

The Society for Cardiological Science and Technology

Memorandum and Articles of Association



Company Number 865313

The Companies Acts 1948 To 1976

Company limited by guarantee and not having a share capital

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1. The name of the Company (hereinafter called “the Society”) is

“THE SOCIETY FOR CARDIOLOGICAL SCIENCE AND TECHNOLOGY”.

The Company was incorporated as The Society of Cardiological Technicians and changed its name to The Society for Cardiological Science and Technology on 20th May 1996.

2. The Registered Office of the Society will be situate in England.

3. (1) The objects for which the Society is established are:-

- (a) To advance for the public benefit the science and practice of Cardiological Science and Technology and allied subjects by the promotion of improved standards of education and training and of research work therein and by making the results of such study and research available to practitioners and the general public.
- (b) To provide 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 efficiency in connection with the science and practice of Cardiological Science and Technology and allied subjects.
- (c) To make and maintain lists of persons whom the Council of the Society shall consider to be qualified to practice Cardiological Science and Technology and allied subjects and to take measures against any unqualified person claiming to possess or holding himself or herself out as possessing a certificate or diploma of the Society.
- (d) To promote, organise and conduct conferences, public meetings and exhibitions of apparatus, plant and processes in connection with the science and practice of Cardiological Science and Technology and allied subjects.
- (e) To publish a journal and such other papers, treatises, works and communication as the Society may think necessary or desirable to promote the objects of the Society.

(2) AND the Society shall have the following powers exercisable in furtherance of its objects, but not further or otherwise, namely:

- (a) To promote and carry out the objects of the Society in affiliation or association to or with any other charitable society or association not formed for profit and having objects kindred to those of the Society.
- (b) To buy, take on lease or hire or otherwise acquire land or any other property, real or personal and to erect, construct, alter and maintain buildings and works of all kinds.
- (c) To borrow any moneys required for the purposes of the Society and to give security for the repayment thereof.
- (d) To invest the moneys of the Society not immediately required for its purpose in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (e) To grant pensions and retirement benefits to or for employees or former employees of the Society and to the widows, children, and other dependants of deceased employees (who are in necessitous circumstances) and to pay or subscribe to funds or schemes for the provision of pensions and retirement benefits for employees and former employees their widows, children and other dependants.
- (f) To undertake and execute any charitable trusts.
- (g) To do all such other lawful things as may further the foregoing objects or any of them

Provided that:

- (i) In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The objects of the Society shall not extend to the regulations of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) In case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Society shall not sell, mortgage, charge or lease the same without such authority, approval, or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Society shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected and the incorporation of the Society shall not diminish or impair any control of authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Society were not incorporated.

4. The income and property of the Society shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members, of the Society and no members of its Council of Management or Governing Body shall be appointed to any office of the Society paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Society.

Provided that nothing herein shall prevent any payment in good faith by the Society

- (a) of reasonable and proper remuneration to any member, officer or servant of the Society not being a member of its Council of Management or Governing Body for any services rendered to the Society;
- (b) of interest on money lent by any member of the Society or of its Council of Management or Governing Body at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by the Bank of England, or 3 per cent which ever is the greater;
- (c) of reasonable and proper rent for premises demised or let by any member of the Society or of its Council of Management or Governing Body;
- (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Council of Management or Governing Body may be a member holding more than 1/100th part of the capital of that company and
- (e) to any member of its Council of Management or Governing Body of out-of-pocket expenses.

5. The liability of the members is limited.

6. Every member of the Society undertakes to contribute to the assets of the Society in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Society contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves, such amounts as may be required not exceeding One Pound.
7. 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 some other charitable institution or institutions having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Society under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Society at or before the time of dissolution, and insofar as effect cannot be given to such provision, then to some other charitable object.

WE, the several persons whose Names, Addresses, and Descriptions are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

LESLIE GEORGE GOULDING,
18, Nethercourt Avenue, London, N.3. Cardiologistical Technician.

ELSA MARGARET DEVEREUX,
181, Randolph Avenue, London, W.9. Spinster.

