



THE COMPANIES ACTS 1985 TO 2006

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL**

ARTICLES OF ASSOCIATION

of

BRITISH SOCIETY OF ECHOCARDIOGRAPHY

Company Number: 04480121

Charity Number: 1093808

(Adopted by special resolution passed on 11th November 2016)

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BRITISH SOCIETY OF ECHOCARDIOGRAPHY (the "Company")

Company Number: 04480121

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INTERPRETATION

1. In these Articles:

the **Articles** means these Articles of Association of the Company;

auditor means a person appointed to conduct an examination and verification of the Company's accounts and includes reporting accountants appointed in accordance with the Statutes;

Ballot Paper has the meaning set out in Article 69.4.2;

CA2006 means the Companies Act 2006 as amended from time to time;

clear days in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given, the day for which it is given or on which it is to take effect and the day of the general meeting;

Companies Acts has the meaning given to it in Section 2 of CA2006 in so far as the provisions referred to in such section are in force from time to time;

the **Company** means the above-named company;

Company Members means the members of the Company having the right to vote at general meetings;

the **Council** means the council of Trustees, being the board of directors of the Company;

electronic form has the same meaning as in section 1168(3) of CA2006;

executed includes any mode of execution;

hard copy has the same meaning as in section 1168(2) of CA2006;

Managers has the meaning set out in paragraph 4.15 of Part 2 (Objects);

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

Month means calendar month;

Nominations Procedure has the meaning set out in Article 69.1;

Office means the registered office of the Company;

Officers means those members of the Council identified at Article 61;

these **presents** means the Articles and the regulations of the Company from time to time in force;

Personal Statement has the meaning set out in Article 69.3;

the **seal** means the common seal of the Company, if it has one;

Secretary means the company secretary of the Company or any other person appointed to perform the duties of the company secretary of the Company;

Statutes means the Companies Acts and every other statute, statutory instrument, regulation or order for the time being in force concerning companies registered under the Companies Acts;

the **Trustees** means the directors of the Company;

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

2. Any reference to:

2.1. a statute or statutory provision includes a reference to the statute or statutory provision as modified or re-enacted or both from time to time, and to any subordinate legislation made under it;

2.2. a general meeting includes a reference to an annual general meeting;

2.3. the singular includes the plural and vice versa and the masculine includes the feminine and the neuter genders and vice versa;

2.4. writing is a reference to any method of representing or reproducing words in a legible and non-transitory form; and

2.5. unless the context requires otherwise, an Article number shall be to the Article corresponding with that number in Part 1 of the Articles.

3. Subject to Article 2 and unless the context requires otherwise, words or expressions defined in the Statutes (but excluding any statutory modification thereof not in force on the date on which the Articles are adopted by the Company) shall bear the same meaning in the Articles.

PART 1

MEMBERSHIP OF THE COMPANY

4. The number of Members is unlimited.

5. Subject to the provisions of Article 9, the Members shall be the subscribers to the Articles and such other persons or organisations as the Council shall think fit. The Council may from time to time prescribe (and vary) criteria for membership in accordance with regulations made under Article 57. The Council shall not be obliged to give reasons for refusing to accept any person or organisation as a Member.

6. The Company may from time to time resolve upon the creation of other classes of members of the Company (including honorary members) provided that the rights of such other classes of

members do not extend to voting at general meetings Such categories of membership may be under whatever title or nomenclature the resolution may specify and may bestow upon the persons concerned such rights, privileges, duties and obligations (except the right to vote at general meetings) as may be specified in the resolution.

7. Except in respect of the subscribers to the Articles, every application for membership shall be in writing signed by or on behalf of the applicant in such form as the Council may from time to time determine, which may include an application by the submission in electronic form of an application form made available on the Company's website from time to time. For the purposes of membership applications submitted in this way, the date of commencement of membership is the date on which the Council accepts such an application.
8. The Council may in its discretion levy subscriptions on all or any classes of members at such rates as it shall determine and may levy subscriptions at different rates for different categories of members including members of the same class.
9. Membership shall not be transferable and a Member shall cease to be a Member:
 - 9.1. in the case of a natural person, on death;
 - 9.2. if by notice in writing to the Secretary signed by or on behalf of the Member, the Member resigns. The Member is deemed to have resigned when the notice of resignation is received at the Office;
 - 9.3. by resolution of the Council passed by a majority of not less than 3/4ths of the members of the Council present and voting at the meeting of the Council convened for the purpose. A resolution to terminate a Member's membership of the Company shall not be passed unless the Member has been given not less than 14 days' notice in writing of the meeting of the Council at which the matter is to be considered and has been afforded a reasonable opportunity of being heard by or of making a written representation to the Council prior to the Council voting the resolution; or
 - 9.4. if any subscription or other sum payable by the Member is not paid on the due date and remains unpaid six months after notice is served on the Member on behalf of the Council informing him that he will be removed from the membership if it is not paid. The Council may in its discretion readmit to membership of the Company any person removed on this ground on his paying such part of the sum due as the Council may determine.

