



Veterinary Surgeons' Board



GUIDELINES IN RELATION TO APPLICATION FOR A CORPORATE BODY

Section 20(3) of the *Veterinary Surgeons Act 1960* (Act) provides for two kinds of **Body Corporate**: (which must be a Proprietary Limited [Pty Ltd] company):

- (a) Where all shareholders are registered veterinary surgeons
- (b) Where there are two shareholders only, one being a registered veterinary surgeon and the other being a person of good fame and character.

Under the terms of the legislation an application for incorporation is required to meet the following criteria:

Control and management of the affairs of the **Body Corporate** being vested in a registered veterinary surgeons(s).

The disposal of shares being under the control of a registered veterinary surgeon(s).

Professional management of the affairs of the **Body Corporate** being in the hands of a registered veterinary surgeon(s).

Provisions of professional indemnity insurance or capital being sufficient to offer adequate protection to the public.

An application for incorporation is also required to provide the following information:

In the case of a **Body Corporate** comprised only of registered veterinary surgeons the number of allocated shares and the percentage of each to the total is to be shown, and where there are unallocated shares this is to be indicated. (Provide Australian Securities and Investments Commission [ASIC] statement). The Board is to be informed in writing of any change to such shareholding.

In the case of a **Body Corporate** which consists of a veterinary surgeon and one other person the number of allocated shares and the percentage of each of the total is to be shown; and where there are unallocated shares this is to be indicated. Allocations of shares are to be such as to demonstrate that the veterinary surgeon has control and management of the **Body Corporate**, i.e., holds a majority of the shares (provide ASIC statement). **The Board is to be informed of any change to such shareholding.**

Professional Indemnity is to be taken out by the **Body Corporate** and listed as such. The level of protection required should be, "in the Board's opinion, sufficient to offer adequate protection to the public, for acts or omission on the part of the members, the Body Corporate or any employees giving rise to a claim for compensation or damages". Where indemnity is in the form of capital or other security it is to be held in the name of the **Body Corporate**.

DISCLAIMER

This document (printed, electronic or any other medium) cannot be regarded as legal advice

Although all care has been taken in preparing these Guidelines they do not replace advice specific to the reader's circumstances. Where necessary, advice must be sought from competent legal practitioners. Neither the authors nor the Veterinary Surgeons' Board of Western Australia accept or undertake any duty of care relating to any part of these Guidelines.