LEONARD MARCUS CLARKE
24, Fouracre Crescent, Downend, Bristol, Cardiologistical Technician.

SHEILA MARY KING,
8, Devonshire Place, London, W.1. Spinster.

MARGARET JANE DARRAH HAIG,
337, Prospect Hill Road, Glasgow, Married Woman.

POPPY MAY MILNE.
Horsley House, 191, Shooters Hill, London, SE.18. Married Woman.

FAITH ELIZABETH MINNION,
43, Westerham Road, Bessels Green, Sevenoaks, Kent. Spinster.

NORMA HELEN MILLAR,
Brook General Hospital, London, SE.18. Spinster.

ELIZABETH MARY SANDERS.
St. Bartholomew's Hospital, London. Spinster.

ANN WILLIAMSON,
24, Station Road, Holmes Chapel, Cheshire. Spinster.

PHILIP THOMAS HALL
2, Hospital Cottages, Mitcham Junction, Surrey. Cardiologistical Technician.

MARGARET HALE,
119, Broomstick Hall Road, Waltham Abhey, Essex. Spinster.

DATED this 6th day of November, 1965 WITNESS to the above signatures:-

D C DEUCHAR,
Tile House, Bickley Park Road, Bickley, Bromley, Kent.
Consultant Cardiologist.

The Society for Cardiological Science and Technology

Articles of Association

Company Number 865313

The Companies Acts 1948 To 1976

Company limited by guarantee and not having a share capital

INTERPRETATION

1. In these Articles:
 - (a) "the Act" means the Companies Act 1948;
 - (b) "member" means a member of The Society for Cardiological Science and Technology (hereinafter called "the Society") and unless otherwise expressly provided includes Fellows, Members, Associate Members, Enrolled Members, Pre-Enrolled Members and Student Members of the Society;
 - (c) "the Register" means the Register of members maintained by the Society in accordance with the provisions of the Act;
 - (d) "the Honorary Officers of the Society" means "the Honorary Secretary" (if any) "the Honorary Treasurer" (if any) and such other honorary officers as shall be appointed in accordance with the provisions of these Articles;
 - (e) "the Council" means the Council of the Society for the time being appointed under the provisions of these Articles.
 - (f) "He" means He or She.Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act.

MEMBERS

2. The Society shall maintain a register of its members, who shall be divided into the following classes, namely: Fellows, Members, Associate Members, Enrolled Members, Pre-Enrolled Members and Student Members.
3. The rights and privileges of every member shall be personal to himself and shall not be transferable or transmissible by his own act or by operation of law. The number of members with which the Society proposes to be registered is 2000, but the Council may from time to time register an increase of members.
4. (1) A person shall be eligible for membership as a Student or Associate Member of the Society upon satisfying the Council:-
 - (a) that he is a fit and proper person to be admitted to the membership of the Society;
 - (b) that he is employed in a scientific and / or educational capacity in a cardiac or allied discipline approved by the Council and
 - (c) that he has attained such qualifications as the Council may from time to time prescribe or approve in respect of the class of membership for which application is being made.(2) Every applicant for membership as a Student or Associate Member of the Society shall:-
 - (a) apply for membership and sign an undertaking that he will in the event of his election be governed by the rules, regulations and Articles of Association of the Society and will advance the objects of the Society, so far as shall be within his power. Every such application and declaration shall be in such form as the Council shall from time to time prescribe;
 - (b) be proposed by not less than two persons, each of whom must have personal knowledge of the applicant and be either a Fellow, Member or Associate Member of the Society, or the physician-in-charge of the department in which the applicant is employed. Every such proposal shall be in writing in such form as the Council shall from time to time prescribe and where the proposer is the physician-in-charge, the application shall be referred to the Credentials Committee;
 - (c) pay the annual subscription payable on such election in respect of the current year.(3) The names of applicants for admission as Student or Associate Members shall be submitted to the Council for election. The acceptance or refusal of any application shall be in the absolute discretion of the Council which shall not be required to assign its reasons for any such refusal.
5. Student Members of the Society who have attained such qualifications as the Council may from time to time approve shall be entitled to election by the Council as Members of the Society.
6. Associate Members of the Society who have attained such qualifications as the Council may from time to time prescribe or approve, shall be entitled to election by the Council as Members of the Society. Provided that the Council may in its discretion dispense with the requirement that an applicant for Membership shall have been an Associate Member of the Society for not less than two years previously in any case where the Council is satisfied that such applicant is otherwise suitably qualified.
7. A person shall be eligible for membership as an Enrolled Member of the Society upon satisfying the Council:-
 - (a) that he is a fit and proper person to be admitted to the membership of the Society
 - (b) that he is employed in a scientific and/or educational capacity in a cardiac or allied discipline approved by the Council and
 - (c) that he has attained the qualification of the Certificate of Electrocardiography.
8. A person shall be eligible for membership as a Pre-Enrolled Member of the Society upon satisfying the Council:-
 - (a) that he is a fit and proper person to be admitted to the membership of the Society.
 - (b) that he is employed in a scientific and/or educational capacity in a cardiac or allied discipline approved by the Council and
 - (c) that he does not hold the qualification of Certificate of Electrocardiography.

