

THE COMPANIES ACT 1985 AS AMENDED BY THE COMPANIES ACT 1989
A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION OF
SCOTTISH CARDIAC SOCIETY

Interpretation

1. In these regulations:-

"the Act" means the Companies Act 1985 as amended by the Companies Act 1989 including any statutory modification or re-enactment thereof for the time being in force.

"the articles" means the articles of the Company.

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"executed" includes any mode of execution.

"Office" means the registered office of the Company.

"Secretary" means the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company including a joint, assistant or deputy Secretary.

"the United Kingdom" means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these Regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Company.

Members

2. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the articles shall be members of the Company.

Qualification for Membership

3. Membership of the Company shall be open to:-
- (a) any fully registered doctor, nurse, health scientist, physician associate or allied health professional whose primary interest is in the practice of Cardiology, Cardiovascular Surgery or in research in these and allied subjects;
 - (b) any individual who has contributed significantly to the advancement of Cardiology and/or Cardiovascular Surgery;
 - (c) any individual who has previously qualified under Articles 3 (a)-(b) but who has now retired.

Restrictions on Membership

4. The Council members shall be entitled at their discretion to refuse to admit any person to membership notwithstanding that they fulfil one or more of the qualifications under Article 3.

Application for Membership

5. Any person (other than the subscribers to the Memorandum of Association of the Company) who wishes to become a member shall lodge with the Company a written application for membership (in such form as the Council members require) signed by the applicant.
6. A person applying for admission as a member shall lodge such evidence in support of the application as the Council members require.
7. Each application for membership shall be considered by the Council after receipt by the Company of the written application required under the preceding two articles.
8. The administrator shall notify each applicant in writing of their decision as to whether or not to admit that person to membership following the decision of Council.
9. Council may, on occasion, elect to confer honorary membership of the Society upon a long-standing member or any individual who has contributed significantly to the advancement of Cardiology and/or Cardiovascular Surgery.

Cessation of Membership

10. A member of the Company shall cease to be a member of the Company on death or if they resign membership by notice in writing sent to or left with the Secretary or Administrator at the Office.
11. Subscriptions shall be payable annually following election to membership. A member who is more than 12 months in arrears and has been notified thereof, unless payment is made within one month of such notification, will cease to be a member of the Society.

This is not applicable to honorary members.

Withdrawal from Membership

12. Any person who wishes to withdraw from membership shall lodge with the Company a written notice of retiral (in such form as the Council members require); on receipt of such notice by the Company membership will cease.

Expulsion from Membership

13. Subject to Articles 13 to 17, the Company may, following the below process, expel any person from membership.
14. Any member who wishes to propose at any meeting a resolution for the exclusion of any person shall lodge with the Company written notice of their intention to do so (identifying the member concerned and specifying the grounds for the proposed expulsion) not less than six weeks before the date of the meeting.
15. The Company shall, on receipt of a notice under the preceding article, forthwith send a copy of the notice to the member concerned and the member concerned shall be entitled to make written representations to the Company with regard to the notice.
16. If representations are made to the Company in pursuance of the preceding article, the Company shall (unless such representations are received by the Company too late for it to do so):-
 - (a) state the fact of the representations having been made in the notice convening the meeting at which the resolution is to be proposed; and
 - (b) send a copy of the representations to every person to whom notice of the meeting is or was given.
17. Whether or not a copy of written representations has been given to each of the persons entitled to receive notice of the meeting, the member concerned shall be entitled to be heard on the resolution at the meeting.
18. Failure to comply with any of the provisions of Articles 13 to 17 shall render any resolution for the expulsion of a person from membership invalid.
19. A person expelled from membership under Articles 12 to 17 shall cease to be a member with effect from the time at which the relevant resolution is passed.

General Meetings

20. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
21. An Extraordinary General Meeting shall be convened by the Council members on requisition by members (under Section 368 of the Act) or on requisition by a resigning auditor (under Section 392A (2) of the Act).

