

ARTICLES OF ASSOCIATION
COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF
BRITISH SOCIETY FOR HEART FAILURE

1. DEFINITIONS AND INTERPRETATION

In these Articles:-

- 1.1 “the Act” means the Companies Act 1985 as amended by the Companies Act 1989 or any re-enactment or statutory modification of those Acts;
- 1.2 “Board” means the Board of the Company;
- 1.3 “clear days” means in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given, and the day for which it is given or on which it is to take effect;
- 1.4 “the Company” means the above-named Company;
- 1.5 “the Office” means the registered office of the Company;
- 1.6 “the Seal” means the Common Seal of the Company;
- 1.7 “Secretary” means any person appointed to perform the duties of the secretary of the Company;
- 1.8 “the United Kingdom” means Great Britain and Northern Ireland;
- 1.9 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;
- 1.10 Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification of the Act in force at the date at which these articles become binding on the Company;
- 1.11 Words importing the masculine gender shall include the feminine gender and words imparting persons shall include corporations.

2. OBJECTS

The Company is established for the objects expressed in the Memorandum of Association.

3. MEMBERS

- 3.1 The number of members with which the Company proposes to be registered is 466, but the Board may from time to time register an increase of members;
- 3.2 The subscribers to the Memorandum of Association and such other persons as the Company shall admit to membership shall be members of the Company and as the Company ratifies at its next meeting;
- 3.3 An application for membership may be approved or rejected by the Board. A person shall cease to be a member:
- a) if the Company receives written notice of his or her intention to resign, on the 31 December in the year the notice is received, unless the member requests otherwise in the notice;
 - b) if at a general meeting of the Company a resolution is passed by the votes of at least two thirds of those present, after giving the member a proper opportunity of being heard, that it is not in the interest of the Company that he or she continue to be a member ;
 - c) if payment of a member's annual subscription shall fall in arrears for more than a set period from the date fixed for payment by the Board. The period shall be set by the Board from time to time.

4. GENERAL MEETINGS

- 4.1 The Company shall each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the

date of one Annual General Meeting of the Company and that of the next provided that so long as the Company holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporating or in the following year. The Annual General Meeting shall be held at such time and place as the Board shall appoint. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings;

- 4.2 The Board may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitions, as provided by the Act. If at any time there are not within the United Kingdom sufficient members of the Board to form a quorum, any member of the Board or any 20 members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

5. NOTICE OF GENERAL MEETINGS

- 5.1 An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least 21 days' notice in writing. Other meetings shall be called by at least 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner mentioned below or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the articles of the Company, entitled to receive such notices from the Company provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed:

- 5.1.1 in the case of the Annual General Meeting, by all the members entitled to attend and vote; and

- 5.1.2 in the case of any other meeting, by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95% of the total voting rights at the meeting of all the members;
- 5.2 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

6. PROCEEDINGS AT GENERAL MEETINGS

- 6.1 The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets, and the reports of the Board and auditors, the election of members of the Board in the place of those retiring and the appointment of, fixing of the remuneration of the auditors and the setting of subscription levels;
- 6.2 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; fifteen members present in person shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved; in any other case it shall be adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board may determine;
- 6.3 The Chairman, if any, of the Board shall chair every general meeting of the Company, or if there is no such chairman, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Board present shall elect one of their number to chair the meeting;
- 6.4 If at any meeting no Board member is willing to act as chairman or if no Board member is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to chair the meeting;

- 6.5 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting;
- 6.6 Save as provided in Regulation 7, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- 6.6.1 by the chairman; or
- 6.6.2 by at least 2 members present;
- 6.6.3 by any member or members present in person and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;
- 6.7 Unless a poll is so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of the Company 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;
- 6.8 The demand for a poll may be withdrawn;
- 6.9 Save as provided in Regulation 7.4, in the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall put the matter to the vote a second time, and in the case of an equality of votes for a second time the chairman of the meeting shall be entitled to a second or casting vote;
- 6.10 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 at such time and in such manner as the chairman of the meeting directs and any business other than that upon which a poll has been demanded may proceed

pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded;

- 6.11 Subject to the provisions of the Act, a resolution in writing signed by all the members entitled to receive notice of and to attend and vote at general meetings (or being organisations by their duly authorised representatives) shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution in writing may consist of 2 or more documents in like form each signed by one or more members.

