

Registered Company Number: 865313

Registered Charity Number: 280183

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**THE COMPANIES ACT 2006**

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**COMPANY LIMITED BY GUARANTEE**

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**ARTICLES OF ASSOCIATION**

**OF**

**The Society for Cardiac Science and Technology**

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**[(ADOPTED BY [SPECIAL] [WRITTEN] RESOLUTION**

**ON [ ]])**

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## PART 1: DEFINED TERMS AND INTERPRETATION

### 1 DEFINED TERMS AND INTERPRETATION

1.1 In the Articles, unless the context requires otherwise:

<b>Advisory Committee</b>	means the advisory committee of the Society appointed by the Board as set out in Article 58;
<b>AGM</b>	means an annual general meeting of the Society;
<b>Articles</b>	the Society's articles of association;
<b>Board</b>	the governing body of the Society;
<b>Board Member</b>	means people who are directors of the Society within the meaning of the Companies Act and charity trustees of the Society for the purposes section 177 of the Charities Act;
<b>Charitable</b>	charitable in accordance with the laws of England and Wales provided that it will not include any purpose which is not charitable in accordance with any statutory provision regarding the meaning of the word "charitable" in force in any part of the United Kingdom. For the avoidance of doubt, the system of law governing the constitution of the Company is the law of England and Wales;
<b>Charity Commission</b>	the Charity Commission for England and Wales;
<b>Charities Act</b>	the Charities Act 2011;
<b>Charities Legislation</b>	the Charities Acts 1992 and 2011 and the Charities (Accounts and Reports) Regulations 2008 as amended, restated or re-enacted from time to time;

<b>Company Secretary</b>	the company secretary (if any) and includes any joint, assistant or deputy Secretary;
<b>Companies Act</b>	or any numbered section of it, means the Companies Act 2006 or such section as amended, restated or re-enacted from time to time;
<b>Conflict</b>	means any situation in which a member of the Board has or might have a direct or indirect interest (including but not limited to any personal financial interest) that conflicts or possibly might conflict, with the interests of the Society or which conflicts or possibly might conflict with that Board Member's duty to act solely in the interests of the Society;
<b>Conflicted Board Member</b>	means a member of the Board in respect of whom a Conflict exists;
<b>Council</b>	the Council of the Society which shall include the Board and the members of the Advisory Committee;
<b>Custodian</b>	means a person or body who undertakes safe custody of assets or of documents or records relating to them;
<b>Electronic Communication</b>	any document or information sent or supplied in electronic form (for example by email or fax) within the meaning of section 1168 of the Companies Act;
<b>Honorary Officers of the Society</b>	means the President, the Vice President, the Honorary Secretary and the Honorary Treasurer as shall be appointed in accordance with the provisions of these Articles;
<b>Memorandum</b>	the Society's Memorandum of Association;
<b>Model Articles</b>	the model articles of association for a private Society limited by guarantee set out in Schedule 2 of the Companies (Model Articles) Regulations 2008

	(SI2008/3229) and any amendment or replacement from time to time;
<b>Objects</b>	Society's objects as defined at Article 2;
<b>Ordinary Resolution</b>	has the meaning given in section 282 of the Companies Act and includes such a resolution passed by written resolution;
<b>President</b>	has the meaning given in Article 17;
<b>Full Member</b>	a member of the Society for the purpose of section 112 of the Companies Act and having the right to attend and vote at general meetings of the Society;
<b>Proxy Notice</b>	has the meaning given in Article 44;
<b>Society</b>	the charitable company called The Society for Cardiac Science and Technology;
<b>SORP</b>	the Statement of Recommended Practice issued by the Charity Commission and any modification or replacement of it from time to time;
<b>Special Resolution</b>	has the meaning given in section 283 of the Companies Act and includes such a resolution passed by written resolution;
<b>Statutes</b>	the Companies Act, the Charities Legislation and every other statute or statutory instrument, law or regulation for the time being in force and concerning companies in so far as they apply to the Society;
<b>Taxable Trading</b>	means carrying on a trade or business in such manner or on such a scale that some or all of the profits are subject to corporation tax;
<b>Un-conflicted members of the Board</b>	means the members of the Board who do not have a Conflict in relation to the matter in question;

- 1.2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act.
- 1.3 A reference to:
  - 1.3.1 words importing the singular only shall include the plural and vice versa;
  - 1.3.2 "in writing" or "written" includes Electronic Communication but excludes text messaging via mobile phone; and
  - 1.3.3 "clear" or "clear days" in relation to a period of notice means the period excluding the day on which the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
- 1.4 The Model Articles shall not apply to the Society.

## **PART 2: OBJECTS**

### **2 OBJECTS**

The objects for which the Society is established are:

- 2.1 The advancement for the public benefit of the knowledge and practice of cardiac science and the promotion of healthcare science and allied subjects by:
  - 2.1.1 the promotion of continually improved standards of education, training and research and by making the results of such study and research available to practitioners and the general public
  - 2.1.2 providing for the delivery of lectures, the holding of classes and examinations, the establishment of scholarships and the granting of prizes, diplomas and certificates of merit and proficiency in connection with cardiac science and allied subjects
  - 2.1.3 making and maintaining lists of persons whom the Board of the Society shall consider to be qualified to practice cardiac science and allied subjects and to take measures against any unqualified person claiming to possess or holding themselves out as possessing a certificate or diploma of the Society

Nothing in these Articles shall authorise an application of the property of the Society for purposes which are not Charitable.

### **3 POWERS**

The Society has the following powers, which may be exercised only in promoting the Objects:

- 3.1 to do anything within the law which promotes or helps to promote the Objects;
- 3.2 to pay out of the funds of the Society the costs of forming and registering the Society both as a company and as a charity;

- 3.3 to provide advice or information;
- 3.4 to carry out research;
- 3.5 to co-operate with other relevant bodies;
- 3.6 to support, administer or set up other charities;
- 3.7 to act as a charity trustee of a Charitable trust;
- 3.8 to acquire, amalgamate or merge with, or undertake all or any of the property, liabilities and engagements of any body with objects similar to any or all of the Objects;
- 3.9 to convert to a charitable incorporated organisation;
- 3.10 to accept or refuse gifts and donations and to raise funds (but not by means of Taxable Trading);
- 3.11 to borrow money;
- 3.12 to give security, including but not limited to guarantees, for loans or other obligations (but only in accordance with the restrictions imposed by the Charities Act);
- 3.13 to buy, take on lease or in exchange, hire or otherwise acquire any property of any kind and to maintain and equip it for use;
- 3.14 to erect, construct, alter and maintain, buildings and works of all kinds;
- 3.15 to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Legislation);
- 3.16 to set aside funds for special purposes or as reserves against future expenditure;
- 3.17 to deposit or invest its funds in any manner including without limitation with a view to:
  - 3.17.1 directly furthering the Society's purpose;
  - 3.17.2 achieving a financial return for the Society; or
  - 3.17.3 achieving both objectives described at 3.17.1 and 3.17.2 above in accordance with Part 14A of the Charities Act,

(but to invest wholly or partly with a view to achieving a financial return only after obtaining such advice from an Investment Manager as the Board considers necessary and having regard to the suitability of investments and the need for diversification);

- 3.18 to delegate the management of investments to an investment manager, but only on such terms as are set out at Article 13;
- 3.19 to arrange for investments or other property of the Society to be held in the name of a nominee on such terms as are set out at Article 14;

- 3.20 to deposit documents and physical assets with any company registered or having a place of business in England or Wales as Custodian, and to pay any reasonable fee required;
- 3.21 to insure the property of the Society against any foreseeable risk and take out other insurance policies to protect the Society when required;
- 3.22 to provide Indemnity Insurance for the members of the Board in accordance with the restrictions imposed by the Charities Act as set out in Articles 26 and 27;
- 3.23 subject to Article 5.3, to employ or engage paid or unpaid agents, staff or advisers and where appropriate:
  - 3.23.1 to provide for them to benefit under pension and other staff benefit arrangements for them and their dependants; and
  - 3.23.2 to enter into compromise and settlement arrangements with them;
- 3.24 to arrange for the publication in any manner as the Board may deem advisable of such papers, documents and reports as may be considered by the Board to be likely to advance the objects of the Society;
- 3.25 to enter into contracts and agreements of any kind, including without limitation contracts to provide services to or on behalf of other bodies; and
- 3.26 to establish or acquire subsidiaries.

