on a poll as the case may be, every Member who (being an individual) is present in person or by proxy or (being a firm, corporation, partnership, trust or association) is present by a duly authorised representative or by proxy unless the proxy (in either case) or the representative is himself a Member entitled to vote, shall have one vote.
- 38 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.
- 39 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 Administrative Committee may approve):-

“THE WORLD ASSOCIATION OF VETERINARY DERMATOLOGY

I/We,.....of ..... being a member/members of the above named Association, hereby appoint ..... of ....., or failing him, ..... of ..... as my/our proxy to vote in my/our name (s) and on my / our behalf at the general meeting of the Association to be held on ..... and at any adjournment thereof.

Signed on [ ]”

- 40 Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the instrument appointing 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 Administrative Committee may approve):-

“THE WORLD ASSOCIATION OF VETERINARY DERMATOLOGY

I/We,.....of ..... being a member/members of the above named Association, hereby appoint ..... of ....., or failing him, ..... of ..... as my/our proxy to vote in my/our name (s) and on my / our behalf at the general meeting of the Association to be held on ..... 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 he thinks fit or abstain from voting.

Signed on [            ]”

41 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Administrative Committee may:-

41.1 in the case of an instrument in writing, be delivered to 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 Association 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

41.2 in the case of an appointment contained in an Electronic Communication, where an address has been specified for the purpose of receiving Electronic Communications:-

41.2.1 in the notice convening the meeting; or

41.2.2 in any instrument of proxy set out by the Association in relation to the meeting; or

41.2.3 in any invitation contained in an Electronic Communication to appoint a proxy issued by the Association in relation to the meeting;

be sent to and 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 appointment proposes to vote; or

41.3 in the case of a poll taken more than 48 hours after it was demanded, be delivered or sent and 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

41.4 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 chairman of the meeting or to the Secretary or to any member of the Administrative Committee;

and an instrument appointing a proxy which is not delivered or sent and received in a manner so permitted shall be invalid. In calculating the periods mentioned in this Article no account shall be taken of any part of a day that is not a Working Day.

- 42 A vote given or poll demanded by proxy or by the duly authorised representative of a firm, corporation, partnership, trust or association 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 Association at the Office or at such other place at which the instrument of proxy was duly delivered or, where the appointment of the proxy was contained in an Electronic Communication, at the Electronic 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.
- 43 Any corporation, partnership, trust or association which is a Member may by resolution of its directors, partners, trustees or other governing body under the hand of one of its officers authorise such person as it thinks fit to act as its representative at any meeting of the Association or of any class of members of the Association. The person so authorised shall be entitled to exercise the same powers on behalf of the corporation, partnership, trust or association which he represents as that corporation, partnership, trust or association could exercise if it were an individual member of the Association and such corporation, partnership, trust or association shall for the purposes of these Articles be deemed to be present in person at any such meeting if a person so authorised is present thereat.

#### **NUMBER OF MEMBERS OF THE ADMINISTRATIVE COMMITTEE**

- 44 Unless otherwise determined by ordinary resolution of the Members, the number of members of the Administrative Committee (other than alternate directors) shall not be subject to any maximum but shall not be less than five.

#### **POWERS OF THE ADMINISTRATIVE COMMITTEE**

- 45 Subject to the provisions of the Act, and the Articles and to any directions given by special resolution, the business of the Association shall be managed by the members of the Administrative Committee who may exercise all the powers of the Association. No alteration of the Articles and no such direction shall invalidate any prior act of the Administrative Committee 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 Administrative Committee by the Articles and a meeting of the members of the Administrative Committee at which a quorum is present may exercise all powers exercisable by the Administrative Committee.
- 46 The Administrative Committee may, by power of attorney or otherwise, appoint any person to be the agent of the Association for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.
- 47 The Administrative Committee may delegate any of their powers to any committee consisting of one or more members of the Administrative Committee and/or such other person or persons as the Administrative Committee may think fit. They may also delegate to the President or any executive of the Association such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Administrative Committee may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the provisions of these Articles regulating the

proceedings of the Administrative Committee so far as they are capable of applying. The quorum of a committee with two members shall, unless otherwise specified by the Administrative Committee, be two.

- 48 Without prejudice to the powers of the Administrative Committee contained in Articles 45 to 47 and elsewhere in these Articles, the Administrative Committee shall have the power to assist and oversee each future World Congress of Veterinary Dermatology in particular by (i) selecting the venue (ii) appointing the officers responsible for organising each congress (iii) in consultation with the individuals appointed as referred to in (ii), appointing the chairpersons for the committees involved in each congress (iv) subject to the provisions of the Articles, awarding an initial grant to each congress (v) receiving and reviewing the final accounts of each congress and (vi) administering and disbursing any surplus funds remitted to the Association from any congress.