7. VOTES OF MEMBERS

- 7.1 Every member shall have one vote, save that the Chairman shall have a casting vote;
- 7.2 No member shall be entitled to vote at any general meeting unless all money presently payable by him to the Company has been paid;
- 7.3 On a vote to elect members of the Board, there shall be a postal ballot, as provided in 7.4;
- 7.4 The election of the Members of the Board shall be conducted in accordance with the following paragraphs of this Article and the provisions of Articles 6.6 to 6.11 inclusive of these Articles shall not apply to such elections;
- 7.4.1 Members shall be invited prior to each Annual General Meeting of the Company coinciding with the end of a two year term of office for the Board to nominate persons (“a nominee”) who are themselves Members for election at the meeting as a Member of the Board. The invitation shall be in such a form and made by such means as the Board may from time to time determine but shall in any event:-
- 7.4.1.1 be issued not less than 60 clear days prior to the meeting; and
- 7.4.1.2 be accompanied by a nomination paper in the form approved by the Board;

- 7.4.2 No nominee shall be eligible for election unless a nomination paper signed by a Member as proposer and by the nominee stating his or her willingness if elected to be a member of the Council shall have been received by the Secretary not less than 35 clear days prior to the meeting;
- 7.4.3 No person shall be eligible for election if at the date of the Annual General Meeting at which it is proposed he or she be elected he or she:-
- 7.4.3.1 is an Employee; or
- 7.4.3.2 has been an Employee at any time in the preceding 12 months;
- 7.4.4 Ballot papers shall be despatched to all Members with the notice convening the Annual General Meeting and shall set out the names of all persons (“the candidates”) who have been duly nominated for election as Members of the Board;
- 7.4.5 Votes shall be cast by a Member making a cross against the name of a candidate the Member wishes to elect
- 7.4.6 Each Member shall be entitled to as many votes as there are vacancies to be filled among the number of Elected Members of Council but shall not be able to cast more than one vote in favour of any candidate
- 7.4.7 In the event that the number of candidates is greater than the number of vacancies for Members of the Board the candidates receiving the largest number of votes shall be elected until the number of vacancies have been filled. In the event that the number of candidates is equal to or less than the number of vacancies for Members of the Board all the candidates shall be deemed to have been elected;
- 7.4.8 Ballot papers must be returned not less than 48 hours before the time appointed for the meeting to the address of the Scrutineers specified on the ballot paper. The Scrutineers shall have control of the conduct of the elections and shall arrange for the votes to be counted and thereafter report to the Chairman the results which shall be announced at the meeting by the Chairman and such announcement shall be conclusive evidence of the numbers of votes cast;

7.4.9 In the event that there is an equality of votes for any vacancy and the candidates who obtain equal votes would not in any event be elected pursuant to Article 7.4.7 of these presents, there shall be a second postal ballot, in which the only candidates shall be those candidates who obtained equal votes on the first ballot. The Chairman shall determine the rules applicable to such second ballot. In the event of an equality of votes on the second ballot, the Chairman shall have a casting vote;

7.5 Any resolution to change the Memorandum and Articles of Association shall be passed by a majority of not less than 75% of the members voting on a postal vote. The method of voting shall be determined by the Board.

8. ORGANISATIONS ACTING BY REPRESENTATIVES AT MEETINGS

Any organisation which is a member of the Company may by resolution of its Board or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual member of the Company.