FELLOWS

9. Persons who have been members of the Society for not less than three years, and who have attained the age of twenty- five years may be elected Fellows of the Society by the Council upon presentation of a thesis if the same is of sufficient merit; or in recognition of their distinguished services to Cardiological Science and Technology or to the Society.
10. Persons who have been Associate Members of the Society for not less than three years, and who have attained the age of twenty-five years may be elected Fellows of the Society by the Council upon presentation of a thesis if the same is of sufficient merit; or in recognition of their distinguished services to Cardiological Science and Technology or to the Society.

RIGHTS AND PRIVILEGES OF MEMBERS

11. (1) Subject as hereinafter provided, every member shall:-
 - (a) be entitled to attend and vote at all meetings of the Society;
 - (b) be eligible for membership of the Council;
 - (c) be entitled to introduce visitors to General Meetings of the Society other than when the business of the Society is being discussed;
 - (d) be entitled to receive a copy of each issue of the Journal of the Society free of charge;(2) Provided always that Pre-Enrolled Members and Student Members shall not be entitled to vote at meetings of the Society, shall not be eligible for membership of the Council and shall not be entitled to introduce visitors to General Meetings of the Society.
(3) Provided always that Associate Members and Enrolled Members shall not have a right to vote on professional matters appertaining only to cardiac physiologists (Members)
(4) Enrolled Members shall have the right to elect one Enrolled Member to be co-opted as an additional non-voting member of Council.
12. The authorised abbreviations indicating membership of the Society and the class in the Society to which any member belongs shall be as follows: for a Fellow 'F.S.C.S.T', for a Member 'M.S.C.S.T.' and for an Associate Member 'A.S.C.S.T.'. No person shall adopt or describe himself by any other abbreviation to indicate membership of the Society than that provided by this Article. Any member acting in contravention of this regulation shall be liable to have his name removed from the Register by the Council without proceedings being taken under Article 20 hereof, but before doing so the Council shall give him notice of its intention so to do, and an opportunity of being heard in his defence if he shall think fit.
13. Subject to such regulations and upon payment of such fees as the Council may from time to time prescribe, the Council may issue to any member a diploma or certificate of membership. Every such diploma or certificate shall remain the property of the Society and shall on demand be returned to the Society.
14. Any member may retire from the Society by sending his resignation in writing to the Secretary.
15. The Council may readmit to membership of the Society in any class any former member whose membership in such class has terminated provided he satisfies the Council that he is worthy of readmission and pays such amount (if any) in respect of arrears of subscriptions as the Council may determine.

