

To the members of the Veterinary Defence Society Limited

1 July 2020

Key changes proposed to the Articles of Association of The Veterinary Defence Society Limited (“the Society”)

As stated in the Notice of Annual General Meeting 2020, the social distancing requirements of the coronavirus crisis have persuaded the Board that it should accelerate plans to enable it to communicate more effectively with its members by electronic means, for example via its website and/or by email.

The Board is also taking this opportunity to make further improvements to the Society’s constitution by a review of the size and composition of its Board to ensure that it remains of the right size and structure proportionate to the Society’s needs and complexity. The Articles of Association will continue to stipulate that the Chairman of the Board will be a veterinary surgeon.

The key proposals are that:

1. The Board shall have greater flexibility to convene general meetings by use of electronic media.
2. The maximum and minimum number of directors on the Board shall reduce from 15 to 9 respectively, to between 12 and 7, respectively.
3. To remove the maximum number of six non-veterinary surgeons being members of the Board, and replace with a requirement that, at least three persons on the Board shall be eligible to be members of the Society.

A copy of the revised Articles of Association is available from the Company Secretary upon request. A copy is also available to members on the Society’s website at www.thevds.co.uk/agm-2020

The Board consider that the proposals referred to in Resolution 4 of the Notice of Annual General Meeting 2020 are reasonable and fair so far as members of the Society are concerned, and recommend that members vote in favour of these proposals, as the Board intend to do.

Nicky Paull BVSc MRCVS
Chairman of the Board