#### **APPOINTMENT OF MEMBERS OF THE ADMINISTRATIVE COMMITTEE**

- 49 Each of the Members shall, so long as it remains a Member, be entitled to appoint an individual to the Administrative Committee (an "Appointed Committee Member") and remove from office the individual so appointed and replace the individual so removed provided that only one individual may hold office as an Appointed Committee Member of one Member at any time. An Appointed Committee Member shall retire at 31st December following the fourth anniversary of his appointment or re-appointment but may then be re-appointed by the Member which appointed or last re-appointed him (as the case may be).
- 50 Any appointment, re-appointment, or removal or replacement under Article 49 to be effective shall be by notice in writing signed by or on behalf of the Member and sent to or left at the registered office of the Association and shall take effect on receipt by the Association or at such later date as the notice may specify.
- 51 The Administrative Committee shall appoint as members of it the Past Presidents of each of the previous three World Congresses of Veterinary Dermatology or, where such a Past President is unwilling or unable to act as a member of the Administrative Committee, another member of the organising committee of the World Congress of Veterinary Dermatology in that geographic region. The Administrative Committee shall also appoint as members of it the President and the secretary of the Executive Committee (when appointed) of each forthcoming World Congress of Veterinary Dermatology (or any successor congress or conference however called). Each secretary appointed under this Article shall cease to be a member of the Administrative Committee at the next meeting of the Administrative Committee or on 31st December (which is the sooner), in each case following conclusion or abandonment of the relevant Congress. Each of the Past Presidents (or other member appointed in their place) and Presidents appointed under this Article shall remain in office as a member of the Administrative Committee, subject to Article 60, until 31<sup>st</sup> December following the twelfth anniversary of his appointment and may not then be re-appointed or, when the Administrative Committee resolves that he is no longer active in veterinary dermatology whereupon he shall cease to be a member of the Administrative Committee, whichever is sooner. For the avoidance of doubt, for so long as any of the Past Presidents or other persons to be appointed to the Administrative Committee under this Article are already members of the Administrative Committee as Appointed Committee Members or otherwise, no such separate appointment shall be made under this Article.

52 For the purposes of Article 51 any Past Presidents (or other member appointed in their place) holding office as a member of the Administrative Committee on the Qualifying Date, shall be deemed to have first been appointed to such office on the later of the following two dates:

- a) the date of his first appointment to the office of member of the Administrative Committee; and
- b) the date of his last reappointment to such office before the Qualifying Date.

53 The Administrative Committee may from time to time appoint up to two further persons who are willing to act as members of the Administrative Committee as an addition to the members appointed pursuant to Articles 49 and 51, provided that such appointment does not result in the maximum number (if any) of members of the Administrative Committee permitted under or pursuant to these Articles being exceeded. An individual appointed under this Article shall serve for such period not exceeding four years nor less than two years (or, in the absence of the period being specified by the Administrative Committee upon his appointment, for two years) but may be re-appointed by the Administrative Committee for such a further period determined in like manner to his initial period of appointment under this Article. Any individual appointed as a member of the Administrative Committee in terms of this Article shall not be a director, trustee or other officer of a Member and in the event that such individual subsequently becomes a director, trustee or other officer of a Member, they shall be bound to resign from their position as a member of the Administrative Committee with immediate effect (or may be removed from office by the Administrative Committee in terms of Article 54.2 if they fail to do so).

54

54.1 The Association may by ordinary resolution of which special notice has been given in accordance with Section 312 of the Act remove any member of the Administrative Committee from office notwithstanding anything in these Articles or in any agreement between the Company and such member.

54.2 The Administrative Committee may remove from office any member of the Administrative Committee by a resolution passed by at least 75% of the votes cast upon same at a meeting of the Administrative Committee. The member of the Administrative Committee who is subject to the resolution of removal may attend, speak and vote at such a meeting of the Administrative Committee. Any resolution to remove a member of the Administrative Committee from office shall be notified to such a member of the Administrative Committee if he is not in attendance at the meeting of the Administrative Committee at which the resolution was passed.

54.3 If the member of the Administrative Committee removed from office under paragraphs 54.1 or 54.2 of this Article is not an Appointed Committee Member, or if the Member which appointed that Appointed Committee Member does not exercise its power to appoint a replacement Member of the Administrative Committee in terms of paragraph 54.4 of this Article the Association may by ordinary resolution appoint another person in place of a member of the Administrative Committee removed from office under paragraphs 54.1 and 54.2 of this Article. Without prejudice to the powers of the Administrative Committee under Article 53

the Association may in general meeting appoint any person to be a member of the Administrative Committee to fill a casual vacancy.