### **PART 3: APPLICATION OF INCOME AND PROPERTY AND BOARD MEMBERS' BENEFITS**

#### **4 PART 3 DEFINITIONS**

The following words in Articles 5, 6, 7, 8 and 9 (as the case may be) shall have the following meanings:

- 4.1 "Society" shall include any company in which the Society:
  - 4.1.1 holds more than 50% of the shares; or
  - 4.1.2 controls more than 50% of the voting rights attached to the shares; or
  - 4.1.3 has the right to appoint one or more members of the Board; and
- 4.2 "Board Member" shall include the following:
  - 4.2.1 a child, parent, grandchild, grandparent, brother or sister of a Board Member;
  - 4.2.2 the spouse or civil partner of a Board Member or of any person falling within Article 4.2.1;
  - 4.2.3 a person carrying on a business in partnership with a Board Member or with any person falling within Articles 4.2.1 or 4.2.2;

4.2.4 an institution which is controlled:

- (a) by a Board Member or by any person falling within Articles 4.2.1, 4.2.2 or 4.2.3; or
- (b) by two or more persons falling within Article 4.2.4(a) when taken together; and

4.2.5 a body corporate in which:

- (a) the member of the Board or any person falling within Articles 4.2.1, 4.2.2 or 4.2.3 has a substantial interest; or
- (b) two or more persons falling within paragraph (a), when taken together, have a substantial interest.

4.3 Sections 350 to 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used at Article 4.2 as follows:

- 4.3.1 “child” includes a step-child and an illegitimate child;
- 4.3.2 “civil partner” shall include a person living with a member of the Board as that Board Member’s husband or wife and includes two persons of the same sex who are not civil partners but live together as if they were;
- 4.3.3 a person controls an institution if they are able to secure that the affairs of the institution are conducted in accordance with their wishes;
- 4.3.4 a person has a substantial interest in a body corporate if they are:
  - (a) interested in shares comprised in the equity share capital of that body of a nominal value of more than one-fifth of that share capital; or
  - (b) is entitled to exercise, or control the exercise of, more than one-fifth of the voting power at any general meeting of that body.

## 5 APPLICATION OF INCOME AND PROPERTY

5.1 The income and property of the Society shall be applied solely towards the promotion of the Objects. This does not prevent:

- 5.1.1 a member of the Board being reimbursed from the property of the Society or paying out of such property reasonable expenses properly incurred by them when acting on behalf of the Society;
- 5.1.2 the Society indemnifying any member of the Board or former member of the Board against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act, and as set out in Article 26 (Board Members’ Indemnity); and
- 5.1.3 a member of the Board benefitting from director indemnity insurance cover purchased at the Society’s expense in accordance with, and subject to the

conditions in, section 189 of the Charities Act and Article 27 (Board Members' Indemnity Insurance).

- 5.2 A member of the Board may not receive any benefit or payment unless it is authorised by Article 5.1 or Article 7.
- 5.3 Subject to Article 7, none of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit to any member. This does not prevent a member who is not also a member of the Board:
  - 5.3.1 receiving a benefit from the Society in the capacity of a beneficiary of the Society;
  - 5.3.2 being employed by or entering into contracts with the Society and receiving reasonable and proper remuneration for any goods or services supplied to the Society;
  - 5.3.3 receiving interest on money lent to the Society at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate); or
  - 5.3.4 receiving rent for premises let by the member to the Society, provided that the amount of the rent and the other terms of the lease must be reasonable and proper.

## 6 **BOARD MEMBERS' BENEFITS**

No member of the Board may:

- 6.1 buy any goods or services from the Society on terms preferential to those applicable to members of the public;
- 6.2 sell goods, services, or any interest in land to the Society;
- 6.3 be employed by, or receive any remuneration from, the Society; or
- 6.4 receive any other benefit which in money, or money's worth, from the Society,

unless the payment is permitted by Article 5.1 or Article 7, or authorised by the court or prior written consent of the Charity Commission has been obtained or the Charity Commission has confirmed in writing that its consent is not needed.

## 7 **PERMITTED BENEFITS**

A member of the Board may:

- 7.1 receive a benefit from the Society in the capacity of a beneficiary of the Society provided that it is available generally to the beneficiaries of the Society;
- 7.2 enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Society where that is permitted in

accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act;

- 7.3 act as an examiner for the purposes of Article 15 and be remunerated as such;
- 7.4 subject to Article 8, provide the Society with goods that are not supplied in connection with services provided to the Society by the member of the Board;
- 7.5 receive interest on money lent to the Society at a reasonable and proper rate which must be not more than the Bank of England base rate;
- 7.6 receive rent for premises let by the Board Member to the Society, provided that the amount of the rent and the other terms of the lease must be reasonable and proper, and the Conflicted Board Member must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion;
- 7.7 hold a shareholding of up to 3 per cent in a company or other legal entity to which the Society makes payments for goods and/or services supplied; and
- 7.8 take part in the normal trading and fundraising activities of the Society on the same terms as members of the public.

## 8 **CONDITIONS RELATING TO BOARD MEMBERS' BENEFITS**

The Society and its Board may only rely upon the authority provided by Article 7.4 if each of the following conditions is satisfied:

- 8.1 The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Society and the Board Member supplying the goods (the "Supplier") under which the Supplier is to supply the goods in question to or on behalf of the Society.
- 8.2 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- 8.3 The Un-conflicted Board Members are satisfied that it is in the best interests of the Society to contract with the Supplier rather than with someone who is not a member of the Board. In reaching that decision the Un-conflicted Board Member must balance the advantage of contracting with a member of the Board against the disadvantages of doing so.
- 8.4 The Conflicted Board Member is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with the Supplier with regard to the supply of goods to the Society.
- 8.5 The Conflicted Board Member does not vote on any such matter and is not to be counted when calculating whether a quorum of the Board is present at the meeting.
- 8.6 The reason for their decision is recorded by the Board in the minutes.

8.7 A majority of the Board Members then in office are not in receipt of remuneration or payments authorised by Articles 7.2 to 7.6.

## 9 CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTY

9.1 A Board Member must declare, as soon as possible and at the latest at the beginning of the meeting at which the matter is to be discussed, the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared.

9.2 Any member of the Board who is or becomes a Conflicted Board Member in relation to any matter to be discussed by the Board must:

- 9.2.1 absent himself or herself from those discussions, unless the Un-conflicted Board Members invite the Conflicted Board Member to remain in order to provide information to assist the Un-conflicted Board Member in their discussions; and
- 9.2.2 be absent during any vote and have no vote on the matter and shall not be counted in the quorum for that part of the discussion.

