

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the 33rd Annual General Meeting of the Veterinary Defence Society Limited will be held at Lower Demesnes, Lostwithiel, Cornwall PL22 0HX, on 22 July 2020 commencing at 2.15pm for the purpose of considering, and if thought fit, passing the following resolutions of which resolutions 1, 2, 3 and 5 shall be ORDINARY RESOLUTIONS, and 4 shall be a SPECIAL RESOLUTION;

- 1. THAT** the Annual Report and Financial Statements for the year ended 31 December 2019 be received
- 2. THAT** Raman Sankaran BA PGDip FIDM who was appointed since the last AGM be elected as an Executive Director
- 3. THAT** Gavin Lawrie BVMS Cert EP MRCVS who is retiring by rotation, be re-elected as a Non-Executive Director
- 4. THAT** the Articles of Association of the Society produced to the meeting and signed by the Chairman of the meeting for the purpose of identification (copies of which are available at the registered office of the Society and at [www.thevds.co.uk/agm-2020](http://www.thevds.co.uk/agm-2020)) be adopted as the Articles of Association of the Society in substitution for and to the exclusion of its existing Articles of Association (see Explanatory Note)
- 5. THAT** PricewaterhouseCoopers LLP be appointed as external auditors of the Society to hold office from the conclusion of this meeting until the conclusion of the next General Meeting at which accounts are laid before the Society, and that the Board be authorised to set the remuneration of the Auditors.

**3 June 2020**  
**By order of the Board**

**C M Gannon**  
**General Counsel and Company Secretary**

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## Notes

- The quorum for the transaction of business at the meeting is eight members present in person or by proxy and entitled to vote.
- Due to the COVID-19 outbreak, members who wish to vote by proxy must appoint the Chairman of the Meeting as their proxy. A Form of Proxy is included with this Notice of AGM. Members may not attend in person.
- Forms of Proxy may also be obtained from the Company Secretary at the Society's Registered Office. To be valid, a Form of Proxy must be sent to [agm2020@thevds.co.uk](mailto:agm2020@thevds.co.uk) or deposited at the Registered Office not less than 48 hours before the time for holding the meeting, in accordance with the instructions on the Form of Proxy.

## EXPLANATORY NOTE:

### Resolution 4: Adoption of new Articles of Association

The consequences of the COVID-19 outbreak (in particular, the social distancing requirements) have persuaded the Society that it should accelerate plans it had previously considered to alter the Articles of Association to enable it to communicate with the members electronically, e.g. via its website and/or (subject to complying with the provisions of the Companies Act 2006) by email or other electronic means. Whilst emails and websites are an accepted part of how people communicate with each other today, English law requires companies like the Society to make provisions for this type of communication in its Articles of Association, so that the Society and its members have clarity on how and in what manner this type of communication can be made with members.