9. BOARD OF MANAGEMENT

9.1 The number of Board members shall be eight comprising the following positions namely Chairman, Past Chairman (who shall take up the position of Past Chairman after leaving the office of Chairman in accordance with Article 13.3), Chairman-Elect (who shall take over the position of Chairman when the current Chairman leaves office in accordance with Article 13.3), Deputy Chairman, Treasurer and three Councillors. The Company may change the number, and fix minimum and maximum numbers, in general meeting by ordinary resolution;

- 9.2 The Board members shall be paid all reasonable expenses properly incurred by them in attending and returning from the Board meetings or general meetings of the Company or in connection with the business of the Company;
- 9.3 The Board may from time to time co-opt any Member as a Member of the Board to fill a casual vacancy. Any Member of the Board so appointed shall retain office only until the end of the relevant two year term of office on the Board but shall then be eligible for election as provided in Article 7.4;
- 9.4 To ensure that all areas relating to heart failure are represented, the Board may appoint a number of observers determined at the discretion of the board. The Observers may, at the absolute discretion of the Board, attend meetings of the Board but they shall not have any right to vote at a meeting of the Board.

10. BORROWING POWERS

The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge the whole or any part of its undertaking and property, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

11. POWERS AND DUTIES OF THE BOARD

- 11.1 The business of the Company shall be managed by the Board who may pay all expenses incurred in the formation of the Company, and may exercise all such powers of the Company as are not required to be exercised by the Company in general meeting. Any such requirement may be imposed either by the Act or by these articles or by any regulation made by the Company in general meeting; but no such regulation shall invalidate any prior act of the Board which would have been valid if that regulation had not been made;

- 11.2 All cheques and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board shall from time to time determine;
- 11.3 The Board shall cause minutes to be made:-
- 11.3.1 of all appointments of officers made by the Board;
 - 11.3.2 of the names of the Board members present at each Board meeting;
 - 11.3.3 of all resolutions and proceedings or meetings of the Company, and of the Board.

12. DISQUALIFICATION OF BOARD MEMBERS

- 12.1 The position of Board member shall be vacated if the member:-
- 12.1.1 dies; or
 - 12.1.2 becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - 12.1.3 becomes prohibited from being a Board member by any order made under the Act; or
 - 12.1.4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
 - 12.1.5 resigns his office by written notice to the Company or
 - 12.1.6 is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest as required by Section 317 of the Act;
- 12.2 A Board member shall not vote in respect of any contract in which he is interested or any matter arising out of it, and , if he does so vote his vote shall not be counted.

13. ELECTION OF BOARD MEMBERS

- 13.1 The Board shall consist of voting members who shall be elected to the Board by the members of the Company in accordance with Article 7. Each of the members of the Board shall take their position on the Board for a period of two years after which they

shall retire from their respective positions on the Board except as provided in Article 13.4;13.2

The members of the Board shall hold the positions of Chairman, Past Chairman, Chairman-Elect, Deputy Chairman, Treasurer and Councillors.

- 13.3 After two years in office, the Chairman shall be replaced without further election by the Chairman-Elect and shall take up the position of Past Chairman for two years, after which he may not be re-elected to any position on the Board until after a further two years. Members of the Board shall be elected to the remaining positions by the Members in accordance with Article 7, subject to Articles 13.4 and 13.5.
- 13.4 The Deputy Chairman and Treasurer are eligible for re-election to their respective positions for a further period of two years; after which they may not be re-elected to those positions on the Board until after a further two years.
- 13.5 After his term in office as a Councillor, a Board member may not be re-elected as a Councillor, but must retire from the Board for a period of two years before he will be eligible for re-election as a Councillor. He may be immediately re-elected to the Board in another position;
- 13.6 The Company may from time to time by ordinary resolution increase or reduce the number of Board members;
- 13.7 The Company may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Act, remove any Board member before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such member. The Company may by ordinary resolution appoint another person in place of a Board member removed under these Articles.