PATRONS

10. The Council may in its discretion appoint any person to be a Patron of the Company (and remove any Patron) on such terms as they shall think fit.
11. A Patron shall have the right to attend and speak (but not vote) at any general meeting of the Company and to be given notice of general meetings as if a Company Member and shall also have the right to receive accounts of the Company when available to Company Members.

GENERAL MEETINGS

12. The Company shall in each year hold an annual general meeting in addition to any other general meetings in that year, and shall specify the meeting as such in the notices calling it Subject to the Statutes, annual general meetings shall be held at such times and places as the Council shall determine.
13. All general meetings other than annual general meetings shall be called general meetings. Subject to the Statutes, general meetings may be called on the requisition of Members or by the Council. If there are not within the United Kingdom sufficient Trustees to convene a general meeting, any Trustee or any Company Member may convene a general meeting.

NOTICE OF GENERAL MEETINGS

14. All general meetings, including annual general meetings, shall be called by at least fourteen clear days' notice but a general meeting, including an annual general meeting, may be called by shorter notice if it is so agreed by a majority in number of the Company Members having a right to attend and vote at the meeting who together hold not less than 90 percent of the total voting rights at the meeting of all of the Company Members.
15. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. Subject to the Articles, the notice shall be given to all Company Members, Trustees, Patrons and the auditor and any other person who is entitled to membership as a consequence of the bankruptcy of a Member if the Company has been notified of his entitlement.

PROCEEDINGS AT GENERAL MEETINGS

16. No business shall be transacted at any general meeting unless a quorum is present. One-tenth of the total number of persons entitled to vote upon the business to be transacted, each being a Company Member or a duly appointed proxy of a Company Member or a duly authorised representative of a Company Member organisation or, if the total number of such persons exceeds one hundred, ten such persons shall constitute a quorum.
17. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the chairman of the meeting shall adjourn the meeting.
18. The President or in his absence the President-Elect shall preside as chairman of the meeting, but if neither the President nor the President-Elect are present and willing to act within fifteen minutes after the time appointed for holding the meeting, the members of the Council present shall elect one of their number to be chairman and, if there is only one member of the Council present and willing to act, he shall be chairman.
19. If no member of the Council is willing to act as chairman, or if no member of the Council is present within fifteen minutes after the time appointed for holding the meeting, the Company Members present and entitled to vote shall choose one of their number to be chairman.
20. A member of the Council shall, notwithstanding that he is not a Company Member, be entitled to attend and speak (but not vote) at any general meeting. The chairman of the meeting may permit other persons who are not Company Members to attend and speak (but not vote) at general meetings.
21. The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
 - 21.1. the meeting consents to an adjournment; or
 - 21.2. it appears to the chairman 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.
22. The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
23. No business shall be transacted at any adjourned meeting other than business left unfinished at the meeting at which the adjournment took place.

24. When adjourning a general meeting, the chairman of the meeting must:
 - 24.1. either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Council; and
 - 24.2. have regard to any directions as to the date, time and place of any adjournment which have been given by the meeting.
25. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the date, time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
26. A resolution put to the vote of a meeting shall be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Statutes, a poll may be demanded by:
 - 26.1. the chairman of the meeting; or
 - 26.2. the Council; or
 - 26.3. two or more Company Members having the right to vote on the resolution; or
 - 26.4. a Company Member or Company Members representing not less than one-tenth of the total voting rights of all the Company Members having the right to vote at the meeting.
27. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect 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.
28. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
29. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Company Members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
30. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the results of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
31. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
32. A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate during the meeting to all those attending the meeting any information or opinions which that person has on the business of the meeting.

- 33. A person is able to exercise the right to vote at a general meeting when:
 - 33.1. that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - 33.2. that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 34. The Council may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 35. In determining attendance at a general meeting, it is immaterial whether any two or more Company Members attending it are in the same place as each other Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

VOTES OF COMPANY MEMBERS

- 36. Subject to Article 31, every Company Member shall have one vote on a show of hands and on a poll.
- 37. No Company Member shall debate or vote (whether in person or by proxy) on any matter in which he is personally interested (otherwise than by virtue of his being a Company Member) without the permission of the majority of the persons present and voting.
- 38. Any organisation which is a Company Member may by resolution of its council, board or other governing body authorise such individuals as it thinks fit to act as its representative at any meeting of the Company, and the individual so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual Company Member. An instrument appointing such individual shall be in the following form or as near to it as circumstances will admit, or in any other form which is usual or which the Council may approve:

BRITISH SOCIETY OF ECHOCARDIOGRAPHY

We, [name of organisation], being a Company Member of the above-named company hereby appoint:

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

[name and address of substitute] to vote on our behalf at the [annual/adjourned] general meeting of the above-named Company to be held on the day of _____ and at any adjournment thereof.