SUBSCRIPTIONS

16. (1) The amount of the annual subscription payable by members shall from time to time be determined by the Council sanctioned by resolution of an Annual or Special General Meeting of the Society.
(2) The annual subscriptions shall be due on the first Day of January in each year for the year then beginning.
(3) No election to membership of the Society shall become effective until the annual subscription payable on such election for the current year shall have been paid: Provided always that persons elected to Student Membership on or after the first Day of October in any year shall not be required to pay any subscription on the first day of January next following for the year then beginning.
(4) Persons elected to a higher class of membership during any year shall not be required to pay any increased subscription in respect of such election until the first Day of January next following their election for the year then beginning.
17. Subject as aforesaid any member whose annual subscription remains unpaid after the first Day of April in any year shall lose all his privileges as specified in Article 11 hereof, until such time as the subscription is paid.
18. Any member whose annual subscription remains unpaid for one year may by resolution of the Council be excluded from the Society and immediately upon the passing of such resolution he shall cease to be a member and his name shall be removed from the Register; provided that such removal shall not relieve him from his liability for the payment of any arrears of subscription due from him at the date of such removal.
19. The Council may, where in its opinion it is desirable so to do, reduce or remit the annual subscription or the arrears of annual subscriptions of any member.

EXPULSION

20. (1) If it shall appear to the Council or shall be represented to the Council by sufficient evidence that there is reason to suppose that any member of the Society has been guilty of conduct whether in connection with his membership of the Society or otherwise, which in the absence of satisfactory explanation would in the opinion of the Council render him unfit to remain a member of the Society or be injurious to the character or interests of the Society, the Council shall send such member a statement in writing of the conduct imputed to him and shall appoint a Special Meeting of the Council for the consideration of the matter. At least fourteen days' notice in writing of such meeting shall be given to such a member in order that he may appear before the Council, with legal representation if he so desires and be heard if he shall think fit. If at such meeting, or at any adjournment thereof the Council shall be of the opinion that such member ought to be excluded from the Society it shall be empowered to request him to resign, and if he shall not resign within ten days he shall be liable by resolution of the Council to be excluded from the Society, and immediately upon such resolution being passed he shall cease to be a member thereof.
- (2) Any breach of the Code of Professional Conduct or Disciplinary Code for the time being published by the Society shall be deemed to be conduct meriting further enquiry by the Council pursuant to clause (1) of this Article.

THE COUNCIL

21. The affairs and property of the Society shall be managed by a Council which shall be the governing body of the Society.
22. (1) Until otherwise determined by the Society in General Meeting the number of the members of the Council shall be twelve.
- (2) Membership of the Council shall be honorary and without remuneration as such.
- (3) No person shall be a member of the Council unless he is a member of the Society.
23. Four Members of the Council shall retire at the Annual General Meeting of the Society in each year. The persons to retire in every year shall be those who have been longest in office since their last election, but as between persons who were elected on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Members of the Council shall be eligible for re-election.
24. (1) Not later than the first Day of December in every year the Council shall send to each member entitled to vote a request for nomination of persons to fill the vacancies about to occur among members of the Council at the next following Annual General Meeting of the Society.
- (2) After the issue of the Council's request for nominations and not later than the first Day of February next following, any three 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 Council together with the written consent of such person to serve if elected.
- (3) Not later than the first Day of March in each year the Council shall send each member of the Society entitled to vote a ballot paper containing the names of all persons duly nominated to fill the vacancies on the Council, and giving the names of the members by whom every such person is nominated.
- (4) Each member of the Society entitled to vote shall be entitled to such a number of votes as there are vacancies on the Council to be filled at the election. Votes shall be recorded only on the ballot papers sent out to members by the Council and shall be recorded by the placing of a cross on the ballot paper in the space provided for the purpose against the name of each candidate for whom it is desired to vote. Not more than one vote may be given to any one candidate by a member entitled to vote. Ballot papers shall be returned to the Council in such manner as the Council shall from time to time determine and so as to reach the Council not later than the thirty first Day of March next following.
- (5) The Council shall appoint two or more scrutineers for the purposes of the ballot. The Ballot papers shall, when received, be delivered unopened by the Secretary to the scrutineers, who shall open them, count the votes and report the results to the next following meeting of the Society. 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 of the Society who shall determine by his casting vote or votes which candidates having such equality of votes shall be elected.
- (6) Persons elected shall take office at the conclusion of the Annual General Meeting next following their election.
25. (1) The office of a member of the Council shall be vacated:-
- (a) if he becomes bankrupt or makes any composition or arrangement with his creditors;
 - (b) if he becomes of unsound mind;
 - (c) if he ceases for any cause to be a member of the Society;
 - (d) if he resigns his office by notice in writing to the Society;
 - (e) if he fails to attend four consecutive Council Meetings unless the Council shall in its discretion otherwise determine;
 - (f) if he becomes prohibited from holding office by reason of any order made under the Companies Acts 1948 to 1976 or if he is removed from office by a resolution duly passed pursuant to Section 184 of the Act;
 - (g) if he ceases to be employed in a scientific and/or education capacity in a cardiac department or allied discipline otherwise than by reason of statutory retirement.
26. Any casual vacancy among members of the Council, whether caused by retirement, death or otherwise may be filled by the Council, but the person appointed to fill such vacancy shall retain his membership of the Council so long only as the person who previously filled the vacated position would, in the ordinary course, have retained that position. The name of any person so appointed shall be announced at the meeting of the Society next following his appointment.

