The British Cardiac Society ("the Company")

At the Annual General Meeting of the Company held on 30 April 2003, the following resolution was passed as a special resolution:

That the draft regulations produced to the meeting and signed by the President for identification purposes be adopted as the new Articles of Association in substitution for the existing articles of association.

Dated: 31/10/05

Chairman: PROF A J John CAMM

Registered Office: 201 Haverstock Hill
London
NW3 4QG
THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF THE BRITISH CARDIAC SOCIETY

INTERPRETATION

1.1 In these Articles and the Memorandum:

*Act* the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

*Affiliates or Affiliated Groups* professional organisations and other bodies admitted as affiliates of the Charity from time to time pursuant to Article 5;

*Annual Scientific Conference* a scientific conference convened each year by the Charity, managed by the Programme Committee of the Council;

*Articles* these articles of association of the Charity;

*Assistant Secretary* the Assistant Secretary or any other person appointed to perform the duties of the assistant secretary of the Charity;

*Associate Members* the members of the Affiliated Groups of the Charity in accordance with Article 2.3.5;

*Charity* the company intended to be regulated by these Articles;

*Clear Days* in relation to the period of a notice, the 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

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effect;

*Council*  
the council of management of the Charity constituted in accordance with Article 13, members of which shall also be the Trustees of the Charity;

*Extraordinary Members*  
Members who have ceased to be Ordinary Members in accordance with Article 2.3.3;

*Linked Organisations*  
organisations from time to time accorded linked associate status with the Charity pursuant to Article 6;

*Members*  
all the individuals and organisations admitted to membership (of any class or category) of the Charity whether entitled to vote at general meetings or not;

*Memorandum*  
the memorandum of association of the Charity;

*Office*  
the registered office of the Charity;

*Officers*  
members of the executive of the Council, being the president, president-elect, the treasurer, the Secretary, the Assistant Secretary and the chairman of the Programme Committee, who are the persons elected from time to time to hold these positions of the Council pursuant to Article 13;

*Ordinary Members*  
the Members of the Company having the right to vote at general meetings admitted in accordance with Article 3;

*President*  
the President of the Charity or any other person appointed to perform the duties of the president of the Charity;

*President Elect*  
the President Elect of the Charity or any other person appointed to perform the duties of the president elect of the Charity;

*Programme Committee*  
the committee delegated by the Council to organise and oversee the running of the Annual Scientific Conference convened by the Charity each year;
Postal Ballot a ballot called and taken under Article 13.3.4 to elect Officers and Ordinary Members of the Council;

Rules the rules or by-laws of the Charity, made under Article 25;

Secretary the Secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including the Assistant Secretary;

Trustees the members of the Council (and “Trustee” has a corresponding meaning); and

United Kingdom Great Britain and Northern Ireland.

1.2 Words importing the singular number only shall include the plural number and vice versa; words importing the one gender shall include all genders and words importing persons shall include corporations.

1.3 Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act (but excluding any statutory modification thereof not in force on the date on which these Articles become binding on the Charity).

2 MEMBERS

2.1 The number of Members which the Charity proposes to be registered is unlimited.

2.2 The Members of the Charity shall be the subscribers to the Memorandum and such other persons or organisations as are admitted to membership (whether as Ordinary Members, Extraordinary Members or Associate Members) in accordance with these Articles and their names shall be entered in the register of Members accordingly from time to time.

2.3 There are Ordinary Members, Extraordinary Members and Associate Members.

2.3.1 Ordinary Members may, at the discretion of the Council, be admitted from amongst the groups of people and in terms of the criteria set out in the Rules.
2.3.2 On payment of the annual subscription, Ordinary Members shall be entitled to receive the journal of the Charity (if any), register for the Annual Scientific Conference, attend, speak and vote at the annual general meeting, nominate Officers and Ordinary Members for a seat on the Council and receive communications by mail from the Charity.

