

# Articles of Association

<b>Organisation:</b>	British Veteran Owned	<b>Last Reviewed:</b>	January 2026
<b>Established:</b>	January 2022	<b>Next Review:</b>	January 2027

## 1. Definitions and Interpretation

In these Articles:

- “The Company” means BVO Ltd (*Company Limited by Guarantee, Not for Profit*)
- “Directors” means the directors of the Company
- “Members” means the members of the Company
- “The Board” means the Directors acting collectively

Unless otherwise stated, words have the same meaning as in the Companies Act 2006.

## 2. Objects

The objects of the Company are to operate for the public benefit by:

- a. Supporting, promoting, and developing veteran-owned businesses in the United Kingdom;
- b. Providing enterprise, training, mentoring, and advisory support to veterans transitioning into or operating businesses;
- c. Promoting ethical business practice, inclusion, and economic participation among the Armed Forces community;
- d. Undertaking any lawful activities that support or further these objects.

## 3. Not-for-Profit Status

The income and property of the Company shall be applied solely towards the promotion of its objects. No portion shall be paid or transferred directly or indirectly to Members or Directors, except for:

- reimbursement of reasonable expenses, or
- payment for goods or services supplied on arm’s-length terms.

## 4. Liability of Members

The liability of Members is limited to £1, being the amount each Member undertakes to contribute in the event of the Company being wound up.

## 5. Membership

- The initial Members are the subscribers to the Memorandum.
- Additional Members may be admitted by resolution of the Directors.
- Membership may be terminated by resignation or by resolution of the Directors where appropriate.

## 6. Directors – Authority and Control

### 6.1 Powers of Directors

The Directors are responsible for the overall management, strategic direction, and operational control of the Company. They may exercise all powers of the Company except where reserved to Members by law.

### 6.2 Delegation

The Directors may delegate functions to:

- individual Directors,
- committees,
- advisors or consultants,

but delegation does not remove Directors' responsibility or authority.

Any advisory body has no decision-making power unless expressly delegated by the Board.

## 7. Appointment and Removal of Directors

- Directors are appointed by resolution of the Members or the Board.
- A Director may resign by written notice.
- A Director may be removed by Members in accordance with the Companies Act 2006.

## 8. Directors' Meetings

- Directors may regulate their meetings as they see fit.
- A quorum is two Directors (or one if only one Director is appointed).
- Decisions are made by majority vote; the Chair has a casting vote if required.
- Meetings may be held in person or electronically.

## 9. Conflicts of Interest

- Directors must declare any actual or potential conflicts of interest.
- Conflicted Directors must not vote on related matters unless permitted by law.

- The Board shall maintain a register of interests.

## 10. Members' Meetings

- An Annual General Meeting may be held if the Directors consider it necessary.
- General meetings may be called by the Directors or by Members in accordance with the Companies Act 2006.
- Members' voting rights are one vote per Member.

## 11. Accounts and Records

The Directors must ensure that:

- proper accounting records are kept;
- annual accounts are prepared and filed as required by law;
- financial records are available for inspection by Members as required.

## 12. Use of Advisory Boards (Non-Governing)

The Directors may establish Advisory Boards or panels to provide expertise or guidance.

Advisory bodies:

- have no governance or fiduciary responsibility;
- have no authority to bind the Company;
- exist solely at the discretion of the Directors.

## 13. Indemnity and Insurance

Subject to law, the Company may indemnify Directors against liabilities incurred in the proper performance of their duties and may purchase appropriate insurance.

## 14. Dissolution

If the Company is wound up, any remaining assets must be transferred to:

- another organisation with similar objects, and
- which prohibits distribution of income to members,

as determined by the Directors.

## 15. Amendment of Articles

These Articles may be amended by special resolution of the Members in accordance with the Companies Act 2006.

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**Approved By:**

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**Position:**

CEO

**Position:**

Chairman