PROCEEDINGS OF COUNCIL

27. The Council may exercise all such powers of the Society as are not hereby, by the Memorandum of Association or by the Act required to be exercised by the Society in General Meeting.
28. (1) The Council may meet together for the despatch of business, adjourn and otherwise regulate its meetings, as it thinks fit.
(2) The Secretary shall on the demand of the Chairman or any three members of the Council convene a meeting of the Council at any time.
(3) At every meeting of the Council four members shall constitute a quorum.
(4) The members of the Council for the time being may act notwithstanding any vacancy in their body, provided that, if at any time their number is reduced below four, the members for the time being may act for the purposes of filling vacancies in their body or convening a General Meeting but for no other purpose.
29. (1) At the first meeting of the Council held next following the Annual General Meeting in every year the Chairman and the Honorary Officers of the Society (if any) shall be elected by the Council. The Chairman shall be elected by the Council from amongst their own number.
(2) The Chairman and the Honorary Officers of the Society shall each hold office for one year but shall be eligible for re-election: Provided always that except by express resolution of the Council the Chairman and the Honorary Officers shall continue in office until the election of their successors.
30. The Chairman, if present, shall take the chair at Council meetings. In his absence the members of the Council present shall choose some other member of the Council to act as Chairman.
31. At any meeting of the Council each member shall have one vote. Any two members present shall be entitled to demand that the voting on any given question shall be by ballot which shall be taken forthwith. Every question arising at any meeting of the Council shall be determined by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote.
32. (1) The Council may delegate any of its powers to committees consisting of members of the Council and such other members of the Society as the Council shall think fit; provided that more than one-half of the members of any such committee shall be members of the Council. Any such committees shall in the exercise of the powers delegated to them comply with any regulations or directions which the Council may from time to time impose upon them and shall report their activities to the Council as soon as practicable after the event.
(2) The Council 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 committee shall be a member of the Council. Such committees shall act in an advisory capacity only and shall not be entitled to exercise any of the powers or functions of the Council.
33. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Council.
34. (1) The Council shall cause minutes to be made in books provided for the purpose of :-
(a) all appointments of officers;
(b) the names of the members of the Council present at each meeting of the Council and any committee of the Council;
(c) all resolutions and proceedings of General Meetings of the Society, and of the Council and of committees of the Council and minutes signed by any person purporting to be the Chairman of any such meeting of the Society, or of the Council or of any committee aforesaid or by the Chairman of the next succeeding meeting shall be conclusive evidence of the facts therein recorded.
(2) No report of the proceedings of any meeting of the Council or of any committee of the Council shall be taken or published except with the consent of the Council previously obtained.

(3) The Council may arrange for the publication in any manner which it may deem advisable of such papers, documents and reports as may be considered by the Council to be likely to advance the objects of the Society.
35. The Council 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 cardiological science and technology and the dates when and places where such examinations shall be held and may fix the fees payable for entry thereto. The Council shall appoint examiners for any such examination and fix their remuneration. A member of the Council may be an examiner.
36. The Council may from time to time appoint such officers and staff and assign to such persons such duties as it shall think fit. The Council may pay to such officers and staff such salaries, wages or remuneration as the Council shall think proper and may make such provision for and grant such pensions to such officers and staff after their retirement from the service of the Society as the Council may think proper.