Signed [..name..] this day of

- 39. Any Company Member entitled to attend and vote at any general meeting of the Company shall be entitled to appoint another person or persons (whether a Company Member or not) as his proxy or proxies to attend, speak and vote (by show of hands or poll) instead of him.
- 40. The instrument appointing a proxy shall be signed by the appointer or his attorney in the following hard copy or electronic form or as near to it as circumstances admit, or in any other form which is usual or which the Council may approve:

BRITISH SOCIETY OF ECHOCARDIOGRAPHY

I, [Company Member's name and address], being a Company Member of the above-named company hereby appoint:

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

[name and address of substitute] as my/our proxy to vote on my/our behalf at the [annual/adjourned] general meeting of the Company to be held on the day of and at any adjournment thereof.

Signed [..name..] this day of

- 41. Where it is desired to afford Company Members an opportunity of instructing a proxy how he shall act, the instrument appointing a proxy shall be signed by the appointer or his attorney in the following hard copy or electronic form or as near to it as circumstances admit, or in any other form which is usual or which the Council may approve:

BRITISH SOCIETY OF ECHOCARDIOGRAPHY

I, [Company Member's name and address], being a Company Member of the above-named company hereby appoint:

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

[name and address of substitute] as my/our proxy to vote on my/our behalf at the [annual/adjourned] general meeting of the Company to be held on the day of and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution 1 *for *against

Resolution 2 *for *against

* Delete, as appropriate.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed [..name..] this day of

- 42. The appointment of a proxy and any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy shall:
 - 42.1. in the case of an appointment in hard copy form, be delivered personally or by post to the Office not less than 48 hours before the time appointed for holding the meeting or adjourned meeting to which it relates; or
 - 42.2. in the case of an appointment in electronic form, be received at an address specified (or is deemed by a provision in CA2006 to have been specified) by or on behalf of the Company for the purpose of receiving documents or information in electronic form:
 - 42.2.1. in, or by way of note to, the notice convening the meeting;
 - 42.2.2. in any form of proxy sent by or on behalf of the Company in relation to the meeting; or

- 42.2.3. in any invitation in electronic form to appoint a proxy issued by or on behalf of the Company in relation to the meeting,
- not less than 48 hours before the time appointed for holding the meeting or adjourned meeting to which it relates; or
- 42.3. in the case of a poll which is taken more than 48 hours after it is demanded, be delivered or received as aforesaid not less than 24 hours before the time appointed for the taking of the poll; or
- 42.4. in the case of a poll which is not taken at the meeting at which it is demanded but is taken not more than 48 hours after it was demanded, be delivered in hard copy form at the meeting at which the poll was demanded to the President or to the Secretary or to any Trustee.
43. In calculating the periods mentioned in Article 42, no account shall be taken of any part of a day that is not a working day as defined in section 1173 of CA2006.
44. In default of the provisions of Article 42 the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution.
45. An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
46. 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 chairman of the meeting whose decision is final.
47. An appointment of proxy relating to more than one meeting (including any adjournment thereof) having once been so received for the purposes of any meeting shall not be required to be received again for the purposes of a subsequent meeting to which it relates.
48. The appointment of a proxy shall also be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The appointment of a proxy shall, unless it provides to the contrary, be valid for any adjournment of the meeting as well as for the meeting to which it relates, subject to Article 44.
49. Subject to Article 50, if two or more valid but differing appointments of proxy are received in respect of the same Company Member for use on the same resolution, the one which is last delivered or received (regardless of its date or of the date or time of its execution or transmission) shall be treated as replacing and revoking the others.
50. The Council may determine at its discretion when an appointment of a proxy shall be treated as delivered or received for the purposes of the Articles.
51. Notice of the revocation of the appointment of a proxy may be given in any lawful manner which complies with the regulations (if any) made by the Council to govern the revocation of a proxy.
52. A vote cast or a poll demanded by a proxy or by the duly authorised representative of a corporation shall not be rendered invalid by reason of the death or mental disorder of the appointor or by the termination or revocation of the proxy or the authority under which the proxy was executed unless notice of such death, mental disorder, termination or revocation shall have been received by the Company not later than the latest time at which the proxy would need to have been delivered to or received by the Company in order to be valid for use at the meeting or adjourned meeting at which the proxy is used, or in the case of a poll, not

later than the latest time at which the proxy would need to have been delivered to or received by the Company to enable the proxy to vote on the poll. Such notice of determination shall be either by means of an instrument in hard copy form, delivered to the Office or in electronic form received at the address (if any) specified by or on behalf of the Company in accordance with Article 42.2, regardless of whether any relevant proxy appointment was effected by means of an instrument in hard copy or electronic form.