2.3.3 Extraordinary Members are those Ordinary Members who have retired from practice or reached the age of 65 and have chosen no longer to be Ordinary Members.¹

2.3.4 Extraordinary Members are exempt from payment of the annual subscription and shall receive all notices of the Charity, but shall not be entitled to attend or vote at the annual general meeting, and are not entitled to nominate Officers or Ordinary Members for a seat on the Council. Extraordinary Members may attend all other meetings of the Charity, including the Annual Scientific Conference, but shall have no vote. If an Extraordinary Member chooses to pay the same annual subscription as an Ordinary Member, he shall be entitled to receive the journal of the Charity (if any), but shall not be entitled to attend the AGM, nominate Officers or Ordinary Members for a seat on the Council or vote at any general meeting of the Charity.

2.3.5 Associate Members are those who are members of the Affiliated Groups of the Charity, who are ineligible to apply for Ordinary Membership in terms of the criteria set out in the Rules.¹

2.3.6

2.3.7 Associate Members shall receive all notices of the Charity but shall not be entitled to attend or vote at the Annual General Meeting and are not entitled to be elected to, or to nominate Officers or Ordinary Members for a seat on Council.¹

2.4 The Charity, or the Council as the case may be, may from time to time resolve upon the creation of other classes of members of the Charity (including honorary members) provided that the rights of such other classes of members do not extend to voting at general meetings. Such categories of membership may be under whatever title or nomenclature the resolution may specify and may bestow upon the persons concerned such rights, privileges, duties and obligations (except the
right to vote at general meetings) as may be specified in the resolution, and shall be set out in the Rules.

2.5 Membership shall not be transferable and a Member shall cease to be a Member:

2.5.1 in the case of an individual, on death;

2.5.2 in the case of a Member admitted because of office held in an Affiliate, on such Member ceasing to hold such office or on such Affiliate ceasing to be an Affiliate;

2.5.3 In the case of an Associate Member, on such Member ceasing to be a member of an Affiliate or Affiliated Group;

2.5.4 if by notice in writing to the Secretary the Member resigns. The Member is deemed to have resigned when the letter of resignation is received at the Office, provided that after any resignation the number of Members shall always be more than two;

2.5.5 if a Member is found guilty of serious professional misconduct by its professional governing body, leading to suspension or erasure from the medical register or its equivalent, or is convicted of a serious crime, and the Council, by a simple majority, votes to terminate such Member’s membership; any Member who ceases to be a Member in consequence of this clause and who subsequently is re-instated on the medical register or its equivalent may seek to rejoin the Charity at a later date. The application for Membership will be considered by Council according to the criteria set down in the Rules;

2.5.6 by unanimous vote of the Council or, if there shall be more than six Trustees, by resolution of the Council passed by a majority of not less than three quarters of the Trustees present and voting at the meeting of the Council convened for the purpose. A resolution to terminate a Member’s membership of the Charity shall not be passed unless the Member has been given not less than 14 days’ notice in writing of the meeting of the Council at which the matter is to be considered and has been afforded a reasonable opportunity of being heard by or of making a written representation to the Council prior to the Council voting the resolution;
2.5.7 if any subscription or other sum payable by the Member is not paid on the due date and remains unpaid two months after notice is served on the Member on behalf of the Council informing him that he will be removed from the membership if it is not paid. The Council may at its absolute discretion readmit to membership of the Charity any person removed on this ground on his paying the sum due or such part of the sum due, together with such penalty amount (or no penalty amount as the case may be) as the Council may, in its discretion, determine.¹

2.6 No Member, on ceasing to be a Member, shall be entitled to receive repayment of all or any of the annual subscriptions which have been pre-paid.

2.7 The Council, or the Charity in general meeting, may make general provisions in the Rules as to the criteria for membership and subscriptions, fees and other such payments made by Members.

3 ELECTION OF MEMBERS

3.1 Except in respect of the subscribers to the Memorandum, every application for membership shall be in writing signed by or on behalf of the applicant in such form as the Council may from time to time determine. Every Member shall inform the Secretary in writing of any change of name or address in order that the appropriate alterations may be made in the register of members.