22. Subject to the preceding article and to the requirements under Section 366 of the Act as to the holding of Annual General Meetings, the Council members may convene General Meetings whenever they think fit.

Notice of General Meetings

23. An Annual General Meeting and an Extraordinary General Meeting convened for the passing of a special resolution or a resolution requiring special notice shall be called by at least twenty one clear days' notice; all other Extraordinary General Meetings shall be called by at least fourteen clear days' notice.
24. A notice convening a meeting shall specify the time and place of the meeting; it shall also state the terms of any resolution which is to be proposed as a special resolution or extraordinary resolution or which constitutes a resolution requiring special notice and shall indicate the general nature of any other business to be transacted at the meeting.
25. A notice convening an Annual General Meeting shall specify the meeting as an Annual General Meeting.
26. Notice of every General Meeting shall be given to all the Society members, Council members and to the auditors.
27. The accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

28. No business shall be transacted at any meeting unless a quorum is present; a quorum shall be ten persons, entitled to vote upon the business to be transacted, each person being a member or a proxy for a member and include two directors.
29. If the quorum required under the preceding article is not present within half an hour after the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the Chairperson of the meeting.
30. The President shall (if present and willing to act as Chairperson) preside as Chairperson of the meeting; if the President is not present and willing to act as Chairperson within half an hour of the time appointed for holding the meeting, the Council members present shall elect one of their number to act as Chairperson or, if there is only one Council member present and willing to act, they shall be Chairperson.
31. If no Council member willing to act as Chairperson is present within half an hour after the time appointed for holding the meeting, the members present shall elect one of their number to be Chairperson.
32. A Council member shall, notwithstanding that he or she is not a member, be entitled to attend and speak at any General Meeting.

33. The Chairperson may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place.
34. No business shall be transacted at an adjourned meeting other than business which could properly have been transacted at the meeting which was adjourned if the adjournment had not taken place.
35. Where a meeting is adjourned for thirty days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and indicating the general nature of the business to be transacted; in any other case, it shall not be necessary to give any notice of an adjourned meeting.
36. A resolution put to the vote of a meeting shall be decided on a show of hands. Where a show of hands is employed the Chairperson will decide the outcome of that show of hands unless challenged by a member with voting rights at which time a formal poll will take place.
37. Unless a poll is demanded in accordance with the preceding article, a declaration by the Chairperson that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
38. The demand for a poll may, before the poll is taken, be withdrawn, but only with the consent of the Chairperson; a demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made nor the result of a show of hands declared after the demand is so withdrawn.
39. If a poll is demanded in accordance with Article 36, it shall be taken at once by means of a secret ballot of all the persons present and entitled to vote (whether as members or as proxies for members) and conducted in such manner as the Chairperson may direct; the result of such a poll shall be declared at the meeting at which the poll was demanded.
40. A resolution in writing signed by all the members shall be as effectual as if it had been passed at a General Meeting duly convened and held; it may consist of several documents in the same form each signed by one or more members.

Votes of Members

41. Every member shall have one vote which may be given either personally or (whether on a show of hands or on a poll) by proxy.
42. A member who wishes to appoint a proxy to vote on their behalf at any meeting (or adjourned meeting) shall lodge with the Company, at the Office, not less than forty-eight hours before the time for holding the meeting (or, as the case may be, adjourned meeting), a written instrument of proxy (in such form as the Council members require) signed by them; an instrument of proxy which does not conform with the preceding provisions or which is not lodged in accordance with such provisions shall be invalid.

43. A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
44. A proxy entitled to attend and vote at any meeting instead of a member shall have the same right as the member who appointed them to speak at the meeting and need not be a member of the Company.
45. A vote given, or poll demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a poll had terminated prior to the giving of such notice or demanding of such poll unless notice of such termination was received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the vote was given or the poll demanded.
46. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have.
47. No objection may be raised as to the validity of any vote except at the meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid; any such objection shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.

