

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

MEMORANDUM OF ASSOCIATION of BRITISH SOCIETY FOR HEART FAILURE

1. NAME

The name of the company ("the Company") is The British Society for Heart Failure.

2. REGISTERED OFFICE

The registered office of the Company will be situated in England.

3. OBJECTS AND POWERS

3.1 The objects of the Company are :-

3.1.1 To increase knowledge and promote research about the diagnosis, causes, management and consequences of heart failure amongst healthcare professionals, with the intention of delaying or preventing the onset of heart failure and improving care for patients with heart failure;

3.1.2 To provide expert advice to healthcare professionals, patient or government organisations, including the National Health Service, when appropriate and as requested.

In furtherance of such objects but not further or otherwise the Company shall have powers:

3.2 to cause to be written and printed or otherwise reproduced and circulated gratuitously or

otherwise periodicals magazines books leaflets or other documents or films or recorded tapes

- 3.3 to hold exhibitions meetings lectures classes seminars and courses either alone or with others
- 3.4 to promote research, scientific work, scientific investigation and development into any aspect of the objects of the Company and its work and to disseminate the results of any such research
- 3.5 to co-operate and enter into arrangements with any authorities national local or otherwise
- 3.6 to accept subscriptions donations devises and bequests of and to purchase take on lease or in exchange hire or otherwise acquire and hold any real or personal estate maintain and alter any of the same as are necessary for any of the objects of the Company and (subject to such consents as may be required by law) sell lease or otherwise dispose of or mortgage any such real or personal estate
- 3.7 to issue appeals hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations subscriptions or otherwise
- 3.8 to draw make accept indorse discount execute and issue promissory notes bills cheques and other instruments and to operate bank accounts
- 3.9 to borrow or raise money for the objects of the Company on such terms and (with such consents as are required by law) on such security as may be thought fit
- 3.10 to carry on trade insofar as either the trade is exercised in the course of the actual carrying out of a primary object or is ancillary to the carrying out of the said objects
- 3.11 to take and accept any gift of money property or other assets whether subject to any special trust or not for any one or more of the objects of the Company
- 3.12 to invest the money of the Company not immediately required for its objects in or on 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 provided below

- 3.13 to lend money and give credit to, take security for such loans or credit from and to guarantee and become or give security for the performance of contracts or obligations by any person or company as may be necessary for the work of the Company
- 3.14 to make any charitable donation either in cash or assets for the furtherance of the objects of the Company
- 3.15 to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated in the opinion of the Board to further the objects of the Company
- 3.16 to employ and pay any person or persons to supervise organise carry on the work of and advise the Company
- 3.17 to pay out of the funds of the Company the cost of any premium of any insurance or indemnity to cover the liability of the Committee (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default or wrongful omission, breach of duty or breach of trust of which they may be guilty in relation to the Company provided that any such insurance or indemnity shall not extend to any claim arising from wilful fraud or wrongdoing or default on the part of the Committee (or any of them);
- 3.18 to apply monies in insuring any buildings to their full value;
- 3.19 to insure and arrange insurance cover for, and to indemnify its officers, servants and voluntary workers and those of its members from and against, all such risks incurred in the course of the performance of their duties as may be thought fit;
- 3.20 subject to the provisions of Clause 4 to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Company or their dependants
- 3.21 to amalgamate with any companies institutions societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distribution are

prohibited in the case of members of the Company by this Memorandum of Association

- 3.22 to pay out of the funds of the Company the costs charges and expenses of and incidental to the formation and registration and day-to-day running of the Company
- 3.23 to establish where necessary local branches (whether autonomous or not)
- 3.24 to do all such other lawful things as shall further the above objects or any of them

4. APPLICATION OF INCOME AND PROPERTY

The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion of such income and property shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to members of the Company and no member of its Board 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 shall prevent any payment in good faith by the Company:

- 4.1 of reasonable and proper remuneration to any member officer or servant of the Company not being a member of its Board for any services rendered to the Company
- 4.2 of interest on money lent by any member of the Company or of its Board at a rate per year not exceeding 2% less than the base lending rate prescribed for the time being by a clearing bank selected by that Board or 3% whichever is the greater
- 4.3 of reasonable and proper rent for premises demised or let by any member of the Company or of its Board
- 4.4 of fees remuneration or other benefit in money or money's worth to a company of which a member of the Board may be a member holding not more than one-hundredth part of the capital of that company; and to any member of its Board of out-of-pocket expenses
- 4.5 to any member of its Board of out-of-pocket expenses

5. LIMITED LIABILITY

The liability of the members is limited

6. CONTRIBUTION TO ASSETS OF THE COMPANY

Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Company contracted before he ceases to be a member and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding one pound

7. SURPLUS ASSETS

If on the winding-up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatever the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company 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 Company under or by virtue of Clause 4 such institution or institutions to be determined by the members of the Company 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 subscribers to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum

NAMES & ADDRESSES OF SUBSCRIBERS

SIGNATURES OF SUBSCRIBERS

1. Professor Philip Alexander Poole-Wilson

174 Burbage Road

Dulwich Village

London

SE21 7AG

Date:

Witness to the above signature:

Name of witness:

Address:

Occupation:

2. Dr John George Franklin Cleland

Rowanknoll

Glencairn Road

Kilmalcolm

PA13 4PB

Date:

Witness to the above signature:

Name of witness:

Address:

Occupation:

3. Dr Alan Joseph Cowley

Hine Lodge

16a Cavendish Crescent North
The Park
NOTTINGHAM
NG7 1BA

Date:

Witness to the above signature:

Name of witness:

Address:

Occupation:

4. Dr Michael Kevin Davies

12 Mellish Road

Walsall

West Midlands

WS4 2ED

Date:

Witness to the above signature:

Name of witness:

Address:

Occupation:

5. Professor Frederick David Richard Hobbs
48 Wake Green Road
Moseley
BIRMINGHAM
B13 9PF

Date:

Witness to the above signature:

Name of witness:

Address:

Occupation: