

Company number: 00559784

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE**  
**WRITTEN RESOLUTIONS OF**  
**THE INSTITUTE OF ANIMAL HEALTH**  
**("the Company")**

Pursuant to Section 288 of the Companies Act 2006 ("the 2006 Act")  
passed on 15 September 2009

Circulate Date: 15 September 2009

I, the undersigned sole member of the Company who at the date of this resolution represents 100% of the total voting rights of eligible members (as defined in section 289 of the Act) hereby pass the following proposed as a special resolution:

**Adoption of New Articles**

- 1 THAT the new articles of association in the form annexed hereto, be and hereby are approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, all articles of association of the Company.

Signature:

  
\_\_\_\_\_  
Keith Gull

WEDNESDAY



**Notes for Members:**

- 1 To signify agreement to the proposed resolution set out above each eligible member is requested to sign and return undated these proposed written resolution to the Company at its registered office address. Once eligible members have signified their agreement to the proposed resolution their agreement may not be revoked.
- 2 These proposed written resolution will lapse if they are not passed before the end of 28 days beginning with the day on which this document is circulated to eligible members.

3

An eligible member may send a scanned signed but undated copy of these proposed written resolutions to [james.allen@taylorvinters.com](mailto:james.allen@taylorvinters.com) **but the original must be posted as specified in note 1.**

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE**  
**AND NOT HAVING A SHARE CAPITAL**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**THE INSTITUTE FOR ANIMAL HEALTH**  
**ADOPTED BY SPECIAL RESOLUTION**

**PASSED ON**

*15 September 2009*

**PRELIMINARY**

The regulations contained in Table A and Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these Articles shall not apply to the Charity and these Articles alone shall constitute the regulations of the Charity.

**1. DEFINITIONS AND INTERPRETATION**

**1.1** In these Articles the following expressions have the following meanings unless inconsistent with the context:

<b>"Act"</b>	the Companies Act 2006 (as amended from time to time)
<b>"these Articles"</b>	these Articles of Association, whether as originally adopted or as from time to time altered by special resolution
<b>"Charity"</b>	the company regulated by these Articles
<b>"clear days"</b>	in relation to the period of a notice means that 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

<b>"Commission"</b>	the Charity Commission for England and Wales
<b>"directors"</b>	the directors for the time being of the Charity or (as the context shall require) any of them acting as the board of directors of the Charity. The directors are charity trustees as defined by section 97 of the Charities Act 1993
<b>"electronic communication"</b>	means the same as in the Electronic Communications Act 2000
<b>"office"</b>	the registered office of the Charity
<b>"United Kingdom"</b>	Great Britain and Northern Ireland.

1.2 any reference to **"persons"** includes natural persons, firms, partnerships, companies, corporations, limited liability partnerships, associations, organisations, governments, states, foundations and trusts (in each case whether or not having separate legal personality)

1.3 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Charity.

## 2. **MEMBERS**

2.1 The members of the Charity shall be those persons from time to time appointed by the directors. Every person so appointed shall deliver to the Charity an application for membership in such form as the directors require to be executed by him or her agreeing to be bound by the Memorandum of Association of the Charity and these Articles and on being so admitted his or her name shall be entered in the register of members of the Charity.

2.2 The directors may establish classes of membership with different rights and obligations and shall record those rights and obligations in the register of members. The rights allotted to a class of membership may only be varied if:

2.2.1 three quarters of the members of that class consent in writing to the variation;

2.2.2 a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.

2.3 Subject to all moneys presently payable by him or her to the Charity pursuant to any rules or bye-laws made by the directors pursuant to Article 21 or otherwise having been paid, a member may at any time resign from the Charity by giving

at least seven clear days' notice in writing to the Charity provided that after such resignation the number of members remaining is not less than one.

2.4 Membership is not transferable and will terminate if the Member:

2.4.1 dies or, if it is an organisation, ceases to exist; or

2.4.2 he or she becomes bankrupt or, if it is an organisation, makes any arrangement or composition with his or her creditors generally, or is made subject to any form of insolvency administration; or

2.4.3 is, or may be, suffering from mental disorder and either:

2.4.3.1 he or she 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 (Scotland) Act 1960; or

2.4.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs.

2.5 Membership shall terminate if the directors give notice in writing to the member concerned.

**3. GENERAL MEETINGS**

3.1 The directors may call general meetings at any time.

3.2 If at any time there are not within the United Kingdom sufficient directors capable of acting to form a quorum, any director of the Charity may convene a general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

**4. NOTICE OF GENERAL MEETINGS**

4.1 A general meeting shall be called by at least fourteen clear days' notice in writing. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted.

4.2 Subject to the provisions of these Articles notice of general meetings shall be given to all members and to all directors.

4.3 Notwithstanding the foregoing provisions of these Articles a general meeting may be called by shorter notice if it is so agreed in accordance with section 307 of the Act.

4.4 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.

## **5. PROCEEDINGS AT GENERAL MEETINGS**

5.1 No business shall be transacted at any general meeting unless a quorum of members is present. Two persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a corporation shall be a quorum save that, if and for so long as the Charity has only one person as a member, one member present in person shall be a quorum. If within half an hour from the time appointed for the general meeting a quorum is not present the general meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefore the member or members present in person or (being a body corporate) by representative and entitled to vote upon the business to be transacted shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.

5.2 The chairperson, if any, of the directors (and in the case of a director being a body corporate its duly appointed representative) shall preside as chairperson at every general meeting of the Charity, or if there is no such chairperson, or if he or she shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present (and in the case of a director being a body corporate, its duly appointed representative) shall elect one of their number to be chairperson of the meeting.

5.3 If at any meeting no director is willing to act as chairperson or if no director is present within fifteen minutes after the time appointed for holding the general meeting, the members present shall choose one of their number to be chairperson of the meeting.

5.4 A director (and in the case of a director being a body corporate, its duly appointed representative) shall, notwithstanding that he or she is not a member, be entitled to attend and speak at any general meeting, and to chair such a meeting in accordance with the provisions of these Articles.

5.5 The chairperson may, with the consent of any 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 any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

5.6 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands.

5.7 A declaration by the chairperson 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 of the Charity shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

5.8 A resolution in writing executed in accordance with the relevant provisions of Chapters 1 and 2 of Part 13 of the Act (as they relate to the passing of ordinary and special resolutions) shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of the requisite number of members.

## **6. VOTES OF MEMBERS**

6.1 On a show of hands every member (being an individual) present in person or (being a corporation) is present by a duly authorised representative shall have one vote.

6.2 No member shall be entitled to vote at any general meeting unless all moneys presently payable by him or her to the Charity pursuant to any rules or bye-laws made by the directors under Article 21 or otherwise have been paid.

6.3 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 chairperson whose decision shall be final and conclusive.

## **7. NUMBER OF DIRECTORS**

Unless otherwise determined by ordinary resolution the number of directors shall not exceed nine.

## **8. NO ALTERNATE DIRECTORS**

A director shall not be entitled to appoint an alternate director.

## **9. POWERS OF DIRECTORS**

- 9.1 Subject to the provisions of the Act, the Memorandum of Association of the Charity and these Articles and to any directions given by special resolution, the business of the Charity shall be overseen by the directors who may exercise all the powers of the Charity, and who may delegate the day to day management of the Charity to the Head of the Institute or any other person, as they see fit (subject to any conditions the directors may impose). No alteration of the Memorandum of Association or of these Articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article 9.1 shall not be limited by any special power given to the directors by these Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
- 9.2 Subject to the provisions of the Memorandum of Association and these Articles, the directors may from time to time establish, amend and revoke such governance policies, terms of reference, reporting requirements and delegation limits as they deem necessary or expedient for the proper management of the Charity.

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Charity, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the directors shall from time to time determine.

## **10. DELEGATION OF DIRECTORS' POWERS**

- 10.1 The directors may delegate any of their powers to any committee (by whatever name called), consisting of one or more directors, and/or such other persons (if any) not being directors, co-opted on to such committee as the directors think fit. Any such delegation may be made subject to any conditions the directors may impose and may be collateral to their own powers and may be revoked or altered. Any representatives appointed to any such committee may be delegated such powers the directors see fit in order to carry out their duties, whether by contract, power of attorney, or otherwise. Subject to any such conditions the proceedings of a committee of representatives with two or more members shall be governed by the Articles regulating the proceedings of directors (including obligations of disclosure) so far as they are capable of applying.
- 10.2 The directors may create a scientific advisory board to provide assistance and recommendations to the board regarding the scientific strategy and operations of the Charity. The terms of appointment of any such scientific advisory board shall be as determined by the directors from time to time.



**11. APPOINTMENT AND RETIREMENT OF DIRECTORS**

- 11.1 A director may be appointed by the member(s) at any time (whether to fill a vacancy or as an additional director) provided that the person who is appointed is willing to act.
- 11.2 Every director shall continue in office for a period of three years from the date of their appointment unless during such period he dies, resigns or is removed by the member(s). A director who retires at a general meeting may, if willing to act, be reappointed by the member(s).

**12. DISQUALIFICATION AND REMOVAL OF DIRECTORS**

The office of a director shall be vacated if:

- 12.1 he or she becomes prohibited by law from being a director; or
- 12.2 he or she becomes bankrupt, insolvent, or makes any arrangement or composition with his or her creditors generally; or
- 12.3 he or she is, or may be, suffering from mental disorder and either:
- 12.3.1 he or she 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 (Scotland) Act 1960; or
- 12.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs; or
- 12.4 he or she resigns his or her office by notice to the Charity; or
- 12.5 he or she is removed by notice in writing to that effect served on the Charity by the member(s); or
- 12.6 he or she dies.

**13. DIRECTORS' REMUNERATION**

The directors shall not be paid any remuneration unless it is authorised by clause 4 of the Memorandum.

**14. PROCEEDINGS OF THE DIRECTORS**

- 14.1 Subject to the provisions of these Articles, the directors may regulate their meetings as they think fit. A director may call a meeting of the directors. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairperson shall have a second or casting vote. Notice of every meeting of the directors shall be given to each director, including directors who may for the time being be absent from the United Kingdom and have given the Charity an address within the United Kingdom for service.
- 14.2 Any director may participate in a meeting of the directors or a committee constituted pursuant to Article 10 of which he or she is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Act, shall be entitled to vote and be counted in a quorum accordingly. Such a 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 chairperson of the meeting then is.
- 14.3 The quorum for the transaction of the business of the directors may be fixed by the directors, and unless so fixed at any other number, shall be one.
- 14.4 The directors may appoint one of their number to be the chairperson of the board of directors and may remove him or her from that office. Unless he or she is unwilling to do so, the director so appointed shall preside at every meeting of the directors at which he or she is present. But, if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within fifteen minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairperson of the meeting.
- 14.5 All acts done by any meeting of the directors or of a committee constituted pursuant to Article 10, or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any director or person acting as aforesaid, or that they or any of them were disqualified from holding office or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
- 14.6 A resolution in writing, signed by all the directors entitled to receive notice of a meeting of directors or of a committee constituted pursuant to Article 10 shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) such a committee duly convened and held and may consist of

several documents in the like form each signed by one or more directors or members of the committee (as the case may be).

**15. DIRECTORS' INTERESTS**

15.1 The directors may, in accordance with the requirements set out in the Articles, authorise any matter proposed to them by any director which would, if not authorised, involve a director breaching his duty under section 175 of the Companies Act 2006 to avoid conflicts of interest.

15.2 Unless authorised by the directors in accordance with these Articles a director must not vote on or be counted in the quorum in relation to any resolution of the directors in which the director has a direct or indirect interest that conflicts or may conflict with the interests of the Charity ("Conflict"). For the avoidance of doubt, no such requirement applies to any decision made under Article 15.8.1.

15.3 Any authorisation under this Article will be effective only if:

15.3.1 the matter in question shall have been proposed by any director for consideration at a meeting of directors in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine;

15.3.2 any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question; and

15.3.3 the matter was agreed to without his voting or would have been agreed to if his vote had not been counted.

15.4 Any authorisation of a Conflict under this Article may (whether at the time of giving the authorisation or subsequently):

15.4.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised;

15.4.2 be subject to such terms and for such duration, or impose such limits or conditions as the directors may determine; and

15.4.3 be terminated or varied by the directors at any time provided that this will not affect anything done by the director in accordance with the terms of the authorisation prior to such termination or variation.

15.5 In authorising a Conflict the directors may decide (whether at the time of giving the authorisation or subsequently) that if a director has obtained any information through his involvement in the Conflict otherwise than as a director of the

Charity and in respect of which he owes a duty of confidentiality to another person the director is under no obligation to:

- 15.5.1 disclose such information to the directors or to any director or other officer or employee of the Charity; or
- 15.5.2 use or apply any such information in performing his duties as a director;

where to do so would amount to a breach of that confidence.

15.6 Where the directors authorise a Conflict they may provide, without limitation (whether at the time of giving the authorisation or subsequently):

- 15.6.1 that the director is excluded from discussions (whether at meetings of directors or otherwise) related to the Conflict;
- 15.6.2 is not given any documents or other information relating to the Conflict;
- 15.6.3 may or may not vote (or may or may not be counted in the quorum) at any future meeting of directors in relation to any resolution relating to the Conflict.

15.7 Where the directors authorise a Conflict:

- 15.7.1 the director will be obliged to conduct himself in accordance with any terms imposed by the directors in relation to the Conflict;
- 15.7.2 the director will not infringe any duty he owes to the Charity by virtue of sections 171 to 177 of the Companies Act 2006 provided he acts in accordance with such terms, limits and conditions (if any) as the directors impose in respect of its authorisation.