The Council

Appointment, Retiral, Re-appointment

48. A member who wishes to be considered for appointment as a Council member at an Annual General Meeting shall lodge with the Company a written notice of their willingness to be appointed (in such form as the Council members require), signed by the member, at any time up to commencement of the Annual General Meeting.
49. At an Annual General Meeting the Company may by ordinary resolution appoint as a Council member any member in respect of whom a written notice of willingness to accept such an appointment has been received in compliance with the preceding article.
50. The Directors and Council members may at any time appoint any member (provided he or she is willing to act) to be a Council member either to fill a vacancy or as an additional Council member.

Disqualification and Removal of Directors

51. A Director shall vacate office if he or she:-
 - (a) ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director
 - (b) becomes bankrupt or apparently insolvent
 - (c) or any other reason under section 52.

Disqualification and Removal of Council members

- 52.** A Council member shall vacate office if he or she:-
- (a) becomes incapable for medical reasons of fulfilling the duties of their office and such incapacity is expected to continue for a period of six months
 - (b) ceases to be a member of the Company
 - (c) resigns office by notice to the Company or
 - (d) is absent (without permission of the Directors) for three successive Council meetings held in any period of six months or more and the Directors resolve to remove them from office.

Appointment as President

- 53.** A member shall be appointed as President of the Company every three years at the Annual General Meeting and shall hold office until the conclusion of the final Annual General Meeting of their appointment.
- 54.** Any member who wishes to be considered for election as President shall lodge with the Company a written notice of their willingness to be elected (in such form as the Council require), signed by the member, prior to the commencement of the Annual General Meeting at which the appointment is to be made.
- 55.** At an Annual General Meeting at which the appointment of President is due to be made, the Company may by ordinary resolution appoint as President any member in respect of whom a written notice of willingness to accept such an appointment has been received in compliance with the preceding article.
- 56.** The President may be appointed as a Council member following their retirement from office.
- 57.** The President shall only serve in that role for one term of office.

Appointments to Executive Office

- 58.** Directors shall be appointed to hold the offices of Treasurer and Secretary and other such executive offices as the Directors and Council members may consider appropriate; each such office shall be held until the conclusion of the Annual General Meeting which next but two follows appointment. The post of Secretary and Treasurer will be appointed by nomination to Council for their approval and will hold this post for three years and eligible for re-election for another term.
- 59.** The appointments to executive office under the preceding article shall, subject to the Article be made at a meeting of Council held as soon as reasonably practicable after the incorporation of the Company and thereafter at a Council meeting held immediately after each Annual General Meeting at which office has been demitted.

The appointment of any Council member to executive office shall terminate if he or she ceases to be a Council member or if they resign from such executive office by notice to the Company.

- 60.** If the appointment of any Council member to executive office terminates under the preceding article, the Council shall at a Council meeting held as soon as reasonably practicable after such termination, appoint another member to hold such office in his or her place; a Council member so appointed shall hold such executive office until the conclusion of the first Annual General Meeting which next but two follows such appointment.

Council Member

- 61.** Members of Council will consist of at most 25 persons being members of the Society, with the proportions giving regard to appropriate representation of different professional backgrounds, protected characteristics, geography and expertise.
- 62.** Members elected to Council shall serve a term of office of three years, following which they would be eligible to stand for a second term. Following this second term, should no replacement be found those Council members shall be eligible to continue in office until such replacements can be made.
- 63.** For the trainee representatives elected to Council, they are to serve a single term of no more than three years.
- 64.** Council members will be elected. If there is one nomination per post it will be an unopposed election and will be sent to Council for approval.

Director and Council Members' Interests

- 65.** Subject to the provisions of the Act and of clause 4 of the Memorandum of Association and provided that they have disclosed to the Directors the nature and extent of any material interest of theirs, a Council member notwithstanding their office:-
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
 - (b) may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
 - (c) shall not, by reason of his or her office, be accountable to the Company for any benefit which he or she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.

66. For the purposes of the preceding article:-

- (a) a general notice given to the Council members that a Council member is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Council member has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a Council member has no knowledge and of which it is unreasonable to expect him or her to have knowledge shall not be treated as an interest of theirs.