- 54.4 If the member of the Administrative Committee removed from office under paragraphs 54.1 or 54.2 of this Article is an Appointed Committee Member, the Member which appointed that member of the Administrative Committee shall be entitled to appoint another person in place of that member of the Administrative Committee who was removed from office.

#### **ALTERNATE DIRECTORS**

- 55 Any Appointed Committee Member (other than an alternate director) may appoint any other member of the Administrative Committee, or any other person approved by ordinary resolution of the Administrative Committee and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. For the avoidance of doubt, other than Appointed Committee Members, no other member of the Administrative Committee shall be entitled to appoint an alternate director.
- 56 An alternate director shall be entitled to receive notice of all meetings of the Administrative Committee and of all meetings of committees of the Administrative Committee of which his appointor is a member, to attend and vote at any such meeting at which the member of the Administrative Committee appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the Association for his services as an alternate director. Wherever possible, an alternate director who is absent from the United Kingdom shall be given notice of a meeting by way of Electronic Communication.
- 57 An alternate director shall cease to be an alternate director if his appointor ceases to be a member of the Administrative Committee.
- 58 Any appointment or removal of an alternate director shall be by notice to the Association signed by the Appointed Committee Member making or revoking the appointment or in any other manner approved by the Administrative Committee.
- 59 Save as otherwise provided in the Articles, an alternate director shall be deemed for all purposes to be a member of the Administrative Committee and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the member of the Administrative Committee appointing him.

#### **DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE ADMINISTRATIVE COMMITTEE**

- 60 The office of a member of the Administrative Committee shall be vacated if:-
- 60.1 he ceases to be a member of the Administrative Committee by virtue of any provision of the Act or he becomes prohibited by law from being a director or a charity trustee; or
- 60.2 he becomes bankrupt or makes any arrangement or composition with the creditors thereof generally; or
- 60.3 he is, or may be, suffering from mental disorder and either:

- 60.3.1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Care & Treatment) (Scotland) Act 2003; or
- 60.3.2 an order is made by a court or mental health tribunal having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, guardian or other person to exercise powers with respect to his property or affairs; or
- 60.4 he resigns office by notice to the Association; or
- 60.5 he is convicted of an offence which is likely to bring the Association into disrepute; or
- 60.6 he shall for more than twenty-four consecutive months have been absent without permission of the Administrative Committee from meetings of the Administrative Committee held during that period (provided there has been at least three meetings during that period) and the Administrative Committee resolve that his office be vacated; or
- 60.7 in the case of an Appointed Committee Member, the Member which appointed him ceases to be a member of the Association; or
- 60.8 he accepts remuneration or other benefit in contravention of Article 9.

#### **ADMINISTRATIVE COMMITTEE MEMBERS' EXPENSES**

- 61 Except where the meeting is held in conjunction with another national or international veterinary dermatology meeting at which the member would ordinarily be present (in which case, unless the Administrative Committee resolves otherwise, the Association shall not bear his expenses), each member of the Administrative Committee may be paid, at the discretion of the Administrative Committee, all travelling, hotel, and other expenses properly incurred by him in connection with his attendance at meetings of the Administrative Committee or general meetings or otherwise in connection with the discharge of his duties but, except to the extent permitted by Article 9 and Section 67 of the Charities Act, shall otherwise be paid no remuneration.

#### **ADMINISTRATIVE COMMITTEE MEMBERS' APPOINTMENTS AND INTERESTS**

- 62 A member of the Administrative Committee shall, in exercising functions in that capacity, act at all times in the interests of the Association and, in particular, shall, in circumstances capable of giving rise to a conflict of interest between the Association and any person responsible for appointment:-
  - 62.1 put the interests of the Association before those of the other person; or
  - 62.2 where any other duty prevents the member of the Administrative Committee from doing so, disclose the conflicting interest to the Administrative Committee and refrain from participating in any deliberation or decision of the other members of the Administrative Committee with respect to the matter in question.