3.2 Ordinary Members may propose candidates for Ordinary Membership. Any such proposal shall be in the form determined by the Council and shall be received by the Secretary before 1 September in each year.

3.3 The Council may admit to membership such persons or organisations as it thinks fit and the Council may from time to time prescribe (and vary) criteria for membership. The Council is not obliged to give reasons for refusing to accept any person as a Member.

3.4 A list of such of the people nominated for membership by Ordinary Members and any other persons considered fit to be admitted to membership of the Charity by the Council (in its sole discretion) shall be notified in writing to all Members at least one month before the annual general meeting.
SUBSCRIPTIONS

4.1 The Council may in its discretion levy a subscription on all or any class of Members, and on Affiliates and Linked Organisations, or any classes of them, at such rates as it shall determine and may levy subscriptions at different rates for different categories of Members including Members of the same class. The Council shall set out the subscription rates, the time and method of payment, and amendments to them from time to time in the Rules.

4.2 Any Ordinary Member who has not paid the subscription due at the time of the annual general meeting, shall not be entitled to vote at that meeting.

4.3 If a subscription remains unpaid two months after notice has been served on a Member, Affiliate or Linked Organisation, membership, affiliate status or linked status may be terminated by the Council in its discretion. The Council may at its discretion re-admit to membership, affiliation or linkage if the subscription or fee is subsequently paid, together with any penalty (if any) levied by the Council.

4.4 No Member, Affiliate or Linked Organisation, on ceasing to be a Member, Affiliate or Linked Organisation as the case may be, shall be entitled to receive repayment of all or any of the annual subscriptions paid.

AFFILIATES

5.1 All professional organisations and other bodies which, at the date of adoption of these Articles, are accepted as Affiliates and such other professional organisations and bodies which may be admitted (at the discretion of the Council) as Affiliates in accordance with this Article and the Rules, shall be Affiliates.

5.2 The Charity may make such general provisions for categorising Affiliates into different classes and for the amount of any fee or subscription (if any) which shall be payable by Affiliates or any class of them as the Charity in general meeting may from time to time determine. Any such general provisions, including the criteria for admission as an Affiliate, shall be contained in the Rules and may be amended by the Charity in general meeting from time to time.

5.3 The Council may, in its discretion, by ordinary resolution terminate or suspend any Affiliate’s association with the Charity on such terms as it may determine, provided that any such decision to suspend or terminate the Affiliate’s association with the Charity shall be placed before the Members at its next general meeting for ratification. If not ratified, the Affiliate shall be reinstated to its full Affiliate status.
5.4 An Affiliate whose association with the Charity terminates, for whatever reason, shall not be entitled to the repayment of all or any part of the subscription or fee which might have been paid by it.

5.5 The Chairman or President, or if none, the chief elected officer of each Affiliated Group shall be admitted as an Ordinary Member of the Charity and as a Trustee and full member of the Council of the Charity.

5.6 Immediately on the termination of an Affiliate’s membership, whether by way of resignation or termination in accordance with Article 5.3 above, the officer of the Affiliate having a place on the Council, shall forthwith:

5.6.1 resign and vacate his office on the Council and shall not have any claim for loss of office or otherwise against the Charity;

5.6.2 resign as Ordinary Member (unless otherwise determined by the Council pursuant to 5.3 above), and shall not have any claim any refund or otherwise against the Charity.

5.7 Affiliates will be invited to make proposals to participate in the Annual Scientific Conference of the Charity, and may participate if its proposals are accepted by the Programme Committee.

6 LINKED ORGANISATIONS

6.1 The Council may from time to time, in accordance with this Article and the Rules, accord Linked Organisation status to such professional organisations and other bodies as they think fit, provided that their objects are complementary to and/or in sympathy with the objects of the Charity.

6.2 The Charity may make such general provisions for categorising Linked Organisations into different classes and for the amount of any fee or subscription which shall be paid by a Linked Organisation, or any class of them as the Council may determine. Any such general provisions, including the criteria for admission and the privileges enjoyed as a Linked Organisation, shall be contained in the Rules and may be amended by the Council from time to time.

