The British Cardiac Society ("the Company")

At the Annual General Meeting of the Company held on 25 May 2005, the following resolution was passed as a special resolution;

"1 That the Articles of Association of the Company be amended as follows:

the current regulation 13 (below) should be deleted and replaced by regulation 13 (amended):

CURRENT REGULATION 13

13. APPOINTMENT AND RETIREMENT OF TRUSTEES TO SERVE ON 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 ten 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 one shall be a female Member having responsibilities for representing
to Council particular career issues relating to women working in
cardiology
13.2.2.4 at least one shall be practising in Ireland;
13.2.2.5 at least one shall be practising in Wales;
13.2.2.6 at least one shall be practising in Scotland;
13.2.2.7 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; and

13.2.7 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.

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 ten 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.
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.

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.

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."

**AMENDED REGULATION 13**

"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 five Ordinary Members who shall hold office for up to four years. Of the five Ordinary Members of the Council:

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

13.2.2.2 one shall be a female Member having responsibilities for representing to Council particular career issues relating to women working in cardiology;

13.2.2.3 at least one shall be practising in England;

13.2.3 one elected Officer nominated by the Society of Cardiothoracic Surgeons who shall hold office for up to four years;

13.2.4 one elected Officer nominated by the Irish Cardiac Society who shall hold office for up to four years;

13.2.5 one elected Officer nominated by the Welsh Cardiac Group who shall hold office for up to four years;

13.2.6 one elected Officer nominated by the Scottish Cardiac Society who shall hold office for up to four years;

13.2.7 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;

13.2.7.1 the Cardiology Committee; and

13.2.7.2 the Specialist Advisory Committee in Cardiology;

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

13.2.9 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;

13.2.10 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; and

13.2.11 any person co-opted onto the Council at the discretion of and by ordinary resolution of the Council, subject to the provisions of Article 13.7.

13.3 A Treasurer Elect will be appointed one year before the end of Office of the current Treasurer and will attend meetings of the Finance Committee or any such group approved by Council whose function is to attend to the financial matters of the Society. The Treasurer Elect will not be an Officer, nor act as a Trustee of the Charity.

13.4 Ordinary Members shall retire by rotation at the annual general meeting and shall not be eligible for nomination in any election process to a position on the Council, excepting as an Officer, for one year.

13.5 Vacancies arising in the six Officers and five Ordinary Members of the Council (set out in 13.2.1 and 13.2.2 above) shall be filled as follows:
13.5.1 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").

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

13.5.3 Nominations shall:

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

13.5.3.2 be for any vacancies arising (as advised) in the six Officers and five Ordinary Members of the Council;

13.5.3.3 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;

13.5.3.4 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.

13.5.4 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:

13.5.4.1 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");

13.5.4.2 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;

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

13.5.4.4 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;

13.5.4.5 In the event of an equality of votes for any one Council vacancy, the President Elect shall have a second or casting vote;
13.5.4.6 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.

13.5.5 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.

13.5.6 In the event of the Treasurer's post becoming vacant during the year when a Treasurer-Elect is in post, the Treasurer-Elect will become the new Treasurer.

13.5.7 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.

13.5.8 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.

13.6 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.

13.7 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.

13.8 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.

Dated: 25/12/05
Chairman: Dr. Hugh Gray
Registered Office: 201 Haverstock Hill
London
NW3 4QG