9.3 Subject to the provisions of the Companies Act, and provided that he or she has disclosed to the other Board Members the nature and extent of any interest in accordance with Article 9.1, a member of the Board may be an unpaid director or other officer of any undertaking in the same group as the Society or in which the Society or any undertaking in the same group as the Society is otherwise interested. The conditions in Articles 9.1 and 9.2 apply to this authorisation.

9.4 If a Conflict arises for a member of the Board because of a duty of loyalty owed to another organisation or person and that Conflict is not authorised by virtue of any other provision in the Articles, and would, if not otherwise authorised, involve the Conflicted Board Member breaching his or her duty under section 175 of the Companies Act to avoid conflicts of interest, the Un-conflicted Board Members may authorise that Conflict where the following conditions apply:

- 9.4.1 the Conflicted Board Member is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- 9.4.2 the Conflicted Board Member does not vote on any such matter and is not to be counted when considering whether a quorum of the Board is present at the meeting;
- 9.4.3 the Un-conflicted Board Members consider it is in the interests of the Society to authorise the Conflict in the circumstances applying; and
- 9.4.4 the Conflict does not involve a direct or indirect benefit of any nature to a member of the Board.

- 9.5 Where the Un-conflicted Board Members authorise a Conflict under Article 9.4, the Conflicted member of the Board shall be obliged to conduct himself or herself in accordance with any terms and conditions imposed by the Un-conflicted Board Members in relation to the Conflict.
- 9.6 The Board may revoke or vary any authorisation given under Article 9.4 at any time, but this shall not affect anything done by the Conflicted member of the Board prior to such revocation or variation in accordance with the terms of such authorisation.

## **PART 4: THE BOARD**

### **THE BOARD'S POWERS AND RESPONSIBILITIES**

#### **10 THE BOARD'S GENERAL AUTHORITY**

- 10.1 Subject to the Articles, including Articles 10.2 and 10.3 below, the members of the Board are responsible for the management of the Society's business, for which purpose they may exercise all the powers of the Society and do on behalf of the Society all such acts as may be done by the Society and as are not by the Statutes or by the Articles required to be done by the Society in general meeting.
- 10.2 The members of the Board may not do or permit any act or omission which would prejudice the Charitable status of the Society.
- 10.3 For the avoidance of doubt, the Board has the power to resolve to change the name of the Society, without needing the approval of the Society in general meeting.

#### **11 MEMBERS OF THE BOARD MAY DELEGATE**

- 11.1 Subject to the Articles, the members of the Board may delegate any of the powers which are conferred on them under the Articles:
  - 11.1.1 to such person or committee;
  - 11.1.2 by such means (including by power of attorney);
  - 11.1.3 to such an extent;
  - 11.1.4 in relation to such matters or territories; and
  - 11.1.5 on such terms and conditions (usually set out in clear terms of reference), as they think fit.
- 11.2 If the Board so specifies, any such delegation may authorise further delegation of the Board's powers by any person to whom they are delegated.
- 11.3 Committee decision making is restricted to that set out in the authority delegated by Board and as the responsibility for decisions taken remain with Board all decisions by the Committee shall be reported promptly to the Board. The Board may revoke any delegation in whole or part, or alter its terms and conditions at any time.

## 12 COMMITTEES

- 12.1 The Board may delegate their powers to committees composed of members of the Board and such other members of the Society as the Board shall think fit, provided that at least one member of any such committee shall be a member of the Board. Committees must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by the Board.
- 12.2 The Board may make rules of procedure for all or any committees, which prevail over any rules or bye-laws derived from the Articles if they are not consistent with them.
- 12.3 All proceedings of Committees must be reported promptly to the Board.
- 12.4 The Board may from time to time appoint such other working groups comprising such members of the Society and such other persons as it shall think fit, provided that not less than one member of each such committee shall be a member of the Board. Such committees shall act in an advisory capacity only and shall not be entitled to exercise any of the powers or functions of the Board.

## 13 APPOINTMENT OF INVESTMENT MANAGERS

The Board may appoint as the investment manager for the Society a person who they are satisfied after inquiry is a proper and competent person to act in that capacity and who is an authorised or an exempt person within the meaning of the Financial Services and Markets Act 2000 otherwise than exempted by virtue of paragraphs 44 and 45 of the Financial Services and Markets Act 2000 (Exemption) Order 2001. The Board may delegate to an investment manager so appointed power at his/her discretion to buy and sell investments for the Society in accordance with the investment policy laid down by the Board from time to time.

Provided that where the members of the Board make any such delegation they shall:

- 13.1 inform the investment manager in writing of the extent of the Society's investment powers and the terms of the delegation;
- 13.2 lay down a detailed investment policy for the Society and immediately inform the investment manager in writing of it and of any changes to it;
- 13.3 ensure that they are kept informed of, and review on a regular basis, the performance of their investment portfolio managed by the investment manager and on the exercise by them of their delegated authority;
- 13.4 take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority; and
- 13.5 pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice and other matters as the Board shall decide provided that such remuneration may include commission fees and/or expenses earned by the investment manager if and only to the extent that such commission fees and/or expenses are disclosed to the Board.

## **14 INVESTMENTS HELD BY NOMINEE**

The Board may:

- 14.1 make such arrangements as they think fit for any investments of the Society or income from those investments to be held by a corporate body as the Society's nominee; and
- 14.2 pay reasonable and proper remuneration to any corporate body acting as the Society's nominee in pursuance of this Article.

## **15 EXAMINATIONS**

- 15.1 The Board may make rules and regulations defining the curricula, the prescribed courses of study, the conditions of admission to examinations and the subjects thereof in all branches of healthcare science and cardiac science and allied subjects.
- 15.2 The Board may also fix the dates when and places where such examinations shall be held and the fees payable for entry thereto.
- 15.3 The Board shall appoint examiners for any such examination and fix their remuneration.
- 15.4 The Board may from time to time decide to appoint a third-party examination provider to administer, invigilate and deliver practical and online examinations.

## **16 PUBLICATIONS AND PAPERS**

- 16.1 Every publication of the Society and every paper presented to the Society and accepted for reading or for publication in full or in abstract and every paper read before the society and copyright thereof respectively shall be the property of the Society.
- 16.2 The Board, as it may think fit, shall have the power to release or surrender the Society's rights in respect of any such publication or paper or the copyright thereof.
- 16.3 The right of publishing all such publications or papers and all reports of the proceedings and discussions at meetings of the Society shall be reserved to the Board, which may, as it thinks fit, give its consent to publication in approved cases.

## **17 THE HONORARY OFFICERS**

- 17.1 The Honorary Officers are elected by the Board from amongst the Board Members at a Board meeting prior to the AGM with the appointments effective from the next AGM and announced to the membership at the next AGM. The terms of office for the Honorary Officers shall be as follows:
  - 17.1.1 The Board shall nominate and elect one of its number to the office of President of the Society. The President shall hold office for a period of three years and if reappointed may serve two further consecutive terms in office as President.
  - 17.1.2 The Board shall elect to the office of Vice-President of the Society. The Vice-President shall hold office for a period of three years and may serve two

further consecutive terms in office as Vice President. The Vice-President may simultaneously hold office as President Elect.