6.3 The Council may, in its discretion, by ordinary resolution terminate any Linked Organisation’s association with the Charity.
6.4 A Linked Organisation, whose association with the Charity terminates for whatever reason, shall not be entitled to the repayment of all or any part of the subscription or fee which has been paid by it.

7 GENERAL MEETINGS

7.1 The Charity shall hold an annual general meeting ("AGM") each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next. Provided that so long as the Charity holds it first AGM within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The AGM shall be held at such times and places as the Trustees shall appoint. All general meetings other than AGMs shall be called extraordinary general meetings.

7.2 The Trustees may call general meetings and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Trustees to call a general meeting, any Trustee or any Member may call a general meeting.

8 NOTICE OF GENERAL MEETINGS

8.1 An AGM and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one Clear Days’ notice or by any longer period specified by the Council. All other extraordinary general meetings shall be called by at least fourteen Clear Days’ notice or by any longer period specified by the Council but a general meeting may be called by shorter notice if it is so agreed:

8.1.1 in the case of an annual general meeting, by all the Members entitled to attend and vote; and

8.1.2 in the case of any other meeting by a majority in number of Members having a right to attend and vote at the meeting, being a majority in number together holding not less than 95 percent of the total voting rights at that meeting of all the Members.

8.2 The notice calling a meeting shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
8.3 The notice shall be given to all Ordinary Members and to the Trustees and auditors.¹

8.4 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.

9 PROCEEDINGS AT GENERAL MEETINGS

9.1 No business shall be transacted at any meeting unless a quorum is present. Fifty persons entitled to vote upon the business to be transacted, each being a Member or a duly authorised representative of an organisation that is a Member, shall constitute a quorum.

9.2 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine.

9.3 The President, if any, of the Trustees or in his absence the President Elect shall preside as chairman of the meeting, but if neither the President or the President Elect be present and willing to act within fifteen minutes after the time appointed for holding the meeting, the Trustees present shall elect one of their number to be chairman and, if there is only one Trustee present and willing to act, he shall be chairman.

9.4 If no Trustee is willing to act as chairman, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairman.

9.5 A Trustee shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting.

9.6 The chairman may, with the consent of a 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 business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven Clear Days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. If a meeting is adjourned for less than 14 days it shall not be necessary to give any such notice.
9.7 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

9.7.1 by the chairman; or

9.7.2 by at least two Members present in person or by proxy and having the right to vote at the meeting; or

9.7.3 by a Member or Members present in person or by proxy representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

9.8 Unless a poll is duly demanded, a declaration by the chairman 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 made in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

9.9 The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

9.10 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

9.11 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

9.12 A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven Clear Days’ notice shall be given specifying the time and place at which the poll is to be taken.

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VOTES OF MEMBERS

10.1 Subject to Article 9.11 (chairman’s casting vote) every Ordinary Member present in person shall have one vote.

10.2 No Ordinary Member shall be entitled to vote at any general meeting whether on a show of hands or on a poll, or vote in any Postal Ballot, unless all moneys then payable by him to the Charity have been paid.

10.3 No Ordinary Member shall be entitled to debate or vote on any matter in which he is interested without the permission of the majority of the Ordinary Members present and voting.

10.4 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 chairman whose decision shall be final and conclusive.

10.5 A vote given or poll demanded by the duly authorised representative of an organisation which is a Member shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the Office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

10.6 Any organisation which is a Member may by resolution of its council or other governing body authorise such person as it thinks fit to act as its representative in any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual Member.

10.7 Any Member of the Charity entitled to attend and vote at any meeting of the Charity shall be entitled to appoint another person (whether a Member or not) as his proxy to attend and vote (by show of hands or poll) instead of him.
10.8 The instrument appointing a proxy shall be in writing signed by the Appointer or his attorney duly authorised in writing and shall be in the following form or as near to it as circumstances admit, or in any other form which is usual or which the Council may approve.