THE SECRETARY

37. The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions consistent with the provisions of Clause 4 of the Memorandum of Association as they may think fit and any Secretary so appointed may be removed by them. The provisions of Sections 177 and 179 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE PRESIDENT AND VICE-PRESIDENTS.

38. The Council shall nominate and elect to the office of President of the Society a person distinguished in any field of science or technology upon whom it wishes to confer exceptional honour. The President shall hold office for a period of one year, but shall be eligible for re-election. Upon his election the President shall forthwith be admitted to Fellowship of the Society notwithstanding he may not previously have been a member.
39. The Council shall elect to the office of Vice-President of the Society persons distinguished in any field of science or technology, or past President of the Society upon whom it wishes to confer exceptional honour. The Vice Presidents shall hold office at the will of the Council.

GENERAL MEETINGS.

40. Subject as hereinafter provided, meetings of the Society shall be held at such places and at such times and shall be convened upon such notice as the Council may from time to time appoint or prescribe.
41. An Annual General Meeting shall be held each year in the months of April or May at such place as the Council shall determine and shall be specified as such in the notices calling it. The business of the Annual General Meeting shall be to receive and consider the accounts of the Society for the past year, the reports of the Council and the Auditors, to appoint the Auditors and determine their fee.
42. All general meetings other than Annual General Meetings shall be called Special General Meetings. A Special General Meeting may be called by the Council at any time, and shall also be called on the requisition of or in default may be convened by such requisitionists (not including Affiliate Members or Student Members) of the Society as provided by Section 132 of the Act.
43. (1) An Annual General Meeting and Special General Meeting shall be called by twenty-one days' notice in writing at least (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place, the day and the hour of the meeting and the general nature of the business to be transacted and shall be given in manner hereinafter mentioned to such persons (including the auditors) as are under these Articles or under the Companies Acts 1948 to 1976 entitled to receive such notices from the Society.
(2) 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.

PROCEEDINGS AT GENERAL MEETINGS.

44. (1) Any matter may at the discretion of the Chairman of the meeting be discussed without previous notice at any General Meeting of the Society, provided that no resolution binding or purporting to bind the Society as regards any matter relating to the conduct of its business or the exercise of its powers, or which would be required to be passed at a General Meeting of the Society under these Articles or the Act, shall be passed other than at a Special General Meeting or the Annual General Meeting of the Society or if so passed shall have any validity, operation or effect. During such discussions only members of the Society shall be present.
(2) All business shall be deemed special that is transacted at a Special General Meeting; and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, the reports of the Council and the Auditors, the appointment of the Auditors and the determination of their fee.
45. (1) No business shall be transacted at an Annual General Meeting or a Special General Meeting of the Society unless a quorum of members shall be present at the time when the meeting proceeds to business; save as otherwise provided in these Articles, ten members present in person shall be a quorum.
(2) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; but in any other case shall stand adjourned to the same day in the next week, at the same time and place, and if at such adjourned meeting a quorum is not present, but more than one member is present, within half an hour from the time appointed for the meeting, the members present shall be a quorum and may transact the business for which the meeting was called or further adjourn the meeting.
46. The President, if present, shall preside as chairperson at every General Meeting of the Society, or in his absence the senior or other Vice-President present shall officiate. In the absence of any Vice-President of the Society, the Chairman of the Council shall preside and failing him, the members of the Society present shall choose some other of their number to act as chairperson of the meeting.
47. (1) Every member present and entitled to vote shall have one vote and no more at General Meetings except the chairperson, who, in case of an equality of votes, shall have a second or casting vote.
(2) On a poll votes may be given either personally or by proxy.
(3) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. A proxy must be a member of the Society.
(4) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified or office copy of that power or authority, shall be deposited at the office of the Society not less than forty-eight hours before the time for holding the meeting, or adjourned meeting, at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

(5) An instrument appointing a proxy shall be in the following form or in such other form as the Council shall approve:-

“THE SOCIETY FOR CARDIOLOGICAL SCIENCE AND TECHNOLOGY”