- 17.1.3 The Honorary Secretary shall hold office for a period of three years and may serve two further consecutive terms in office as Honorary Secretary. An Honorary Secretary may be appointed to serve a consecutive term in another Honorary Officer role.
- 17.1.4 The Honorary Treasurer shall hold office for a period of three years and may serve two further consecutive terms in office as Honorary Treasurer. An Honorary Treasurer may be appointed to serve a consecutive term in another Honorary Officer role.
- 17.1.5 The President Elect shall be elected by the Board from the elected Board members and shall be known as the President Elect throughout the final year of the incumbent President's term in office. The President Elect is not an Honorary Officer.
- 17.1.6 The Honorary Officers shall immediately cease to hold their relevant appointment upon ceasing to be a Full Member of the Society.
- 17.1.7 The Honorary Officers and the President Elect shall remain a member of the Board throughout the time they are appointed as an Honorary Officer or President Elect as the case may be.
- 17.1.8 The appointments of the Honorary Officers shall commence with effect from the AGM next following the Board meeting at which the election to appoint the Honorary Officers occurred and the term of each Honorary Officer's appointment shall end at the AGM held on the third anniversary of their appointment.

## **DECISION-MAKING BY THE BOARD**

### **18 MEETINGS OF THE BOARD**

- 18.1 Subject to the provisions of these Articles, the members of the Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.
- 18.2 A Board meeting may be summoned by two Board Members or on the demand of the President.
- 18.3 Any such summons shall specify where, when and how the meeting is to be held. Any member of the Board may waive notice of any meeting and such waiver may be retrospective.
- 18.4 All acts done in good faith by any meeting of the Board or of any committee shall, notwithstanding it be discovered afterwards that there was some defect in the appointment or continuance in office of any such persons or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had

duly continued in office and was qualified to be a member of the Board or member of the committee as the case may be.

## **19 QUORUM FOR MEETINGS AND VOTING**

- 19.1 The quorum necessary for the transaction of business of the Board may be fixed from time to time by the Board and unless so fixed at any other number shall be 50% of all the Board members in office at the date of the requisition of the meeting.
- 19.2 A meeting of the Board at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Board.
- 19.3 Questions arising at any meeting of the Board shall be determined by a majority of votes. In case of an equality of votes the Chair of the Meeting shall have a second or casting vote.
- 19.4 Any two members present shall be entitled to demand that the voting on any given question shall be taken by ballot, which shall be taken forthwith.

## **20 MEETINGS BY ELECTRONIC COMMUNICATION**

- 20.1 All or any of the Board or any committee of the Board may participate in a meeting of the Board or that committee by means of communication equipment which allows all persons participating in the meeting to hear and speak to each other throughout the meeting.
- 20.2 A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.
- 20.3 Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the Chair of the Meeting then is.

## **21 RESOLUTIONS IN WRITING**

- 21.1 A resolution executed by all the Board, or by all the members of a committee constituted under these Articles, shall be as valid and effectual as if it had been passed at a meeting of the Board, or (as the case may be) at a meeting of that committee, which in every case was duly convened and held.
- 21.2 For the purposes of this Article 21:
  - 21.2.1 a resolution shall consist of one or more written instruments or one or more Electronic Communications sent to an address specified for the purpose by the President or chair of the committee, provided that each such written instrument and Electronic Communication (if more than one) is to the same effect;
  - 21.2.2 a written instrument is executed when the person executing it signs it;

- 21.2.3 an Electronic Communication is executed when the person executing it sends it provided that it has been authenticated in such manner (if any) as the President or chair of the committee shall prescribe;
- 21.2.4 the Board, or (as the case may be) members of a committee constituted under these Articles, need not execute the same written instrument or Electronic Communication;
- 21.2.5 a resolution shall be effective when the President or the chair of the committee certifies that sufficient evidence has been received by him/her that the resolution has been executed in accordance with this Article 21; and
- 21.2.6 if no President or chair of the committee is appointed, the Board or committee (as the case may be) shall designate someone to perform the functions of the President / chair of the committee under this Article 21.

## **22 CHAIRING OF BOARD MEETINGS**

- 22.1 The President shall chair all Board meetings and in his / her absence the Vice President shall be the Chair of the Meeting.
- 22.2 If neither the President or Vice President are present or willing or able to chair a Board meeting within ten minutes of the time at which it is due to start, the participating Board Members must appoint one of themselves to chair it and such individual shall be the Chair of the Meeting.

## **APPOINTMENT AND RETIREMENT OF BOARD MEMBERS ETC**

### **23 NUMBER OF MEMBERS OF THE BOARD**

- 23.1 There shall be at least four but (unless otherwise determined by Ordinary Resolution) no more than twelve Board Members all of whom must meet the eligibility criteria set by the Board from time to time and must not be subject to automatic termination of their membership of the Board under Article 25.
- 23.2 If the number of members of the Board falls below four, the remaining members of the Board may only act to appoint further members of the Board as required, or to call a general meeting.
- 23.3 The Board may at any time invite individuals who are not Board Members to attend Board meetings as observers. Such individuals in attendance are not Board Members and are not eligible to vote at the meeting, but may be tasked to advise on specific issues or projects which are outside the professional skillset of Board Members.
- 23.4 The Board may also from time to time appoint individuals to the Advisory Committee in accordance with Article 58 and task the Advisory Committee to consider and report back to the Board on particular issues of importance for the Society.

## 24 APPOINTMENT AND RETIREMENT OF MEMBERS OF THE BOARD

- 24.1 The process for the election of Board members by the membership shall be determined by the Board and set out in rules and regulations adopted in accordance with Article 57.
- 24.2 Save as otherwise provided in the Articles, the Society may by Ordinary Resolution appoint a person who is willing to act as a member of the Board to fill a vacancy.
- 24.3 Subject to the provisions of Article 17, Board Members shall hold office for a period of three years and shall retire at the AGM scheduled closest to the end of their three-year term.
- 24.4 Board Members shall be eligible for re-election for two further consecutive terms in office before being required to stand down for a period of one year (a “break period”).
- 24.5 The Honorary Officers and the President Elect shall not be required to retire as a Member of the Board during their term as an Honorary Officer or as the President Elect (as the case may be).
- 24.6 Not later than six months before the AGM in every year the Board shall send to each Full Member a notice setting out the process and timings for nominating and electing Full Members to the Board. Unless otherwise specified in such notice, it is intended for the Board Members to be nominated and elected via the use of an electronic voting system. The notice sent to the Full Members shall request that the Full Members nominate Full Members to fill the vacancies about to occur among members of the Board at the next following AGM.
- 24.7 Not later than three months after the issue of the Board’s request for nominations any three Full Members (who are not in default with their subscriptions to the Society) may nominate any other duly qualified person (who is not in default as aforesaid) to fill any vacancy by delivering such nomination in writing to the Board together with the written consent of such person to serve if elected.
- 24.8 Not later than four months after the issue of the Board’s request for nominations in each year the Board shall send each Full Member of the Society entitled to vote details of the names of all persons duly nominated to fill the vacancies on the Board and giving the names of the members by whom every such person is nominated.
- 24.9 Each Full Member of the Society entitled to vote shall be entitled to such a number of votes as there are vacancies on the Board to be filled at the election. Votes shall be cast using such means and within the timescale set out in the notice sent out to Full Members by the Board. Not more than one vote may be given to any one candidate by a member entitled to vote and unless otherwise determined by the Board all votes shall be cast not later than five months after the issue of the Board’s request for nominations.
- 24.10 The Board shall appoint two or more scrutineers for the purposes of the election. In the event of the scrutineers being unable to report the election of the prescribed number of persons to fill the vacancies owing to an equality of votes, they shall submit the names

of the candidates having the same number of votes to the President who shall determine by their casting vote or votes which candidates having such equality of votes shall be elected.