BRITISH CARDIAC SOCIETY

I [Member's name and address] being an Ordinary Member of the above-named Charity hereby appoint

[name and address of proxy holder] or failing him/her,

[name and address of substitute] as my/our proxy to vote on my/our behalf at the [Annual/Extraordinary/Adjourned] General Meeting of the Charity to be held on the .......... day of ............... ...... and any adjournment thereof.

Signed [...name..] this ...... day of ........ 20...

10.9 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting not less than 36 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution.

10.10 An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

10.11 On a show of hands, every Member present in person or by proxy shall have one vote. On a poll, every Member present in person or by proxy shall have one vote.

11 TRUSTEES

11.1 The number of Trustees shall be not less than two but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

11.2 The first Trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed
under the Articles. Future Trustees (who shall be Members) shall be appointed as provided subsequently in the Articles.

11.3 Except to the extent permitted by clause 5 of the Memorandum, no Trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a Trustee in any contract to which the Charity is a party.

12 **POWERS OF TRUSTEES**

12.1 Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the Trustees, who may exercise all the powers of the Charity, shall manage the business of the Charity. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior Act of the Trustees 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 shall not be limited by any special power given to the Trustees by the Articles and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees and the Charity.

12.2 The Council may, by power of attorney or otherwise, appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine.

13 **APPOINTMENT AND RETIREMENT OF TRUSTEES TO SERVE ON THE COUNCIL**

13.1 No person may be appointed or re-appointed as a Trustee:

13.1.1 unless he has attained the age of 18 years;

13.1.2 in circumstances such that, had he already been a Trustee, he would have been disqualified from Acting under the provisions of Article 14; and

13.1.3 unless either:

13.1.3.1 he is recommended by the Council; or

13.1.3.2 he has been nominated by an Ordinary Member in accordance with Article 13.3 below.

13.2 Members of the Council shall be (or shall become) Trustees and shall consist of:
13.2.1 six Officers, who are:

13.2.1.1 the President, who shall hold office for two years;

13.2.1.2 the President Elect, who shall hold office for two years, and then become the President;

13.2.1.3 the Secretary, who shall hold office for two years;

13.2.1.4 the Assistant Secretary, who shall hold office for two years and then become the Secretary;

13.2.1.5 the Treasurer, who shall hold office for five years;

13.2.1.6 the Chairman of the Programme Committee who shall hold office (provided he retains his position as Chairman of the Programme Committee in that period) for up to four years;

13.2.2 nine Ordinary Members who shall hold office for up to four years. Any two Ordinary Members shall retire annually in rotation at the annual general meeting and shall not be eligible for re-election for one year. Every fourth annual general meeting three Ordinary Members will retire. Of the nine Ordinary Members of the Council:

13.2.2.1 at least two shall be based in District General Hospitals;

13.2.2.2 at least one shall be a cardiac surgeon;

13.2.2.3 at least one shall be practising in Ireland;

13.2.2.4 at least one shall be practising in Wales;

13.2.2.5 at least one shall be practising in Scotland;

13.2.2.6 at least one shall be practising in England;

13.2.3 for so long as such committees exist, the chairman or similar chief officer of the following two committees of the Royal College of Physicians of London, or its successor body:

13.2.3.1 the Cardiology Committee; and
13.2.3.2 the Specialist Advisory Committee in Cardiology;

13.2.4 for so long as the British Heart Foundation exists, its medical director or equivalent office holder;

13.2.5 for so long as "Heart", the journal of the Charity exists, the editor of Heart, or the editor of a replacement journal of the Charity, if any;

13.2.6 the chairman, president or similar chief officer of each of the Affiliates, for so long as they are the chief office holder of such Affiliate;

13.2.7 for so long as Heart Care Partnership UK exists, its Chairman or equivalent office holder;¹ and

13.2.8 any person co-opted onto the Council at the discretion of and by ordinary resolution of the Council, subject to the provisions of Article 13.5.¹

13.3 Vacancies arising in the six Officers and nine Ordinary Members of the Council (set out in 13.2.1 and 13.2.2 above) shall be filled as follows:

13.3.1 The Secretary shall, at least 14 weeks before the general meeting at which the vacancies will arise, notify all Ordinary Members of any vacancies arising on the Council due to retirement or otherwise, indicate which members of the Council who are retiring are eligible for re-election and invite all Ordinary Members to make nominations ("nomination invitation").