- 63 A member of the Administrative Committee shall avoid any situation in which he has, or can have, a direct or indirect interest that conflicts or possibly may conflict with the interests of the Association **PROVIDED THAT** the Administrative Committee may, subject to the preceding Article, authorise in accordance with the provisions of the Act, any matter proposed to them by any member of the Administrative Committee which would, if not authorised, involve a member of the Administrative Committee breaching the foregoing duty to avoid conflicts of interests.
- 64 Subjects to the two preceding Articles and to the provisions of the Act, provided that he has disclosed to the Administrative Committee the nature and extent of any material interest, a member of the Administrative Committee notwithstanding his office:
- 64.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Association or in which the Association is otherwise interested;
- 64.2 may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interest in, any body corporate promoted by the Association or in which the Association is otherwise interested; and
- 64.3 shall not, by reason of his office, be accountable to the Association for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate (but subject always to the Charities Act) and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
- 65 For the purposes of Articles 63 and 64:
- 65.1 a general notice given to the Administrative Committee that a member of the Administrative Committee is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the member of the Administrative Committee has an interest in any such transaction of the nature and extent so specified; and
- 65.2 an interest of which a member of the Administrative Committee has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

#### **PROCEEDINGS OF THE ADMINISTRATIVE COMMITTEE**

- 66 Subject to the provisions of these Articles, the Administrative Committee may regulate their proceedings as they think fit. The Administrative Committee shall meet at least once in each calendar year. A member of the Administrative Committee may, and the Secretary, at the request of a Member shall, call a meeting of the Administrative Committee. Wherever possible, a member of the Administrative Committee who is absent from the United Kingdom shall be given notice of a meeting by way of Electronic Communication. 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. A member of the Administrative Committee who is

also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.

- 67 The quorum for the transaction of the business of the Administrative Committee may be fixed by the Administrative Committee and unless so fixed at any other number, shall be not less than one half of all the persons who at the commencement of such transaction are members of the Administrative Committee. A member of the Administrative Committee shall not be counted in the quorum present at a meeting in relation to a discussion or a resolution on a matter concerning which such member of the Administrative Committee is not entitled to be present or vote. A person who holds office only as an alternate director, shall, if his appointor is not present, be counted in the quorum.
- 68 Where the transaction of business of any meeting (or part of a meeting) may give rise to a conflict of interest pursuant to Articles 63 and 64, if there is only one member of the Administrative Committee in office besides the conflicted member(s) of the Administrative Committee, the quorum for such meeting (or part of a meeting) shall be one Eligible Trustee.
- 69 A meeting of the Administrative Committee or any committee thereof may, subject to notice thereof having been given in accordance with these Articles, be for all purposes deemed to be held when the members of the Administrative Committee are in simultaneous Communication with each other by telephone or fax or by any means of audio-visual Communication, if all the Trustees agree to treat the meeting as so held and the number of Trustees participating in such Communication constitutes the quorum of the Administrative Committee which would otherwise be required by the Articles to be present at the meeting. Such meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the Chairman of the meeting then is and the word "meeting" shall be construed accordingly.
- 70 The continuing members of the Administrative Committee or a sole continuing member of the Administrative Committee may act notwithstanding any vacancies in their number, but, if the number of members of the Administrative Committee is less than the number fixed as the quorum, the continuing member of members of the Administrative Committee may act only for the purpose of filling vacancies or of calling a general meeting.
- 71 The members of the Administrative Committee may appoint one of their number to be President of the Association and the chairman of the Administrative Committee and may at any time remove him from that office. Unless he is unwilling to do so, the member of the Administrative Committee so appointed shall preside at every meeting of the Administrative Committee at which he is present. But if there is no member of the Administrative Committee holding that office, or if the member of the Administrative Committee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the members of the Administrative Committee present may appoint one of their number to be chairman of the meeting. The President shall hold office until the first meeting of the Administrative Committee or 31st December (whichever shall first occur) after (in each case) the fourth anniversary of his appointment as President and unless otherwise resolved by a majority of the members of the Administrative Committee in office shall thereupon cease to be President whilst remaining a member of the Administrative Committee. The President may not at any time also be the president of an upcoming World Congress for Veterinary Dermatology and, in the event that circumstance arises, shall



immediately resign his office as President of the Association and chairman of the Administrative Committee.