14. PROCEEDINGS OF THE BOARD

- 14.1 The Board may meet together for the dispatch of business, adjourn, and otherwise regulate its meetings, as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A Board member may, and the Secretary on the

request of a Board member shall, at any time summon a Board meeting. It shall not be necessary to give notice of a Board meeting to any member for the time being absent from the United Kingdom;

- 14.2 The quorum necessary for the transaction of the business of the Board may be fixed by the Board and, unless so fixed, shall be one-third of the membership of the Board subject to a minimum of four;
- 14.3 The Board may act notwithstanding any vacancy in its body, but, if and so long as its number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of members, the Board may act for the purpose of increasing the number of members to that number, or of summoning a general meeting of the Company but for no other purpose;
- 14.4 If at any meeting the Chairman is not present within five minutes after the time appointed for holding the same the Board members present may choose one of their number to chair the meeting;
- 14.5 The Board may delegate any of its powers to sub-Boards consisting of such persons as it thinks fit; any sub-Board so formed shall conform to any regulations that may be imposed on it by the Board and shall report all acts and proceedings to the Board as soon as it is reasonably practicable;
- 14.6 A sub-Board may elect a Chairman of its meetings; if no such Chairman is elected, or, if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting;
- 14.7 A Sub-Board may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chairman shall have a second or casting vote;
- 14.8 All acts done by any meeting of the Board or of a sub-Board, or by any person acting as a Board member, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as a member, 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 Board member;

- 14.9 A resolution in writing signed by all the Board members entitled to receive notice of a Board meeting shall be as valid and effectual as if it had been passed at a Board meeting duly convened and held, and may consist of several documents in like form each signed by one or more Board members.
- 14.10 Any document signed by the Chairman and one other Board member shall be binding on the Company.

15. SECRETARY

- 15.1 Subject to Section 293 of the Act, the Secretary shall be appointed by the Board for such term at such remuneration and on such conditions as the Board may think fit; and any Secretary so appointed may be removed by it provided that no Board member may occupy the salaried position of Secretary;
- 15.2 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Board member and the Secretary shall not be satisfied by its being done by or to the same person acting both as a Board member and as, or in the place of, the Secretary.

16. THE SEAL

The Board shall provide for the safe custody of the seal, which shall be used only by the authority of the Board, or of a sub-Board authorised by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by the Chairman and shall be counter-signed by the Secretary or by a second Board member or by some other person appointed by the Board for the purpose.

17. ACCOUNTS

Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

18. NOTICES

18.1 A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Proof that an envelope containing a notice was properly addressed, prepared and posted shall be conclusive evidence that notice was given. A notice shall, unless the contrary is proved be deemed to be given at the expiration of forty eight hours after the envelope containing it was posted;

18.2 Notice of every General Meeting shall be given in any manner authorised by these Articles to:-

18.2.1 every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;

18.2.2 every person being a legal personal representative or a Trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;

18.2.3 the auditors for the time being of the Company; and

18.2.4 each Board member.

No other person shall be entitled to receive notices of General Meetings.

19. INDEMNITY

Subject to the provisions of the Act every Committee member 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 that capacity in defending any proceedings, whether civil or criminal, in which judgment 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 from negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

20. DISSOLUTION

Clause 7 of the Memorandum of Association relating to the winding-up and dissolution of the Company shall have effect as if the provisions were repeated in these articles.

21. RULES OR BYELAWS

21.1 The Board may from time to time make such rules or byelaws as it may deem necessary or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the above, it may by such rules or byelaws regulate:-

21.1.1 the admission and clarification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;

21.1.2 the conduct of members of the Company in relation to one another, and to the Company or its employees;

21.1.3 the setting aside of the whole or any part or parts of the Company or its premises at any particular time or times or for any particular purpose or purposes;

21.1.4 the procedure at general meetings and meetings of the Board and sub-Boards in so far as such procedure is not regulated by these Articles; and

21.1.5 generally all such matters as are commonly the subject matter of Company rules;

21.2 The Company in general meeting shall have power to alter or repeal the rules or byelaws and to make additions to them, and the Board shall adopt such means as it

deems sufficient to bring to the notice of members of the Company all such rules or byelaws, which so long as they shall be in force shall be binding on members of the Company provided nevertheless that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Company.

22. HEADINGS

The headings in these Articles shall not be taken as part of them or in any manner affect the interpretation or construction of the same.