- 24.11 Persons elected shall take office at the conclusion of the AGM following their election.
- 24.12 Any casual vacancy among members of the Board, whether caused by retirement death or otherwise may be filled by the Board, but the person appointed to fill such vacancy shall only retain their membership of the Board until the next AGM unless nominated and elected as a Board Member in accordance with the process set out in Articles 24.2– 24.11 above.
- 24.13 Any Board Member (excluding current Honorary Officers who shall continue to serve as Board Members in accordance with Article 24.5) holding office at the date of the adoption of these Articles who has already served three or more consecutive terms in office shall be entitled to serve one further three year term in office from the date of the AGM at which these Articles are adopted. If a Board Member has not served three consecutive terms they shall be entitled, subject always to Article 25, to continue to serve in office until they have served for a total period of nine consecutive years and shall retire at the AGM closest to their ninth year in office. Trustees retiring under this Article 24.13 shall be entitled to be re-appointed after an interval of at least one year in accordance with Article 24.4.
- 24.14 No person may be appointed as a member of the Board:
  - 24.14.1 if they are not a Full Member of the Society;
  - 24.14.2 if they have not attained the age of 18 years; or
  - 24.14.3 in circumstances such that, had they already been a member of the Board, he/she would have been disqualified from acting under the provisions of Article 25.

## 25 TERMINATION OF A BOARD MEMBER'S APPOINTMENT

A person ceases to be a member of the Board if he/she:

- 25.1 retires in accordance with the provisions in Article 24;
- 25.2 resigns by notice in writing to the Society (but only if at least three Board Members remain in office when the notice of resignation is to take effect);
- 25.3 is removed by notice in writing to the Society signed by a majority of the Full Members;
- 25.4 ceases to meet the eligibility criteria (if any) set by the members of the Board from time to time and is removed by a resolution of a majority of the other Board Members;
- 25.5 becomes bankrupt or makes any arrangement or composition with their creditors generally;

- 25.6 ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986, or by virtue of any provision of the Statutes;
- 25.7 is removed from office by a resolution duly passed pursuant to Section 168 of the Companies Act;
- 25.8 is absent from four consecutive meetings of the Board unless the Board shall in its discretion otherwise determine;
- 25.9 is, in the reasonable opinion of a majority of the other members of the Board, incapable, whether mentally or physically, of managing his or her own affairs and/or has become physically or mentally incapable of acting as a Board Member and may remain so for more than three months and this is confirmed by a registered medical practitioner;
- 25.10 dies;
- 25.11 does anything which in the reasonable opinion of the Board brings or is likely to bring the name and/or reputation of the Society, its Board and/or its members into disrepute;
- 25.12** is removed by a majority resolution of the other members of the Board for breaching their duties as a member of the Board, or for breaching the Board's Code of Conduct (if any), or if a majority of the other members of the Board reasonably believe that their removal as a member of the Board is in the best interests of the Society; or
- 25.13 ceases to be a member of the Society.

Provided that before passing any resolution under Article 25.4, 25.8, 25.9, 25.11 or 25.12, the other Board Members shall first invite the view of the Board Member concerned and have considered the matter in light of any such views.

## 26 **BOARD MEMBERS' INDEMNITY**

Subject to the provisions of the Companies Act, and so far as may be consistent with the Statutes:

- 26.1** every member of the Board and every other officer, other than the Society's auditor or the reporting accountant, shall be indemnified out of the assets of the Society against all costs, charges, losses, expenses and liabilities incurred by them in the actual or purported execution and/or discharge of their duties and/or the actual or purported exercise of their powers and/or otherwise in relation to, or in connection with, his/her duties, powers or offices, in each case to the extent permitted by section 232 of the Companies Act; and
- 26.2 the Society may also provide funds to any Board Member or any other officer (other than the Society's auditor or reporting accountant) or do anything to enable a Board Member or such other officer to avoid incurring expenditure, in each case in the manner permitted by and subject to the restrictions required by section 205 of the Companies Act.

## 27 BOARD MEMBERS' INDEMNITY INSURANCE

27.1 Subject to the provisions of the Charities Legislation and to Article 27.2, the Society may pay the premium in respect of any indemnity insurance to cover the liability of any member of the Board, other officer (other than the auditor or reporting accountant) or member:

- 27.1.1 which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty or any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Society or any subsidiary of the Society; and
- 27.1.2 to make contributions to the assets of the Society or any subsidiary in accordance with the provisions of section 214 of the Insolvency Act 1986, and all costs, charges and expenses which may be incurred by them in successfully contesting any such liability or alleged liability.

27.2 Any insurance purchased under Article 27.1 shall not:

- 27.2.1 extend to any claim arising from any act or omission which that person knew (or must reasonably be assumed to have known) to be a breach of trust or breach of duty or which was committed by that person in reckless disregard of whether it was a breach of trust or a breach of duty or not; nor
- 27.2.2 extend to a fine imposed in connection with, or the costs or liabilities incurred in respect of, an unsuccessful defence to a criminal prosecution brought against that person in their capacity as a member of the Board or other officer or member of the Society and/or a sum payable to a regulatory authority by way of a penalty imposed on a member of the Board, other officer or member of the Society, in respect of non-compliance with any requirement of a regulatory nature (howsoever arising).

## PART 5: MEMBERS

### BECOMING AND CEASING TO BE A MEMBER

## 28 CLASSES OF MEMBERSHIP

28.1 The Society shall maintain a register of its members who shall be divided (at the date of the adoption of these Articles) into the following classes: Full Members, Student Members, Associate Members and Affiliate members.

28.2 Full Members of the Society must have obtained a degree relevant for a career in cardiac science or similar qualification of equivalent standard satisfactory to the Board and shall be admitted as Full Members in accordance with the procedure for admitting Full Members as set out in the rules, bye-laws and regulations established by the Board in accordance with Article 57.

- 28.3 The Board may also establish, subject to Article 57, regulations specifying additional classes of membership and may prescribe and vary their respective rights, privileges and obligations.
- 28.4 With the exception of the Full Members, the rights of a class of members may be varied by the Board without the consent of the members of that class, in accordance with the Companies Act.
- 28.5 Full Members are the only members of the Society for the purpose of the Companies Act and are the only members eligible to attend and vote at general meetings of the Society.
- 28.6 Student Members, Associate Members and Affiliate Members have no rights under the Companies Act. They may attend a general meeting of the Society when invited to do so but may not vote thereat and shall not be eligible for membership of the Board.
- 28.7 The Board has full discretion to admit individuals to the appropriate membership classes and the Board's decision shall not be subject to challenge. The Board may refuse an application for membership if they consider that it would be in the best interests of the Society to do so or the applicant falls within one of the categories set out in Article 32.

## **29 FELLOWS OF THE SOCIETY**

- 29.1 Persons who have been Full Members of the Society for not less than three years, may be admitted as Fellows of the Society by the Board in recognition of their distinguished services to the Society or Cardiac Science or upon presentation of a relevant thesis if the same is of sufficient merit.
- 29.2 Fellows of the Society have the same rights (including voting rights) and obligations to the Society as the Full Members.

## **30 SUBSCRIPTIONS**

- 30.1 The amount of the annual subscription payable by members shall from time to time be determined by the Board and appropriate notice of any changes to subscriptions shall be sent to the members as set out in the rules, bye-laws and regulations drafted in accordance with Article 57.
- 30.2 The Board may, where in its opinion it is desirable so to do, reduce or remit the annual subscription or the arrears of annual subscription of any member.