- 72 All acts done bona fide by a meeting of the Administrative Committee, or of a committee of the Administrative Committee, or by a person acting as a member of the Administrative Committee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any member of the Administrative Committee 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 person had been duly appointed and was qualified and had continued to be a member of the Administrative Committee and had been entitled to vote.
- 73 A resolution in writing signed by all the members of the Administrative Committee entitled to receive notice of a meeting of the Administrative Committee or of a committee of the Administrative Committee shall be as valid and effectual as if it had been passed at a meeting of the Administrative Committee or (as the case may be) a committee of the Administrative Committee duly convened and held and may consist of several documents in the like form each signed by one or more members of the Administrative Committee; but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a member of the Administrative Committee who has appointed an alternate director it need not be signed by the alternate director in that capacity.
- 74 If a question arises at a meeting of the Administrative Committee or of a committee of the Administrative Committee as to the right of a member of the Administrative Committee to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any member of the Administrative Committee other than himself shall be final and conclusive. If such a question arises in relation to the chairman of such a meeting the question may be decided by a majority of members of the Administrative Committee present, the presence of the chairman not being counted in any such decision.
- 75 Subject to the provisions of the Act, one of the members of the Administrative Committee shall be appointed the Secretary of the Association by the Administrative Committee for such term (not exceeding four years), and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them. The Secretary shall not unless so resolved by a majority of the members of the Administrative Committee, serve for a second term after his first term in that office. No remuneration shall be paid to a member of the Administrative Committee for acting as Secretary of the Association.
- 76 One of the members of the Administrative Committee shall be appointed Treasurer of the Association by the Administrative Committee for such term (not exceeding four years) and upon such conditions as they may think fit; and any Treasurer so appointed may be removed by them. The Treasurer shall not, unless so resolved by a majority of the members of the Administrative Committee, serve for a second term after his first term in that office. The Treasurer shall perform such duties of an accounting and financial nature as may be delegated to him by the Administrative Committee. No remuneration shall be paid to a member of the Administrative Committee for acting as Treasurer of the Association.

## MINUTES

- 77 The Administrative Committee shall cause minutes to be made in books kept for the purpose:-
- 77.1 of all appointments of officers made by the Administrative Committee; and
- 77.2 of all proceedings at meetings of the Association, and of the Administrative Committee and of committees of the Administrative Committee, including the names of the members of the Administrative Committee present at each such meeting.

## NOTICES

- 78 Any notice to be given to or by any person pursuant to these Articles (other than a notice calling a meeting of the Administrative Committee) shall be in writing or shall be given by Electronic Communications to the Electronic Address for the time being notified for that purpose to the person giving the notice.
- 79 The Association may give any notice to a Member in any of the following ways:-
- 79.1 delivering it to him personally; or
- 79.2 by sending it by post in a prepaid envelope addressed to the Member at his registered address; or
- 79.3 by leaving it at that address; or
- 79.4 by sending it by Electronic Communication to the Electronic Address for the time being notified to the Association by the Member.
- 80 A Member whose registered address is not within the United Kingdom and who gives to the Association an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Association.
- 81 A Member present, either in person or by proxy, or (in the case of a Member who is a corporation) by a duly authorised representative at any meeting of the Association shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 82 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. 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. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an Electronic Communication, at the expiration of 48 hours after the time it was sent. In calculating the said period of 48 hours, no account shall be taken of any part of a day that is not a Working Day.

## ACCOUNTS

- 83 True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the Association and, subject to any reasonable restrictions as to the time and manner of inspecting same that may be imposed in accordance with the Articles, shall be open to the inspection of the Members.

## DISSOLUTION

- 84 If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members but shall be applied in one or both of the following ways:

84.1 directly for the objects of the Association or for Charitable Purposes within or similar to the objects of the Association;

84.2 by transfer to some other charity or charities having objects similar to the objects of the Association 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 Association by Article 9 hereof, such charity or charities to be determined by the Members at or before the time of dissolution.

If and so far as effect cannot be given to this provision, then such property shall be distributed to some other institution having Charitable Purposes.

## AMENDMENT OF ARTICLES

- 85 The provisions of these Articles may be altered in accordance with the Act **PROVIDED THAT** no alteration shall be made which could have the effect of the Association ceasing to be recognised as a Charity.

## INDEMNITY

- 86 Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Administrative Committee may otherwise be entitled, every member of the Administrative Committee or other officer or auditor of the Association shall be entitled to be indemnified out of the assets of the Association against all losses or liabilities which he may sustain or incur in or about the execution or discharge of the duties of his office or otherwise in relation thereto including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association and no member of the Administrative Committee or other office or auditor of the Association shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Association in the execution or discharge of the duties in his office or in relation thereto.

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**NAMES AND ADDRESSES OF SUBSCRIBERS**

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1.     “*William G Simmons*”, director for  
      TM Company Services Limited  
      66 Queen Street  
      Edinburgh  
      EH2 4NE
  
2.     “*William G Simmons*”, director for  
      Reynard Nominees Limited  
      66 Queen Street  
      Edinburgh  
      EH2 4NE

Dated:           31<sup>st</sup> July 20000

Witness to the above signatures:-

“*Scott Dickson*”  
Scott Forsyth Dickson  
66 Queen Street  
Edinburgh  
EH2 4NE