THE COUNCIL

53. Except to the extent permitted by paragraph 5 of Part 2 of the Articles, no member of the Council shall take or hold any interest in property belonging to the Company or receive remuneration or be interested otherwise than as a member of the Council in any other contract to which the Company is a party.
54. Members of the Council may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Council (or its committees or sub-committees) or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

POWERS OF THE COUNCIL

55. Subject to the provisions of the Statutes and the Articles, the business of the Company shall be managed by the Council who may exercise all the powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company and are not by the Statutes or by these presents required to be exercised by the Company in general meeting. No alteration to the Articles shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Council by the Articles and a meeting of the Council at which a quorum is present may exercise all the powers exercisable by the Council.
56. The Council may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine.
57. The Council shall have power from time to time to make, repeal and alter regulations as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and the affairs thereof; as to prescribing classes of and conditions of membership and the rights and privileges of Members; as to the levels of subscriptions; as to the appointment of officers, as to the duties of officers or employees of the Company; as to the conduct of the business of the Company by the Council or any committee or sub-committee and as to any of the matters or things within the power or under the control of the Council provided that the same shall not be inconsistent with the Articles.
58. The Council or the Company in general meeting shall have power to repeal or alter or add to any regulations and the Council shall adopt such means as they think sufficient to bring to the notice of Members all such regulations which shall be binding on Members.

APPOINTMENT AND RETIREMENT OF MEMBERS OF THE COUNCIL

59. Members of the Council shall consist of not more than 16 individuals appointed in accordance with the Articles.
60. No person shall be appointed or reappointed a member of the Council:
 - 60.1. unless he has attained the age of 16 years;
 - 60.2. in circumstances such that, had he already been a member of the Council, he would have been disqualified from acting under the provisions of Article 74;

- 60.3. unless either:
 - 60.3.1. he has been co-opted by the Council in accordance with Article 70;
 - 60.3.2. he has been elected by the Company Members in accordance with Article 69;
or
 - 60.3.3. his appointment arises automatically in accordance with Article 68.

- 61. The Officers of the Council are:
 - 61.1. the President;
 - 61.2. the Vice President;
 - 61.3. the President-Elect (who may also simultaneously be Vice President, if there is at the relevant time no Immediate Past President);
 - 61.4. the Immediate Past President;
 - 61.5. the Secretary; and
 - 61.6. the Treasurer.

- 62. Subject to Article 64, elected members of the Council shall hold office for a term of three years but shall be eligible for re-election by the Company Members for one further consecutive term of three years. No elected member of the Council shall serve more than two consecutive terms except when they have been elected as either the President or the Vice President in which case they shall continue to be an elected member for the remainder of their respective term of office as set out in Article 64.

- 63. Co-opted members of the Council who are not officers of the Council shall hold office until the annual general meeting following the date on which they were co-opted and shall be eligible to be co-opted for two further terms of one year (whether consecutive or not) and shall also be eligible for nomination as an elected member of the Council in accordance with Article 69 notwithstanding that they may have served up to three terms as a co-opted member of the Council. Persons who have served as an elected member of the Council may subsequently be co-opted to serve on the Council.

- 64. Terms of office for the Officers shall be:
 - 64.1. three years in the case of the President who may serve a further term as President, or serve on the Council if elected or co-opted in accordance with the Articles provided that at least one year has elapsed following the end of his term of office as Immediate Past President;
 - 64.2. three years in the case of the Vice President who may serve a further term as Vice President, but who may serve as President or may serve on the Council if elected or co-opted in accordance with the Articles provided that at least one year has elapsed following the end of his term of office as Vice President (unless he/she is elected President);
 - 64.3. one year, immediately prior to becoming the President in the case of the President-Elect;
 - 64.4. two years, immediately succeeding his office as President in the case of the Immediate Past President;