13.3.2 The nomination invitation shall state the date by which nominations must be submitted to the Secretary at the Office, which shall be no later than 4 weeks after the nomination invitations were received by the Ordinary Members.

13.3.3 Nominations shall:

13.3.3.1 be made in writing and in such form as may be prescribed by the Council from time to time;

13.3.3.2 be for any vacancies arising (as advised) in the six Officers and nine Ordinary Members of the Council;
13.3.3.3 be proposed by an Ordinary Member and seconded by a different Ordinary Member and supported by a personal written statement by the nominee, including a written indication of intention to stand for election to the Council;

13.3.3.4 reach the Secretary at the Office by no later than 4 weeks after the nomination invitations were received, on or before the date indicated in the nomination invitations.

13.3.4 In the event that the number of Ordinary Members nominated for election to a particular position (except for the position of the Chairman of the Programme Committee, competition for which shall be settled as set out in Article 13.3.5 below) on the Council is more than one, a Postal Ballot shall be held as follows:

13.3.4.1 The Secretary shall, within 3 weeks after the expiry of the date nominations were to have been received by the Secretary, send to all Ordinary Members at their last notified address, a notice of Postal Ballot, together with a copy of each nomination and acceptance of nomination form for each vacancy for which there is competition and a ballot paper containing the names of each nominee and the position on the Council for which the nominees have been nominated ("ballot paper");

13.3.4.2 The notice shall include a date for the return of the ballot papers, such date being at least three weeks after the ballot papers are deemed to have been received by the Members;

13.3.4.3 Every Ordinary Member shall have one vote for each Council vacancy to be filled;

13.3.4.4 The Secretary shall count the votes and the nominee with the most votes of the total number cast for that position on the Council shall win the ballot. The Secretary's decision as to the winner shall be final and no appeal may be entered;
13.3.4.5 In the event of an equality of votes for any one Council vacancy, the President Elect shall have a second or casting vote;

13.3.4.6 Those nominees winning the postal vote together with those single nominees for which there was no postal vote, shall be put forward at the next general meeting for election to the Council.

13.3.5 In the event that there is more than one nominee for the position of Chairman of the Programme Committee, the Council shall decide by majority vote who shall be put forward for election to this position on the Council.

13.3.6 The accidental omission to issue a ballot paper to any Ordinary Member entitled to vote shall not invalidate the Postal Ballot or the election of the nominee to a place on the Council.

13.3.7 For the avoidance of doubt, the new Council members will take office with effect from the end of the next general meeting (at which they were proposed and voted in by the Ordinary Members) and the outgoing Council members’ resignation shall take effect from the end of the next general meeting.

13.4 Subject as aforesaid the Charity may, in general meeting and by ordinary resolution appoint any person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee and may also determine the rotation in which any additional Trustees are to retire.

13.5 The Council may appoint a person who is willing to act to be a Trustee, either to fill a vacancy or as an additional Trustee provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of Trustees. A Trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Trustees who are to retire by rotation at the meeting. If not re-appointed at such annual general meeting, he shall vacate office at the conclusion thereof. If re-appointed he shall hold office until he retires as Trustee in the ordinary course.
13.6 In the event that one of the Officer’s positions becomes vacant during the year for any reason, the Council may at its discretion decide to call for nominations and arrange a Postal Ballot if necessary, at any time of the year.