“I ----- of ----- in the County of ----- being a ----- Voting Member of THE SOCIETY FOR CARDIOLOGICAL SCIENCE AND TECHNOLOGY hereby appoint ----- of ----- a ----- member of the Society, as my proxy to vote for me and on my behalf at the (Special or Annual as the case may be) General Meeting of the Society to be held on the ----- day of ----- and at any adjournment thereof. Signed this ----- day of (date)”

(6) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

48. (1) At any General Meeting a resolution put to the meeting shall be decided by a show of hands unless before or upon the declaration of the result of the show of hands a poll is demanded by the chairperson or by at least five members of the Society present in person or by proxy and entitled to vote or by a member or members present in person or by proxy and representing one tenth of the total voting rights of all the members having the right to vote at the meeting.

(2) Unless a poll is so demanded a declaration by the chairperson that a resolution has on a show of hands 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 proceedings of the Society, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

(3) If a poll is duly demanded it shall be taken at such time and in such manner as the chairperson shall direct provided always that a poll demanded on any question of adjournment shall be taken at the meeting.

(4) The chairperson of any meeting shall be the sole and absolute judge of the validity of every vote tendered at such meeting whether on a show of hands or on a poll and may allow or disallow votes tendered according as he shall be of opinion that the same are, or are not, valid.

(5) The accidental omission to send a ballot paper to, or the non-receipt of a ballot paper by, any person entitled to the same shall not invalidate any poll.

PROPERTY AND FUNDS.

49. All funds of the Society not needed immediately for the ordinary purposes of the Society may be invested by the Council in the name of the Society in any investments in which trustees are or may by Act of Parliament be authorised to invest trust moneys under their control with power at their discretion from time to time to vary or sell any of the investments of the Society and to invest the proceeds of such sale in investments of a like nature.

50. Any part of the property or funds of the Society may be sold or disposed of with a view to the promotion of the objects of the Society by or according to the order and direction of the Council with the sanction of a resolution of a Special General Meeting.

51. 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 the copyright thereof respectively shall be the property of the Society. The Council in such cases as it may think fit shall have power to release or surrender the rights of the Society in respect of any such publication or paper or the copyright thereof. 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 Council, who may, if it thinks fit, give its consent to publication in approved cases.

52. (1) Subject to the provisions of Section 205 of the Act, every member of the Council and other officer (if any) of the Society shall be accountable in respect of his own acts only and shall not be accountable for any acts done or authorised to which he shall not have expressly assented, and no member of the Council shall incur any personal liability in respect of any loss or damage incurred through mistake, error, oversight or omission or any other matter or thing done, authorised or suffered by him being done, authorised or suffered in good faith for the benefit of the Society, although in excess of his legal powers.

(2) The members of the Council and other officers, if any, of the Society shall be indemnified out of the assets of the Society against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application under Section 448 of the Act in which relief is granted to them by the Court.

COMMON SEAL

53. The Council shall provide a common seal of the Society and make rules for the safe custody and for the use thereof, and it shall never be used except by the authority of the Council previously given, and in the presence of two members of the Council at least, who shall sign every instrument to which the seal is affixed.

ACCOUNTS.

54. The Council shall cause accounting records to be kept in accordance with Section 12 of the Companies Act 1976.

(a) All sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure takes place;
(b) all sales and purchases of goods by the Society; and
(c) the assets and liabilities of the Society.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Society's affairs and to explain its transactions.