Council members' Remuneration and Expenses

- 67.** No Director or Council member shall be entitled to any remuneration, whether in respect of his or her office as Director or Council member or as holder of any executive office under the Company.
- 68.** The Directors and Council members may be paid all travelling and other expenses properly incurred by them in connection with their attendance at Council meetings, General Meetings, meetings of committees of Directors or meetings of general committees or otherwise in connection with the discharge of their duties.

Powers of Directors

- 69.** Subject to the provisions of the Act, the Memorandum of Association and the articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors and Council members who may exercise all the powers of the Company.
- 70.** No alteration of the Memorandum of Association or these articles and no direction given by special resolution shall invalidate anything the Directors may have done before the passing of the resolution.
- 71.** The powers conferred by Article 69 shall not be limited by any special power conferred on the Directors by the articles.
- 72.** A Council meeting at which a quorum is present may exercise all powers exercisable by the Directors.
- 73.** The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purpose and on such conditions as they may determine, including authority for the agent to delegate all or any of his or her powers.

Council Meetings

- 74.** Subject to the provisions of the Articles, the Directors and Council Members may regulate Council meetings as they think fit.
- 75.** Any Director or Council member may call a Council meeting or request the Secretary to

call a Council meeting.

- 76.** No notice of a Council meeting need be given to a Council member who is absent from the United Kingdom.
- 77.** Questions arising at a Council meeting shall be decided by a majority of votes; in the case of an equality of votes, the Chairperson shall have a second or casting vote.
- 78.** The quorum for the transaction of the business at a Council meeting is four; consisting of at least two Directors and at least two Council members.
 - (a) Any decision made at a meeting must include the agreement of the majority of Council members
 - (b) In determining whether Directors and Council members are participating in a meeting, it is irrelevant where any party is or how they communicate with each other.
- 79.** The continuing Directors and Council members may act notwithstanding vacancies but if the number remaining is less than the number fixed as the quorum, they may act only for the purpose of filling vacancies or of calling a general meeting.
- 80.** Unless they are unwilling to do so, the President shall preside as Chairperson at every Council meeting at which he or she is present.
- 81.** If the President is unwilling to act as Chairperson or is not present within fifteen minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be Chairperson of the meeting.
- 82.** All acts done by Council or by a meeting of a committee of Directors or by a person acting as a Director shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any Director or Council member or that any of them was disqualified from holding office or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Council member and had been entitled to vote.
- 83.** A resolution in writing signed by all of the Directors and Council members entitled to receive notice of a Council meeting or of a committee of Directors shall be as valid and effectual as if it had been passed at a Council meeting or (as the case may be) a committee of Directors duly convened and held; it may consist of several documents in the same form, each signed by one or more Directors and Council members.
- 84.** Except as otherwise provided by the articles, a Director or Council member shall not vote at a Council meeting or at a meeting of a committee of Directors on any resolution concerning a matter in which he or she has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless the interest or duty arises only because the case falls within either or both of the following paragraphs:-
 - (a) the resolution relates to the giving to the Director or Council member of a

guarantee, security or indemnity in respect of money lent to, or any obligation incurred by the Director for the benefit of, the Company or any of its subsidiaries.

- (b) the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the Director or Council member has assumed responsibility in whole or in part (and whether alone or jointly with others) under a guarantee or indemnity or by the giving of security.
- 85.** For the purposes of the preceding article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification not in force at the date of incorporation of the Company), connected with a Council member shall be treated as an interest of the Council member.
 - 86.** A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he or she is not entitled to vote.
 - 87.** The Company may by special resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a Council member from voting at a meeting of the Council members or at a meeting of a committee of Council members.
 - 88.** Where proposals are under consideration concerning the appointment of two or more Council members to executive offices with the Company the proposals may be divided and considered in relation to each Council member separately; provided he or she is not for another reason precluded from voting, each of the Council members concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his or her own appointment.
 - 89.** If a question arises at a Council meeting or at a meeting of a committee of Council members as to the right of a Council member to vote, the question may, before the conclusion of the meeting, be referred to the Chairperson of the meeting; the Chairperson's ruling in relation to any Council member other than himself shall be final and conclusive.
 - 90.** The Council members may invite or allow any person to attend and speak, but not to vote, at any meeting or Council meetings or of any committee of the Council members.