15.8 A director's duty to avoid conflicts does not apply in relation to a proposed transaction or arrangement with the Charity where:

- 15.8.1 the directors so decide; and
- 15.8.2 the proposed transaction or arrangement:
  - 15.8.2.1 is not prohibited by the Charity's Memorandum of Association; and
  - 15.8.2.2 is within the descriptions of the types of transactions and arrangements into which the Charity has power to enter as described in its Memorandum.

15.9 Notwithstanding Article 15.8 above, a director must declare to the other directors the nature and extent of any Conflict in relation to a proposed transaction or arrangement with the Charity or in relation to a transaction or arrangement entered into by the Charity which has not previously been declared, unless the other directors are already aware of the Conflict.

15.10 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Charity for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors or by the Charity in general meeting (subject in each case to any terms, limits of conditions attaching to that authorisation), or which he derives from a transaction or arrangement with the Charity as described above, and no contract shall be liable to be avoided on such grounds.

## **16. MINUTES**

The directors shall cause minutes to be made in books kept for the purposes:

16.1 of recording the names and addresses of all members; and

16.2 of all appointments of officers made by the directors; and

16.3 of all proceedings at meetings of the Charity and of the directors and of committees constituted pursuant to Article 10 including the names of directors and members (as appropriate) present at each such meeting.

## **17. ACCOUNTS AND ANNUAL REPORT :**

17.1 No member shall (as such) have any right of inspecting any accounting records or other book or document of the Charity except as conferred by statute or authorised by the directors or by ordinary resolution of the Charity.

17.2 The directors must prepare accounts and keep accounting records as required by the Act.

17.3 The directors shall comply with the requirements of the Charities Act 1993 (and any subsequent modification or replacement) with regard to statement of accounts, preparation of an annual report, preparation of an annual return and their transmission to the Commission.

17.4 The directors shall notify the Commission of any changes to the Charity's entry on the Register of Charities.

## **18. NOTICES**

- 18.1 Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.
- 18.2 The Charity may give notice to a member either personally or by sending it by first class post in a pre- paid envelope addressed to the member at his or her registered address or by leaving it at that address, or (if he or she has no registered address within the United Kingdom) to or at the address, if any, within the United Kingdom supplied by him or her to the Charity for the giving of notices to him or her, but otherwise, no such member shall be entitled to receive any notice from the Charity.
- 18.3 Where a notice is sent by first class post, proof of the notice having been posted in a properly addressed, prepaid envelope shall be conclusive evidence that the notice was given and shall be deemed to have been given at the expiration of 24 hours after the envelope containing the same is posted.
- 18.4 If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Charity is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised in at least one national daily newspaper and such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day when the advertisement appears. In any such case the Charity shall send confirmatory copies of the notice by post if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

## **19. WINDING UP**

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

## **20. INDEMNITY**

- 20.1 Subject to the provisions of, and so far as may be permitted by, the Act and the Charities Act 1993 but without prejudice to any indemnity to which the person concerned may be otherwise entitled, every director, or other officer of the Charity shall be indemnified out of the assets of the Charity against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his or her duties or the exercise of his or her powers or otherwise in relation to or in connection with his or her duties, powers or office, providing that any such indemnity in relation to a Director shall only be valid in respect of any negligence, default, breach of duty or a breach of trust of which the Director

may be guilty in relation to the Charity to the extent that it constitutes a qualifying third party indemnity provision as defined in Section 234 of the Act. The Charity may also, subject to the Act, provide funds to any Director or other officer (excluding the Auditors) or do anything to enable a Director or other officer to avoid incurring expenditure of the nature described in Section 205 of the Act.

**21. RULES OR BYE-LAWS**

21.1 The directors 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 Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such rules or bye-laws regulate:

21.1.1 the admission and classification of members of the Charity, and the rights and privileges of such members, 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 the conduct of members of the Charity in relation to one another, and to the Charity's officers, employees and agents;

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

21.1.4 the procedure at general meetings and meetings of the directors and committees constituted pursuant to Article 10 in so far as such procedure is not regulated by these Articles;

21.1.5 and, generally, all such matters as are commonly the subject matter of such rules,

provided, nevertheless, that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum of Association of the Charity or these Articles.

21.2 The Charity shall have power to alter or repeal the rules or bye-laws referred to in Article 21 and to make additions thereto. The directors shall adopt such means as they deem sufficient to bring to the notice of members all such rules or bye-laws made pursuant to this Article 21 which, so long as they shall be in force, shall be binding on all members.