- 64.5. two years in the case of the Secretary who may serve for two further two year terms as Secretary or who may serve a further term on the Council in another role; and
- 64.6. two years in the case of the Treasurer who may serve for two further two year terms as Treasurer or who may serve a further term on the Council in another role.
65. If the President and/or the President-Elect is a medically qualified doctor (including but not limited to a cardiologist), only a person who practises another discipline from the range of disciplines practised by Company Members shall be eligible to be nominated and appointed as either Vice President or Vice President-Elect and vice versa. Any dispute as to the construction of this Article 65 shall be resolved by the Council whose decision shall be final and binding.
66. A Vice President-Elect shall be appointed from amongst the members of the Council at a meeting of the Council in accordance with regulations made pursuant to Article 57. Each such appointment shall take place during the third year of the serving Vice President's term at a Council meeting to be held after that year's annual general meeting but only after a President-Elect has already been appointed. A person shall only hold office as a Vice-President-Elect until the end of the third year of the term of the serving Vice-President.
67. The President-Elect shall only hold office if there is no Immediate Past President in office.
68. Subject to Article 71, 13 members of the Council shall be elected by the Company Members in accordance with the Articles. Three members of the Council shall be co-opted by the Council in accordance with the Articles. The President-Elect shall be automatically appointed to the office of President upon expiry of his term of office as President-Elect and the President shall be automatically appointed to the office of Immediate Past President upon expiry of his term of office as President. The Vice President-Elect shall be automatically appointed to the office of Vice President upon expiry of his term of office as Vice President-Elect.
69. Vacancies arising with respect to the members of the Council to be elected by the Company Members shall be filled as follows:
- 69.1. the Secretary shall, at least six weeks before each annual general meeting, notify all Company Members of any vacancies arising on the Council due to retirement or otherwise, indicate which members of the Council who are retiring are eligible for re-election and invite all Company Members to make nominations (the "**Nominations Procedure**");
- 69.2. Company Members may make nominations to fill any such vacancies Such nominations shall be in writing (which may include nominations in electronic form if agreed in advance by the Council) and sent to the Secretary at the Office to be received at least four weeks before the relevant annual general meeting;
- 69.3. the Secretary shall require each nominee to confirm his willingness to stand as a member of the Council and to provide a written statement as to why such nominee considers he should be a member of the Council (a "**Personal Statement**");
- 69.4. if the number of persons nominated for election exceeds the number of vacancies, a ballot (by post or in electronic form as determined by the Council at its discretion) shall be held as follows:
- 69.4.1. the Secretary shall at least two weeks before the relevant annual general meeting send to all Company Members a ballot form by post or in electronic form containing the names of each nominee (the "**Ballot Paper**") together with the Personal Statement for such nominee;
- 69.4.2. each Ballot Paper shall contain a date by when it should be returned, such date being at least one week before the relevant annual general meeting;

- 69.4.3. every Company Member shall have one vote for each Council vacancy to be filled;
 - 69.4.4. the Secretary shall count the votes for each nominee and the nominee or nominees with the most votes cast shall be elected to fill the vacancy or vacancies on the Council. The Secretary's decision as to the winner shall be final and no appeal may be entered;
 - 69.4.5. in the event of an equality of votes the President shall have a second or casting vote;
 - 69.4.6. the result of a ballot or nomination procedure will be announced at the next annual general meeting and those so elected shall take office in accordance with Article 70 immediately after such annual general meeting; and
 - 69.4.7. the accidental omission to issue a Ballot Paper to any Company Member entitled to vote shall not invalidate the ballot or the appointment of the nominee to a place on the Council.
70. Following the annual general meeting at which the result of the ballot is announced and the nominees are appointed by the Company Members, the Council shall at their next meeting:
- 70.1. co-opt up to three individuals to be members of the Council including, as may be necessary, the Secretary and the Treasurer;
 - 70.2. confirm the appointment of the elected members of the Council; and
 - 70.3. appoint the Officers from amongst the members of the Council in accordance with regulations made pursuant to Article 57.
71. The Council may at any time appoint a person who is willing to act to be a member of the Council, either to fill a vacancy or as an additional member of the Council provided that the appointment does not cause the number of members of the Council to exceed any number fixed by or in accordance with the Articles as the maximum number of members of the Council. A member of the Council so appointed shall hold office only until the next following annual general meeting.
72. Subject as aforesaid the Company may, in general meeting, and by ordinary resolution appoint a person who is willing to act to be a member of the Council either to fill a vacancy or as an additional member of the Council provided that the appointment does not cause the number of members of the Council to exceed any number fixed by or in accordance with the Articles as the maximum number of members of the Council.
73. Where an Officer ceases to hold office for whatever reason before his term of office has expired, any person elected by the Council Members to replace that Officer shall hold office only for the remainder of that Officer's term.

DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE COUNCIL

74. A member of the Council shall cease to hold office if:
- 74.1. he ceases to be a member of the Council by virtue of any provision in the Statutes or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 or is otherwise prohibited by law from being a Trustee;
 - 74.2. he dies;

- 74.3. a registered medical practitioner who is treating him gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;
- 74.4. by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- 74.5. resigns his office by notice to the Company (but only if at least two members of the Council will remain in office when the notice of resignation is to take effect); or
- 74.6. is absent without the permission of the Council from all their meetings held within a period of 6 months and the Council resolve that his office be vacated.