## **31 RIGHTS AND PRIVILEGES OF FULL MEMBERS**

- 31.1 Subject as hereinafter provided every Full Member shall:
  - 31.1.1 be entitled to attend and vote at all meetings of the Society;
  - 31.1.2 be eligible for membership of the Board;

## **Post-Nominal Abbreviations**

31.2 The post-nominal abbreviations indicating membership of the Society and the class in the Society to which any member belongs shall be as follows:

- (a) for a Fellow: 'F S C S T';
- (b) for a Full Member: 'M S C S T'; and
- (c) for an Associate Member 'A S C S T'

31.3 The Board in accordance with the provisions of the Society's rules, bye-laws and regulations may award additional post-nominals and / or professional titles to members of the Society as outlined in such rules, bye-laws and regulations.

31.4 No person shall adopt or describe himself by any other abbreviation to indicate membership of the Society than that provided by this Article.

### **Diplomas and Certificates of Membership**

31.5 Subject to such regulations and upon payment of such fees as the Board may from time to time prescribe, the Board may issue to any member a diploma or certificate of membership.

31.6 Every such diploma or certificate shall remain the property of the Society and shall on demand be returned to the Society.

### **32 TERMINATION OF MEMBERSHIP**

32.1 A person shall forthwith cease to be a member of their relevant membership class (provided always in the case of a Full Member that at least one member remains on the register of Full Members thereafter) if:

- 32.1.1 by written notice to the Company Secretary, the member resigns their membership;
- 32.1.2 the member is removed by a Board resolution that it is in the best interests of the Society that his/her/its membership is terminated;
- 32.1.3 the member does anything which in the reasonable opinion of the Board brings, or is likely to bring the name and reputation of the Society, its Board and/or its members into disrepute, providing that before resolving to terminate their membership the Board:
  - (a) calls a meeting of the Board to consider the matter and gives the member at least 14 days written notice of both the meeting and the conduct imputed to him/her/it;
  - (b) allows the member, or at the option of the relevant member, their representative (who need not be a member) to make representations to the meeting; and

- (c) if the Board is of the opinion that the member should be excluded from the Society, before passing the resolution it first gives the member ten days in which to resign their membership;

conduct which may be considered to bring the name and reputation of the Society, Board and/or its members into disrepute includes, but is not limited to breaches of the Code of Professional Conduct or Disciplinary Code for the time being published by the Society.

- 32.1.4 the member dies or, if a corporate body, ceases to exist;
- 32.1.5 in the case of an individual, the member becomes bankrupt or makes any arrangement or composition with his/her creditors generally,
- 32.1.6 in the case of a corporate body, an order is made or resolution is passed for the member's winding up or administration or distribution, or it has a receiver appointed over all or some part of its assets;
- 32.1.7 in the case of an individual, the member becomes incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;
- 32.1.8 in the case of an individual, the member ceases to hold office as a Director of any company by reason of any order made under the Company Directors Disqualification Act 1986, or by virtue of any provision of the Statutes;
- 32.1.9 the member is removed from office as a member of the Board by a resolution duly passed pursuant to Section 168 of the Companies Act;
- 32.1.10 the member is removed by a Board resolution terminating their membership for failing to pay their annual subscription within three months of the due date, provided always that such removal shall not relieve the member from their liability for the payment of any arrears of subscription due from the member at the date of such removal;
- 32.1.11 the member fails to pay any other sum due to the Society within 28 days of it becoming due and payable; or

32.2 The Board may readmit to membership of the Society in any class any former member whose membership in such class has terminated provided they satisfies the Board that they are worthy of readmission and pays such amount (if any) in respect of arrears of subscriptions as the Board may determine.

### 33 TRANSFER OF MEMBERSHIP

Membership of the Society is not transferable.

## **ORGANISATION OF GENERAL MEETINGS**

### **34 GENERAL MEETINGS**

- 34.1 The Board may whenever they think fit convene a general meeting and shall, following requisition in accordance with the Companies Act, proceed to convene a general meeting in accordance therewith.
- 34.2 The Society shall hold a general meeting designated as an AGM in each calendar year. The Board shall determine the time and place for the AGM and shall specify the meeting as such in the notices calling it.

### **35 NOTICE OF GENERAL MEETINGS**

- 35.1 A general meeting of the Society shall be called by at least 14 days' clear notice.
- 35.2 The Society may give such notice by any means or combination of means permitted by the Companies Act. The notice must:
  - 35.2.1 specify the date, time and place of the meeting;
  - 35.2.2 include either the text of, or sufficient information to enable a Full Member to understand the purpose of, each ordinary resolution;
  - 35.2.3 include the text of each Special Resolution to be proposed at the general meeting (if any);
  - 35.2.4 include, with reasonable prominence, a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend, speak and vote instead of them and that a proxy need not be a member; and
  - 35.2.5 be given to all the Full Members, Board Members and, if any, the Society's auditors
- 35.3 A general meeting, notwithstanding that it has been called by a shorter notice than that specified above, shall be deemed to have been duly called if it is so agreed by a majority in number of the Full Members, being a majority who together hold not less than 90 per cent of the total voting rights.
- 35.4 The accidental omission to give notice of a meeting, or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate any resolution passed or proceedings had at any meeting.

### **36 HYBRID AND VIRTUAL MEETINGS**

- 36.1 All or any of the members or persons permitted to attend general meetings may at the discretion of the Board participate in the meeting by means of any communication equipment which allows all persons participating in the meeting to hear and speak to each other throughout the meeting.

- 36.2 A member so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.
- 36.3 Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or if there is no such group, where the Chair of the Meeting then is.
- 36.4 In the case of a fully virtual meeting the Board shall have discretion to determine the most practical way for votes to be cast either on a show of hands or on a poll.

## **37 QUORUM FOR GENERAL MEETINGS**

- 37.1 If the Society only has one member, that member shall be a quorum. In any other case either ten (10) Full Members or one percent (1%) of the Full Members entitled to vote upon the business to be transacted (whichever is the greater) shall be a quorum.
- 37.2 A proxy or an authorised representative of a Full Member shall count for the purposes of the quorum.
- 37.3 No business other than the appointment of the Chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

## **38 CHAIRING GENERAL MEETINGS**

- 38.1 The chair of a general meeting is referred to as the “Chair of the Meeting”.
- 38.2 The President of the Society shall be Chair of the Meeting, if present and willing to do so. If the President is absent, unwilling or unable to act as chair, the Vice-President of the Society shall chair the meeting.
- 38.3 If the President or the Vice-President is unwilling or unable to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start the Full Members present shall choose one of their number to chair the meeting, and the appointment of the Chair of the Meeting must be the first business of the meeting.

## **39 ADJOURNMENT**

- 39.1 The Chair of the meeting must adjourn a meeting if:
  - 39.1.1 a quorum is not present within half an hour from the time appointed for the meeting;
  - 39.1.2 during the meeting a quorum ceases to be present; or
  - 39.1.3 the Full Members present in person or by proxy at the meeting resolve by Ordinary Resolution that the meeting shall be adjourned.
- 39.2 The Chair of the Meeting may adjourn a general meeting at which a quorum is present if:
  - 39.2.1 the meeting consents to an adjournment; or

39.2.2 it appears to the Chair of the Meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

39.3 When adjourning a general meeting, the Chair of the Meeting must specify the date, time and place at which the meeting is to be reconvened, or state that the Board shall determine such details, unless they have been specified by the Full Members in the resolution.