14 **DISQUALIFICATION AND REMOVAL OF TRUSTEES**

A Trustee shall cease to hold office if he:

14.1 ceases to be a Trustee by virtue of any provision in the Act or is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

14.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;

14.3 retires by rotation in accordance with the provisions of these Articles;

14.4 is a Trustee by virtue of his holding a position as:

14.4.1 the chief officer of an Affiliate and his position as chief officer of such Affiliate is terminated for any reason whatsoever, or that Affiliate ceases to be an Affiliate of the Charity for any reason;

14.4.2 the chief officer of any of the committees of the Royal College of Physicians (set out in Article 13.2.3) and his position as chief officer of such committee is terminated for any reason;

14.4.3 the editor of "Heart" journal and he ceases to be the editor for any reason;

14.4.4 the medical director of the British Heart Foundation and he ceases to hold such position for any reason;

14.5 resigns his office by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or

14.6 is absent without the permission of the Trustees from all their meetings held within a period of twelve months and the Trustees resolve that his office be vacated.

15 **TRUSTEES’ EXPENSES**

15.1 The Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of
Trustees or committees of Trustees or general meetings or otherwise in connection with the discharge of their duties, but subject to clause 5 of the Memorandum shall otherwise be paid no remuneration.

16 PROCEEDINGS OF THE COUNCIL

16.1 Subject to the provisions of these Articles, the Council may regulate its proceedings as it thinks fit. Two Officers or three Trustees who are ordinary members of Council may, and the Secretary at such request shall, call a meeting of the Council. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the President, or in his absence, the President Elect shall have a second or casting vote.

16.2 The Council shall meet at least twice a year, including once during the Annual Scientific Conference.

16.3 The quorum for the transaction of the business of the Council shall be seven Trustees, at least two of which shall be Officers.

16.4 The Council may act notwithstanding any vacancies in their number, but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or calling a general meeting.

16.5 The President of the Council shall preside at every meeting of Trustees at which he is present. But if there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the President Elect shall preside as chairman of the Meeting. If unwilling to act or not present, then the Trustees present may appoint one of their number to be chairman of the meeting.

16.6 The Trustees may appoint one or more committees consisting of such Officers and Members as the Trustees deem fit for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Trustees would be more conveniently undertaken or carried out by a committee: provided that all acts and proceedings of any such committees shall be fully and promptly reported to the Trustees and provided further that in any such delegation of powers:

16.6.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the
resolution may allow the committee to make co-options up to a specified number);

16.6.2 the composition of any such committee shall be entirely in the discretion of the Council and shall include at least one Council member;

16.6.3 the deliberations of any such committee shall be reported regularly to the Council and any resolution passed or decision taken by any such committee shall be reported forthwith to the Council and for that purpose every committee shall appoint a secretary;

16.6.4 all delegations under this Article shall be revocable at any time;

16.6.5 the Council may make such regulations and impose such terms of conditions and give such mandates to any such committee as it may from time to time think fit;

16.6.6 for the avoidance of doubt, the Council may delegate all financial matters to any committee and shall be empowered to resolve upon the operation of any bank account according to such mandate as it shall think fit from time to time provided that the signature of at least one Trustee shall be required.

16.7 All acts done by a meeting of Trustees, or of a committee appointed by the Trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that 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 Trustee and had been entitled to vote.

16.8 A resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees, shall be as valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees.

16.9 Trustees and members of any committee of the Charity may participate in or hold a meeting of the Council or any committee (as the case may be) by means of conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other and address each other at the
same time. Participation by such means shall be deemed to constitute presence in
person and business so transacted shall be effective for all purposes as that of a
meeting of the Council or a committee (as the case may be) duly convened and
held with such persons physically present. A meeting held in this way is deemed to
take place at the place where the largest group of participating Trustees is
assembled or, if no such group is readily identifiable, at the place from where the
chairman of the meeting participates.

16.10 Any bank account in which any part of the assets of the Charity is deposited shall
be operated by the Trustees and shall indicate the name of the Charity. All cheques
and orders for the payment of money from such account shall be signed in
accordance with the current bank mandate.