PROCEEDINGS OF THE COUNCIL

- 75. Subject to the provisions of the Articles, the Council may meet together for the despatch of business, adjourn and otherwise regulate their proceedings as they think fit. Two members of the Council may and the Secretary at the request of two members of the Council shall call a meeting of the Council. Notice of a Council meeting shall be deemed properly given to a member of the Council if it is given to him personally or by word of mouth or sent to him in hard copy form at his last known address or any other address given by him to the Company for this purpose or sent in electronic form to him at an address given by him to the Company for this purpose. It shall not be necessary to give notice of a meeting to a member of the Council who is absent from the United Kingdom for a period of in excess of three months. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote but this does not apply if, in accordance with the Articles, the chairman of the meeting is not to be counted as participating in the decision-making process for the quorum or voting purposes.
- 76. The quorum for the transaction of the business of the Council may be fixed by the Council but shall not be less than one third of their number or two whichever is the greater.
- 77. The Council may act notwithstanding any vacancies but, if the number of members of the Council is less than the number fixed as the quorum, the continuing members of the Council may act only for the purpose of filling vacancies or of calling a general meeting.
- 78. The President, or in his absence, the President-Elect shall preside at every meeting of Council. But if neither the President nor the President-Elect are present within five minutes after the time appointed for the meeting, the members of the Council present may appoint one of their number to be chairman of the meeting.
- 79. The Council may delegate any of its powers or the implementation of any of its resolutions to any committee provided that:
 - 79.1. the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to co-opt persons up to a specified number);
 - 79.2. the composition of any such committee shall be entirely at the discretion of the Council and may comprise such of their number (if any) as the resolution may specify;
 - 79.3. the deliberations of any such committee shall be reported regularly to the Council and any resolution passed or decision taken by any such committee shall be reported forthwith to the Council and for that purpose every committee shall appoint a secretary;
 - 79.4. all delegations under this Article shall be revocable at any time;

- 79.5. the Council may make such regulations and impose such terms or conditions and give such mandates to any such committee as it may from time to time think fit and may authorise further delegation of the Council's powers; and
- 79.6. for the avoidance of doubt, the Council may delegate all financial matters to any committee and shall be empowered to resolve upon the operation of any bank account according to such mandate as it shall think fit from time to time provided that the signature of at least one member of the Council shall be required.
80. All acts done by a meeting of the Council, or a committee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any member of the Council or member of the committee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Council or a member of the committee (as the case may be) and had been entitled to vote.
81. A resolution in writing, signed by all the members of the Council for the time being or any committee shall be as valid and effective as if it had been passed at a meeting of the Council or (as the case may be) such committee duly convened and held.
82. Members of the Council and members of any committee may participate in or hold a meeting of the Council or any committee (as the case may be) by means of conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other. Participation by such means shall be deemed to constitute presence in person and business so transacted shall be effective for all purposes as that of a meeting of the Council or a committee (as the case may be) duly convened and held with such persons physically present. If all members of the Council participating in the meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
83. The chairman of a meeting of the Council or a committee or sub-committee of the Council may permit other persons who are not Trustees or members of the committee or sub-committee, as applicable, to attend and/or speak (but not vote) at such meetings.

MINUTES

84. The Council shall ensure that minutes are kept for at least 10 years of all:
- 84.1. appointments of officers made by the Council; and
- 84.2. proceedings at meetings of the Company and of the Council and of committees and sub-committees of the Council including the names of those present at such meeting.

THE SEAL

85. The seal shall only be used by the authority of the Council or of a committee of the Council authorised by the Council. The members of the Council may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a member of the Council and by the Secretary or by a second member of the Council or by a member of the Council or the Secretary in the presence of a witness who attests the signature.

BANK ACCOUNTS

86. Any bank account in which any part of the assets of the Company is deposited shall indicate the name of the Company. All cheques and orders for the payment of money from such account shall require two signatures at least one of which shall be that of a member of the Council.

ACCOUNTS

87. Accounting records sufficient to show and explain the transactions and assets and liabilities of the Company and otherwise complying with the Statutes shall be kept at the Office or such other place within the United Kingdom as the Council think fit.
88. Subject to the requirements of the Statutes, the Company may at a general meeting impose reasonable restrictions as to the time and manner at and in which the books and accounts of the Company may be inspected by Members and subject to those restrictions the books and accounts shall be opened to inspection by Members at all reasonable times during usual business hours.
89. The Council shall lay before the annual general meeting of the Company in each year an income and expenditure account for the period since the last preceding account together with a balance sheet made up as at the same date. Such accounts and balance sheet shall be accompanied by a report of the Council as to the state of affairs of the Company and a report of the auditor (if required by the Statutes) and shall comply with the provisions of the Statutes. Copies of such account, balance sheet and reports and of any other documents required by law to be annexed or attached to them shall, not less than 14 clear days before the date of the meeting before which the same have to be laid, be sent to all persons entitled to receive notice of general meetings of the Company.

AUDIT

90. The Council shall comply with their obligations under the Statutes with regard to the audit of accounts and if required by the Acts shall appoint an auditor whose duties shall be regulated in accordance with the Statutes.

ANNUAL REPORT AND ANNUAL RETURN

91. The Council shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and an annual return and their transmission to the Charity Commission.