55. The accounting records shall be kept at the registered office of the Society or, subject to Section 12 (6) and (7) of the Companies Act, 1976 at such other place or places as the Council think fit, and shall always be open to the inspection of the Council.
56. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of members not being members of the Council and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the Society in General Meeting.
57. The financial year of the Society shall end on the date on which the accounting reference period of the company ends and the Council shall after the end of each year in accordance with the Companies Acts 1948 to 1976, cause to be prepared an income and expenditure account of the Society for such year just ended, together with a balance sheet made up as at the end of that year, and such reports and other documents (if any) as are required by those Acts and, after such documents have been approved by the Council and as regards such income and expenditure account and balance sheet have been examined and certified by the Auditor or Auditors, they shall be laid before the Society at the next Annual General Meeting. The Auditors' report shall be open to inspection and be read before the meeting as required by Section 14 of the Companies Act 1967.
58. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society as aforesaid, together with a copy of the Auditor's report, shall, not less than twenty-one clear days before the date of the meetings, be sent to the Auditors and to every member: Provided that this Article shall not require a copy of those documents to be sent to any member of whose address the Society is not aware.
59. Auditors shall be appointed and their duties regulated in manner provided by Section 161 of the Act, Section 14 of the Companies Act 1967 and Sections 13 to 18 of the Companies Act 1976; the members of the Council being treated as the Directors mentioned in those Sections.

NOTICES.

60. (1) A notice may be given by the Society to any member either personally or by sending it through the post in a prepaid letter addressed to such member at his address in the Register, or if he has no registered address in the United Kingdom at the address (if any) within the United Kingdom supplied by him to the Society for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and shall be deemed to have been effected on the day following that on which it is put into the post.
- (2) Only those members who have a registered address within the United Kingdom or have supplied an address within the United Kingdom for the service of notices shall be entitled to any notices, and all proceedings may be had and taken without notice to such person in the same manner as if he had had due notice.

BYELAWS.

61. The Council shall have power to ordain and make and from time to time to alter, vary or revoke such and so many byelaws as it may deem necessary or proper for the regulation and good government of the Society and of the members and affairs thereof: Provided that such byelaws shall not be repugnant or contrary to the Memorandum of Association or the Articles for the time being in force, or amount to or involve such an addition to or alteration of the Articles as could only legally be made in the manner prescribed for the alteration of the Articles of Association by the Act.

BRANCHES.

62. (1) The Council may at any time form branches consisting of members practising or residing in particular areas within the United Kingdom, the British Commonwealth or in such other countries or states as the Council shall from time to time determine.
- (2) Every such branch shall be conducted in accordance with such rules and regulations as the Council 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 Council.
- (3) Subject to such rules and regulations (if any) as may be made by the Council under paragraph (2) of this Article, any branch may make its own regulations as to the conduct of its affairs, but such regulations shall not be inconsistent with or repugnant to anything contained in the Memorandum or Articles of Association of the Society and shall not come into operation unless and until the same shall have been approved by the Council.

WINDING UP.

63. The provisions of Clause 7 of the Memorandum of Association of the Society relating to the winding up and dissolution thereof shall have the same validity, operation and effect as if they were repeated in these Articles.

WE, the several persons whose Names, Addresses, and Descriptions are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

LESLIE GEORGE GOULDING,
18, Nethercourt Avenue, London, N.3. Cardiologistical Technician.

ELSA MARGARET DEVEREUX,
181, Randolph Avenue, London, W.9. Spinster.

LEONARD MARCUS CLARKE
24, Fouracre Crescent, Downend, Bristol, Cardiologistical Technician.

SHEILA MARY KING,
8, Devonshire Place, London, W.1. Spinster.

MARGARET JANE DARRAH HAIG,
337, Prospect Hill Road, Glasgow, Married Woman.

POPPY MAY MILNE.
Horsley House, 191, Shooters Hill, London, SE.18. Married Woman.

FAITH ELIZABETH MINNION,
43, Westerham Road, Bessels Green, Sevenoaks, Kent. Spinster.

NORMA HELEN MILLAR,
Brook General Hospital, London, SE.18. Spinster.

ELIZABETH MARY SANDERS.
St. Bartholomew's Hospital, London. Spinster.

ANN WILLIAMSON,
24, Station Road, Holmes Chapel, Cheshire. Spinster.

PHILIP THOMAS HALL
2, Hospital Cottages, Mitcham Junction, Surrey. Cardiologistical Technician.

MARGARET HALE,
119, Broomstick Hall Road, Waltham Abhey, Essex. Spinster.

DATED this 6th day of November, 1965 WITNESS to the above signatures:-

D C DEUCHAR,
Tile House, Bickley Park Road, Bickley, Bromley, Kent.
Consultant Cardiologist.