Delegation to Committees of Council members and Holders of Executive Office

- 91.** The Council may delegate any of their powers to any committee consisting of one or more Council members; they may also delegate to the President or any Council member holding any other executive office such of their powers as they consider desirable to be exercised by him or her.
- 92.** Any delegation of powers under the preceding article may be made subject to such conditions as the Council may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
- 93.** Subject to any condition imposed in pursuance of the preceding article, the proceedings

of a committee consisting of two or more Council members shall be governed by the articles regulating the proceedings of Council meetings so far as they are capable of applying.

Delegation to General Committees

- 94.** For the purposes of the articles, "general committee" means a committee appointed by the Council whose constitution complies with Article 95.
- 95.** The Council may, subject to articles 97, 98 and 99 delegate to any general committee all such powers as the Council may think fit; any such delegation shall be made collaterally with, and not to the exclusion of, the Directors' powers and may be revoked or altered.
- 96.** The members of a general committee shall include at least one Council member and a majority of the other members of the committee shall be members of the Company; the remaining members of the committee need not be members of the Company.
- 97.** The Council member included among the members of a general committee (or, if more than one Council member is included among the members of the committee, the Director appointed to such office at a Council meeting) shall hold office as Convenor of the committee.
- 98.** Each general committee shall regulate its proceedings in accordance with the directions issued by the Council and shall give effect to any instruction or decision on matters of principle issued or made by the Council members.
- 99.** Unless otherwise determined by special general resolution, the following matters shall be excluded from delegation to any general committee:-
 - (c) any introduction of a new policy or any change in policy which could have a significant impact on the Company or which would fall within the responsibility of another committee or conflict with the declared policy of another committee;
 - (d) any matter involving expenditure not in accordance with the financial regulations of the Company;
 - (e) any capital building project;
 - (f) the appointment or dismissal of any employee of the Company.
- 100.** All contracts with third parties in connection with the discharge of the functions of a general committee shall be entered into by the Convenor of the Committee or, in his or her absence, by some other Director of the Company; no member of a general committee (other than a Director) shall contract, or hold himself or herself out as contracting, on behalf of the Company.
- 101.** All acts done by a general committee shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any committee or that any member of the committee was not qualified to act as such, be as valid as if every such person had been duly appointed and was so qualified.

- 102.** A resolution in writing signed by all the members of a general committee shall be as valid and effectual as if it had been passed at a meeting of the committee duly convened and held; it may consist of several documents in the same form each signed by one or more members of the committee.

Minutes

- 103.** The Directors shall ensure that minutes are made, typically electronically and stored digitally of all proceedings at general meetings, Council meetings, meetings of committees of Council members and meetings of general committees; a minute of a Council meeting or of a committee of Council members shall include the names of the Directors and Council members present.

Accounts

- 104.** No member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or as authorised by the Directors or by ordinary resolution of the Company.

Auditors

- 105.** Auditors of the Company shall be appointed as required in terms of the Act and their duties regulated in accordance therewith.

Notices

- 106.** Any notice to be given in pursuance of these articles shall be in writing; the Company may give any such notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his or her registered address or by leaving it at that address or by email
- 107.** Any notice, if sent by post, shall be deemed to have been given at the expiry of twenty-four hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
- 108.** A member present at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

Winding Up

- 109.** If the Company is wound up, the liquidator shall transfer the assets of the Company to an appropriate body in accordance with the provisions of the Memorandum of Association.

Indemnity

- 110.** Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or auditor of the

Company shall be indemnified out of the assets of the Company against any loss or liability which he or she may sustain or incur in connection with the execution of their duties of office including, without prejudice to that generality, any liability incurred in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which he or she is acquitted or in connection with any application to which relief is granted by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.