NOTICES

92. A notice or other document or information which is sent by the Company by post shall be deemed to have been given or sent on the business day after the day when it was put in the post (or, where second-class post is employed, on the second business day after the day when it was put in the post). Proof that an envelope containing the notice or other document or information was properly addressed, prepaid and posted shall be conclusive evidence that the notice or other document or information was given or sent.
93. Any notice or other document or information not sent by post but left at a registered address or address for service in the United Kingdom shall be deemed to have been served on the day on which it was left.
94. A notice or other document or information which is sent by the Company by electronic means and which the Company is able to show was properly addressed shall be deemed to have been given or sent on the day on which it was so sent. A notice or other document or information sent in electronic form to the Company shall not be treated as received by the Company if it is rejected by computer virus protection arrangements.
95. If on two consecutive occasions the Company has attempted to send or supply notices or other documents or information by electronic means to an address for the time being notified to the Company by a member for that purpose but the Company is aware that there has been a failure of delivery of such notice or other document or information, then the Company shall thereafter send or supply the notice or other document or information through the post to such member at his registered address. For this purpose a failure of delivery is when a notice

or other document or information sent by electronic means is returned undelivered to the Company or its agent with a message stating that delivery was unsuccessful from the address to which it was sent.

96. A notice or other document or information which is supplied by the Company by means of a website shall be deemed to have been given or sent when it was first made available on the website or, if later, when the recipient was given or was deemed to have been given notice of the fact that the relevant notice, document or information was available on the website.

INDEMNITY

97. Subject to the provisions of the Acts but without prejudice to any indemnity to which a member of the Council may otherwise be entitled every member of the Council or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, and against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

FUNDING OF DEFENCE PROCEEDINGS

98. Subject to the provisions of and so far as may be permitted by the Statutes, the Council may exercise all the powers of the Company to:
- 98.1. provide any current or former Trustee or other officer (other than an auditor) of the Company with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings in connection with any alleged negligence, default, breach of duty or breach of trust by him in relation to the Company, or in connection with any application for relief under the provisions mentioned in section 205(5) of CA2006; and
- 98.2. do anything to enable any such person to avoid incurring such expenditure,
- but so that the terms set out in section 205(2) of CA2006 shall apply to any such provision of funds or other things so done. For the purpose of this Article references to "director" in section 205(2) of CA2006 shall be deemed to include references to a Trustee or former Trustee or other officer (other than an auditor) of the Company.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

99. Without prejudice to the provisions of Article 97, the Council may purchase and maintain for or for the benefit of any person who holds or has at any time held a relevant office insurance against any liability or expense incurred by him in relation to the Company or any third party in respect of any act or omission in the actual or purported discharge of the duties of the relevant office concerned or otherwise in connection with the holding of that relevant office and for this purpose "relevant office" means that of Trustee or other officer (other than an auditor) of the Company or any predecessor in business of the Company or that of trustee of any pension fund or retirement, death or disability scheme or other trust for the benefit of any officer or former officer (other than an auditor) of the Company or of any such predecessor in business or their respective dependants.

PART 2

OBJECTS

1. The Company's name is "British Society of Echocardiography".

2. The Company's registered office is to be situated in England.
3. The objects for which the Company is established are:
 - 3.1. The protection and preservation of health and the effective relief of sickness by:
 - 3.1.1. the advancement of education and training and the promotion of best practice in Echocardiography in relation to the diagnosis and treatment of heart disease;
 - 3.1.2. promoting high standards of professional competence in Echocardiography for the protection and benefit of the public;
 - 3.1.3. providing or facilitating training for those involved in the practice of Echocardiography;
 - 3.2. To advance, promote and carry on study and research into Echocardiography and to disseminate the useful results of any such research, within the United Kingdom and the Republic of Ireland,
4. In furtherance of the objects set out above but not otherwise the Company may exercise the following powers:
 - 4.1. to make grants and loans upon such terms and conditions (if any) as to interest, repayment, security or otherwise and to guarantee money or to use the assets of the Company as security for the performance of contracts entered into by any person, association, company, local authority, administrative or governmental agency or public body as may be thought fit for or towards charitable purposes in any way connected with or calculated to further the objects of the Company;
 - 4.2. to organise or make grants towards the cost of others organising meetings, lectures, conferences, broadcasts or courses of instruction;
 - 4.3. to provide or procure the provision of counselling and guidance in furtherance of the objects of the Company or any of them;
 - 4.4. to produce, publish and distribute (whether gratuitously or not) or to make grants towards the cost of others producing, publishing or distributing material in any form including books, pamphlets, reports, journals, films, tapes, video tapes or programmes that may be deemed desirable for the promotion of the objects of the Company or for the purpose of informing contributors and others of the needs or progress of the Company;
 - 4.5. to accept any gifts, endowments, legacies, bequests, devises, subscriptions, grants, loans or contributions of any other kind of money or property of any kind including contributions subject to special trusts or conditions: Provided that in relation to any contributions subject to any special trusts or conditions the Company shall hold and apply the same in accordance with the trusts and conditions on which they were transferred and shall only deal with or invest the same in such manner allowed by law, having regard to such trusts;
 - 4.6. to raise funds for the Company by personal or written appeals (whether periodical or occasional), public meetings or otherwise as may from time to time be deemed expedient: Provided that in raising funds the Company shall not undertake or carry out any trading activities unless authorised by this Memorandum of Association or by law to do so;