39.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Society must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):

39.4.1 to the same persons to whom notice of the Society's general meetings is required to be given; and

39.4.2 containing the same information which such notice is required to contain.

39.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

#### **40 ATTENDANCE AND SPEAKING BY NON-MEMBERS**

The Chair of the meeting may permit other persons who are not members of the Society for the purpose of the Companies Act; or otherwise entitled to exercise the rights of members in relation to general meetings, to attend and speak at a general meeting.

#### **VOTING AT GENERAL MEETINGS**

##### **41 VOTING: GENERAL**

41.1 A resolution put to the vote at a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

41.2 Every member present and entitled to vote shall have one vote except that the Chair of the Meeting shall be entitled to a second or casting vote.

41.3 Unless a poll is duly demanded, a declaration by the chair of the meeting of the result of a vote shall be conclusive evidence of the fact. The result of the vote must be recorded in the minutes of the Society, but it is not necessary to record the number or proportion of the votes cast.

##### **42 POLL VOTES**

42.1 On a poll every Full Member present in person or by proxy shall have one vote for each vote exercisable by that member.

42.2 A poll on a resolution may be demanded:

42.2.1 in advance of the general meeting where it is to be put to the vote; or

- 42.2.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 42.3 A poll may be demanded by:
  - 42.3.1 the Chair of the Meeting;
  - 42.3.2 five or more Full Members of the Society present and having the right to vote on the resolution; or
  - 42.3.3 a person or persons representing not less than one tenth of the total voting rights of all the Full Members.
- 42.4 A demand for a poll may be withdrawn if:
  - 42.4.1 the poll has not yet been taken; and
  - 42.4.2 the Chair of the Meeting consents to the withdrawal.
- 42.5 Polls must be taken at such a time and in such manner as the Chair of the Meeting directs, provided always that a poll demanded on any question of adjournment shall be taken at the meeting. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 42.6 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.

### **43    ERRORS AND DISPUTES**

- 43.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid. Any such objection must be referred to the Chair of the Meeting, whose decision is final.
- 43.2 The proceedings at any meeting or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including by accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

### **44    CONTENT OF PROXY NOTICES**

- 44.1 Proxies may only validly be appointed by a notice in writing (a “**proxy notice**”) which:
  - 44.1.1 states the name and address of the Full Member appointing the proxy;
  - 44.1.2 identifies the person appointed to be that Full Member’s proxy and the general meeting in relation to which that person is appointed;
  - 44.1.3 is signed by or on behalf of the Full Member appointing the proxy, or is authenticated in such manner as the Board may determine; and

44.1.4 is delivered to the Society in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

44.2 A proxy must be a Full Member of the Society.

44.3 The Society may require proxy notices to be delivered in a particular form and, subject to the Companies Act, by a particular time and may specify different forms for different purposes.

44.4 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

44.5 Unless a proxy notice indicates otherwise, it must be treated as:

44.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

44.5.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

44.6 An instrument appointing a proxy shall be in the following form or in such other form as the Board shall approve:

THE SOCIETY FOR CARDIOLOGICAL SCIENCE AND TECHNOLOGY

\_\_\_\_ of \_\_\_\_\_ in the County of \_\_\_\_\_  
\_\_\_\_ being a \_\_\_\_\_ Full Member of THE SOCIETY FOR  
CARDIOLOGICAL SCIENCE AND TECHNOLOGY hereby appoint  
\_\_\_\_ of \_\_\_\_\_ a \_\_\_\_\_ Full Member of  
the Society, as my proxy to vote for me and on my behalf at the [Annual] General  
Meeting of the Society to be held on the \_\_\_\_ day of \_\_\_\_\_ 20[XX] and at any  
adjournment thereof

Signed this day of [date] : \_\_\_\_\_

**45 DELIVERY OF PROXY NOTICES**

45.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Society by or on behalf of that person.

45.2 An appointment under a proxy notice may be revoked by delivering to the Society a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

45.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

45.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

## 46 AMENDMENTS TO RESOLUTIONS

46.1 An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if:

- 46.1.1 notice of the proposed amendment is given to the Society in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chair of the Meeting may determine); and
- 46.1.2 the proposed amendment does not, in the reasonable opinion of the Chair of the Meeting, materially alter the scope of the resolution.

46.2 A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if:

- 46.2.1 the Chair of the Meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
- 46.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

46.3 If the Chair of the Meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, their error does not invalidate the vote on that resolution.

## 47 RESOLUTIONS IN WRITING

47.1 A resolution executed by such number of Full Members as would have been required to vote for the resolution had it been proposed in general meeting at which all of the Full Members were present, and voting shall be as valid and effectual as if it had been passed at a general meeting duly convened and held.

47.2 For the purposes of this Article 47:

- 47.2.1 a resolution shall consist of one or more written instruments (including faxes) or one or more Electronic Communications sent to an address specified for the purpose by the Company Secretary, or a combination of them, provided that each such written instrument and Electronic Communication (if more than one) is to the same effect;
- 47.2.2 a written instrument is executed when the person executing it signs it;
- 47.2.3 an Electronic Communication is executed when the person executing it sends it provided that it has been authenticated in such manner (if any) as the Company Secretary shall prescribe;

- 47.2.4 the Full Members need not execute the same written instrument or Electronic Communication;
- 47.2.5 a resolution shall be effective when the Company Secretary certifies that sufficient evidence has been received by them that the resolution has been executed in accordance with this Article 47;
- 47.2.6 if no Company Secretary is appointed, the President shall perform the functions of the Company Secretary under this Article 47;
- 47.2.7 the resolution must be accompanied by a statement informing the Full Member how to signify their agreement to it and the date by which this is to be done; and
- 47.2.8 a proposed written resolution will lapse if it is not passed before 28 days from the circulation date.

## **PART 6: LIABILITY OF MEMBERS AND DISSOLUTION**

### **48 LIABILITY OF MEMBERS**

- 48.1 The liability of members is limited. In Article 48 and Article 49 a reference to a 'member' shall be a reference to a Full Member of the Society.
- 48.2 Each member undertakes that, if the Society is wound up while he/she is a member or within one year after he/she ceases to be a member, he/she will contribute an amount to the assets of the Society as may be required for:
  - 48.2.1 payment of the Society's debts and liabilities contracted before he/she ceases to be a member;
  - 48.2.2 payment of the costs, charges and expenses of winding up; and
  - 48.2.3 adjustment of the rights of the contributories among themselves,
 provided that such amount shall not in aggregate exceed £1 (one pound sterling).

### **49 DISTRIBUTION OF ASSETS ON WINDING UP/DISSOLUTION**

If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society, but shall be given or transferred to such other charity or charities which prohibit(s) the distribution of its or their income and property to an extent at least as great as is imposed upon the Society by Articles 4 and 6 above and having Charitable objects identical with or similar to the Objects, as the members shall resolve at or before the time of dissolution and if that cannot be done to some other Charitable object or objects.