17 MINUTES

17.1 The Trustees shall keep minutes in books kept for the purpose:

17.1.1 of all appointments of Trustees and whether an Officer, ordinary
member of the Council or ex-officio member; and

17.1.2 of all proceedings at general meetings of the Charity, of the Council
and of committees of Trustees and of committees appointed by the
Council, which minutes shall include the names of the Trustees
present at each such meeting.

18 ACCOUNTS

18.1 Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

18.2 Accounting records sufficient to show and explain the transactions and assets and
liabilities of the Charity and otherwise complying with the Act shall be kept at the
Office or such other place within the United Kingdom as the Council think fit.

18.3 Subject to the requirements of the Act, the Charity may at a general meeting
impose reasonable restrictions as to the time and manner in which the books and
accounts of the Charity may be inspected by Members and subject to those
restrictions the books and accounts shall be available for inspection by Members at
all reasonable times during usual business hours.

18.4 The Council shall lay before the annual general meeting of the Charity in each year
an income and expenditure account for the period since the last preceding account
(or in the case of the first account since incorporation of the Charity) together with a balance sheet made up as at the same date. Such accounts and balance sheet shall be accompanied by a report of the Council as to the state of affairs of the Charity and a report of the Auditors and shall comply with the provisions of the Act. Copies of such accounts, balance sheets and reports and of any other documents required by law to be annexed or attached to them shall, not less than 21 Clear Days before the date of the meeting before which the same have to be laid, be sent to all persons entitled to receive notices of general meetings of the Charity.

19

AUDIT

Auditors shall be appointed and their duties regulated in accordance with the Act.

20

ANNUAL REPORT

The Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that act) with regard to the preparation of an annual report and its transmission to the Commissioners.

21

ANNUAL RETURN

The Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

22

NOTICES

22.1 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Council need not be in writing.

22.2 The Charity may give any notice to a Member either personally, by sending it by post in a pre-paid envelope addressed to the Member at his registered address or by leaving it at that address, or by electronic communication. A Member whose registered address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Charity.

22.3 A Member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
22.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

22.5 Where a notice or other document is given or sent by electronic communication it shall be deemed to have been given or sent at the expiration of 48 hours after it was sent to an address supplied by the Member for the purpose or on notification to the Member of its publication on a web site. Proof that a notice or other document given by electronic communication was given or sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice or document was sent or given.

23 INDEMNITY

23.1 Subject to the provisions of the Act every Trustee or other Officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity, and against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

23.2 The Council shall have power to resolve pursuant to Clause 4(13) of the Memorandum to effect indemnity insurance notwithstanding their interest in such policy.

24 WINDING-UP

24.1 The provisions of Clauses 7 and 8 of the Memorandum relating to the winding-up or dissolution of the Company shall have effect and be observed as if the same were repeated in these Articles.

24.2 If the Council decides that it is necessary or advisable to dissolve the Charity, it shall call a meeting of all Members. Not less than 21 Clear Days notice shall be given, stating the terms of the resolution to be proposed. If the proposal is confirmed by a three quarters majority of all Members present and voting, the Council shall have the power to realise any assets held by or on behalf of the Charity in accordance with the provisions of clauses 7 and 8 of the Memorandum.
25.1 The Trustees may from time to time make such rules or bye-laws as they may deem necessary or expedient or convenient for ease of 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, they may by such rules or bye-laws regulate:

25.1.1 The classification of Members of the Charity;

25.1.2 the entrance fees, subscriptions and other fees or payments to be made by Members, Affiliates and Linked Organisations;

25.1.3 the conduct of Members of the Charity in relation to one another, and to the Charity's servants;

25.1.4 generally, all such matters as are commonly the subject matter of company rules.

25.2 The Trustees shall have the power to alter, add to or repeal ("change") the rules or bye-laws and the Trustees shall adopt such means as they think are sufficient to bring to the notice of Members of the Charity all such changes, which shall be binding on all Members of the Charity, provided that no rule or bye-law or change shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles. Provided always that any increase in any fee or subscription shall be made only on the expiry of at least 2 months notice to the Members or class of Members affected thereby.

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1 Altered by special resolution at the Annual General Meeting on 30 April 2003