- 4.7. to carry out trade insofar as either (a) the trade is exercised in the course of carrying out the primary objects of the Company or (b) the trade is temporary and ancillary to the carrying out of the objects of the Company;
- 4.8. to operate bank accounts in the name of the Company, to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to enter into contracts of indemnity for the purpose of collecting subscriptions by way of direct debit;
- 4.9. to invest any moneys of the Company not immediately required for its purposes in or upon such investments, securities or property of any other kind and situated anywhere in the world whether involving liabilities or producing income or not 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;
- 4.10. to buy, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary for the promotion of its objects and to maintain, manage, construct and alter any buildings or erections and to equip and fit out any property and buildings for use;
- 4.11. to make planning applications, applications for consent under bye-laws or building regulations and other like applications;
- 4.12. subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company;
- 4.13. subject to such consents as may be required by law to borrow or raise money for the purposes of the Company on such terms and on such security (if any) as may be thought fit;
- 4.14. to employ, engage or retain the services of such persons as may be necessary or desirable for the attainment of the objects of the Company on such terms as may be thought fit and to make all reasonable provisions for the payment of pensions and superannuation to employees, their families and other dependents;
- 4.15. to delegate upon such terms and at such reasonable remuneration as the Company may think fit to professional investment managers (the "**Managers**") the exercise of all or any of its powers of investment provided always that:
 - 4.15.1. the Managers shall be authorised to carry on regulated activities under the provisions of the Financial Services and Markets Act 2000;
 - 4.15.2. the delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by the Company;
 - 4.15.3. the Managers shall be under a duty to report promptly to the Company any exercise of the delegated powers and in particular to report every transaction carried out by the Managers to the Company within 14 days and to report regularly on the performance of investments managed by them;
 - 4.15.4. the Company shall be entitled at any time to review, alter or terminate the delegation or the terms thereof;
 - 4.15.5. the Company shall be bound to review the arrangements for delegation at intervals not (in the absence of special reasons) exceeding 12 months but so that any failure by the Company to undertake such reviews within the period of 12 months shall not invalidate the delegation;

- 4.16. to permit any investments belonging to the Company to be held in the name of any bank or company as nominee for the Company and to pay any such nominee reasonable and proper remuneration for acting as such;
 - 4.17. to establish charitable trusts for any particular purposes of the Company, to act as trustees of any such special charitable trust whether established by the Company or otherwise and generally to undertake and execute any charitable trust which may lawfully be undertaken by the Company and may be conducive to its objects;
 - 4.18. to establish and support or aid in the establishment and support of any charitable companies, associations or institutions in any way connected with the purposes of the Company or calculated to further its objects;
 - 4.19. to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects of the Company or similar charitable purposes and to exchange information and advice with them;
 - 4.20. to amalgamate with, acquire the assets of or in any other way to merge with any organisation which is charitable at law and has objects altogether or mainly similar to those of the Company;
 - 4.21. either alone or jointly with others, to establish and control one or more companies to assist or act as agents for the Company;
 - 4.22. to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
 - 4.23. to do all such other lawful things as shall further the attainment of the objects of the Company or any of them.
5. The income and property of the Company shall be applied solely towards the promotion of the objects as set forth in this Memorandum of Association and no part shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Company and no member of the Council shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company: Provided that nothing in this document shall prevent any payment in good faith by the Company:
- 5.1. of the usual professional charges for business done by any member of the Council who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Company to act in a professional capacity on its behalf: Provided that at no time shall a majority of the Council benefit under this provision and that a member of the Council shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
 - 5.2. of reasonable and proper remuneration for any services rendered to the Company by any member, officer or servant who is not a member of the Council;
 - 5.3. of interest on money lent by any member of the Company or member of the Council at a reasonable and proper rate;
 - 5.4. of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Council may also be a member holding not more than 1/100th part of the issued capital of that company;
 - 5.5. of reasonable and proper rent for premises demised or let by any member of the Company or a member of the Council;

- 5.6. to any member of the Council of reasonable out-of-pocket expenses.
6. The liability of the members is limited.
 7. Every Company Member undertakes to contribute such amount as may be required (not exceeding £10) to the Company's assets if it should be wound up while he or she is a Company Member or within one year afterwards, for payment of the Company's debts and liabilities contracted before he or she ceases to be a Company Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
 8. If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any money or property it shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charity or charities having objects similar to or including the objects of the Company; and which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Company by paragraph 5 above, chosen by the Company Members at or before the time of dissolution and if that cannot be done then to some other charitable object.