## **PART 7: ADMINISTRATIVE ARRANGEMENTS**

### **50 MEANS OF COMMUNICATION TO BE USED**

- 50.1 Any notice to be sent to or by any person pursuant to these Articles including a notice calling a meeting of the Board shall be in writing and may be delivered or sent by post or using Electronic Communications to an address for the time being notified for that purpose to the person giving the notice. In this Article "address" in relation to Electronic Communications, includes any number or address used for the purpose of such communications.
- 50.2 Subject to the Articles, any notice or document to be sent or supplied to a member of the Board in connection with the taking of decisions by members of the Board may also be sent or supplied by the means by which that Board Member has asked to be sent or supplied with such notices or documents for the time being.
- 50.3 Notices or documents sent to that Board Member using the means specified by the Board Member under Article 50.2 are to be deemed to have been received within a specified time of their being sent, and for the specified time to be 24 hours excluding bank holidays and weekends.
- 50.4 Subject to Article 50.3, any notice, if served by post, shall be deemed to have been served 48 hours after it was posted, excluding bank holidays and weekends and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, prepaid and posted. A notice or other document sent by Electronic Communication shall be deemed to have been delivered 24 hours (excluding bank holidays and weekends) following the date on which the communication was sent and electronic confirmation of receipt shall be conclusive evidence that a notice was given to a facsimile number or email address. If a notice, document or information posted on the Society's website was already on the Society's website at the time the notice was sent to the member, it will be deemed to have been sent on the day the notice was sent but if the notice, document or information was not on the Society's website on the date the said notice was sent then it will be deemed to have been sent on the day on which it appears on the website.

### **51 WEBSITE COMMUNICATION**

- 51.1 The Society may send any notice, document or other information to members by making them available on the Society's website provided that:
  - 51.1.1 each member has been asked individually by the Society to agree to communication via the Society's website (either generally or in relation to a specific notice, document or information);
  - 51.1.2 the Society's request states clearly that if the member fails to respond to the request within twenty-eight days of the date on which the request is sent, they will be deemed to have given such consent; and

- 51.1.3 the Society's request is not sent less than twelve months after a previous request made to the member in relation to a similar class of documents.
- 51.2 The Society must notify each member who has agreed to receive communications through the Society's website of the presence of the information on the website, the website address, the place on the website where the information can be found and how to access the information.

- 51.3 Any notice, document or information posted on the Society's website must be in a form that the member can read and take a copy of. The notice, document or information must be available on the Society's website for either twenty-eight days from the date the notification was sent to the member or for such other period as may from time to time be specified in the Companies Act.

## **52 COMMON SEAL**

- 52.1 Any common seal may only be used by the authority of the Board.
- 52.2 The Board may decide by what means and in what form any common seal is to be used.
- 52.3 Unless otherwise decided by the Board, where the common seal is to be used on a document, it must be affixed in the presence of at least two members of the Board, who must also sign the document.

## **53 COMPANY SECRETARY**

- 53.1 A Company Secretary may be appointed by the Board for such time, at such remuneration and upon such conditions as the Board may think fit, and any Company Secretary so appointed may be removed by the Board. The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Company Secretary if there be no Company Secretary or no Company Secretary capable of acting.
- 53.2 For the avoidance of doubt the role of Company Secretary is entirely separate to the role of Honorary Secretary although the Honorary Secretary could also be appointed under this Article as Company Secretary and undertake both roles.
- 53.3 The Company Secretary need not be a member of Board and is not an Honorary Officer.

## **54 RECORDS OF DECISIONS TO BE KEPT**

- 54.1 As set out further at Article 55 and 56 below, the Board must comply with the requirements of the Charities Act and of the Companies Act as to keeping records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of information required by law including:
  - 54.1.1 annual returns; and

- 54.1.2 annual reports and accounts.
- 54.2 The Society must maintain a register of Full Members and a register of Board Members.
- 54.3 The Board must ensure that the Society keeps a written record, for at least 10 years from the date of the decision recorded, of every decision taken by the Board including and in addition to records of:
  - 54.3.1 all proceedings at meetings of the Board, members and committees;
  - 54.3.2 all resolutions in writing;
  - 54.3.3 all reports of committees; and
  - 54.3.4 all decisions taken by Electronic Means
- 54.4 Except as provided by law or authorised by the Board or an ordinary resolution of the Society, no person is entitled to inspect any of the Society's accounting or other records or documents merely by virtue of being a member.

## 55 ACCOUNTS

- 55.1 The Board shall cause proper and adequate books of account to be kept to enable accounts to be prepared which comply with the relevant provisions of the Companies Act, the Charities Legislation and the SORP. Proper and adequate books shall not be deemed to be kept and/or deemed sufficient if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Society, to show and explain its transactions and to disclose with reasonable accuracy at any time, the financial position of the Society at any time.
- 55.2 The books of account shall be kept at the registered office of the Society, or, subject to section 388 of the Companies Act, at such other place or places as the Board shall think fit. They shall always be open to the inspection of any member of the Board and may be made available for inspection by members who are not members of the Board if the Board so decides.
- 55.3 The Society must, pursuant to section 423 of the Companies Act, send a copy of its annual accounts and reports for each financial year to every member, to every holder of the Society's debentures and to every person who is entitled to receive notice of general meetings. Copies need not be sent to a person for whom the Society does not have a current address as defined in section 423 of the Companies Act.
- 55.4 The Society must, pursuant to section 424 of the Companies Act, comply with the obligations set out at Article 55.3 not later than:
  - 55.4.1 the end of the period for filing accounts and reports to the Registrar of Companies; or
  - 55.4.2 if earlier, the date on which the Society actually delivers its accounts to the Registrar of Companies.

## 56 AUDIT

- 56.1 The accounts of the Society shall be examined and reported upon either by the auditor or, if no auditor is appointed, by a reporting accountant if so required by the Statutes.
- 56.2 The appointment or re-appointment (as appropriate) of the auditor shall be determined by the Society at each AGM.
- 56.3 The auditor's or reporting accountant's (if any) remuneration shall be determined by the Society at each AGM, provided always that the Society in general meeting may choose to delegate the determination such remuneration to the Board.

## 57 RULES AND BYE-LAWS

- 57.1 The Board may from time to time make (and vary) such rules, bye-laws or regulations as they may deem necessary or expedient or convenient for the proper conduct and management of the Society and in particular, but not exclusively for the purposes of prescribing:
  - 57.1.1 classes of and conditions of membership; and
  - 57.1.2 the rights, privileges and obligations of membership, whether statutory membership or otherwise.
- 57.2 This Article is subject to the condition that no rule, bye-law or regulation shall be inconsistent with, or shall affect or repeal anything contained in, these Articles.

## 58 ADVISORY COMMITTEE

- 58.1 There shall be an Advisory Committee appointed from time to time at the discretion of the Board.
- 58.2 Members of the Advisory Committee shall be appointed and removed from office by the Board but may resign that office at any time by giving written notice to the President.
- 58.3 The duties of the Advisory Committee shall be to:
  - 58.3.1 consider and report to the Board upon any matters submitted to them by the Council or the Board for consideration; and
  - 58.3.2 perform such other duties of a consultative or advisory nature as the Council or Board shall prescribe.
  - 58.3.3 The Advisory Committee are not Board Members of the Society and have no authority to act on behalf of the Society or exercise any of the powers of the Society.

## 59 THE COUNCIL OF THE SOCIETY

- 59.1 The Board and the Advisory Committee shall meet together as the Council of the Society at least once a year to discuss issues of strategic importance for the Society.

59.2 The terms of reference for the Council shall be set out in the rules and bye-laws made under Article 57.

60 **BRANCHES**

60.1 The Board may at any time form branches consisting of members practising or residing in particular areas within the United Kingdom, British Islands or in such other jurisdictions as the Board shall from time to time determine.

60.2 Every such branch shall be conducted in accordance with such rules and regulations as the Board shall from time to time as it shall think fit either generally or as to any particular branch prescribe and may at any time be dissolved by the Board.