

ABOUT US

The objectives of the Society are to undertake, promote, support and encourage research, and the education of the public, in the causes of heart valve disease, the prevention of, and the treatment of heart valve disease or any related cardiac disease, illness or condition.

The mission of the Society is to advance the practice, science and art of treating heart valve disease, through a multi-disciplinary approach with the ultimate aim of reducing the global burden of the disease.

The Society holds a biennial meeting at which oral and poster presentations on all aspects of valve biology, pathology, treatment and surgery are presented.

MEMORANDUM

SHVD



Company No: 3846330

**Incorporated on 17 September 1999
Companies Acts 1985 and 1989**

Company limited by guarantee and not having a share capital

**Charity No: 1080677
Registered as a medical charity on 11 May 2000**

MEMORANDUM OF ASSOCIATION OF The Society for Heart Valve Disease

1. Name

The name of the Company is "The Society for Heart Valve Disease" ('the Society')

2. Registered Office

The registered office of the Society is to be in England and Wales

3. Objects

The objects of the Society are to undertake, promote, support and encourage research, and the education of the public, in the causes of heart valve disease, the prevention of, and the treatment of heart valve disease or any related cardiac disease, illness or condition. The Society shall not be restricted to fulfilling its purpose through activities within the United Kingdom. The mission of the Society is to advance the practice, science and art of treating heart valve disease, through a multi-disciplinary approach with the ultimate aim of reducing the global burden of the disease. ('the Objects')

4. Powers

The Society has the following powers, which may be exercised only in promoting the Objects:

4.1 To support and promote or carry out research

4.2 To provide advice

4.3 To publish or distribute information by any means whatsoever

- 4.4 To co-operate with other bodies
- 4.5 To support, administer or set up other charities
- 4.6 To raise funds (but not by means of taxable trading)
- 4.7 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 4.8 To acquire or hire property of any kind
- 4.9 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 4.10 To make grants or loans of money and to give guarantees
- 4.11 To set aside funds for special purposes or as reserves against future expenditure
- 4.12 To deposit or invest in funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification)
- 4.13 To delegate the management of investments to a financial expert, but only on terms that:
- (1) the investment policy is set down in writing for the financial expert by the Council
 - (2) every transaction is reported promptly to the Council
 - (3) the performance of the investments is reviewed regularly with the Council
 - (4) the Council are entitled to cancel the delegation arrangement at any time
 - (5) the investment policy and the delegation arrangement are reviewed at least once a year
 - (6) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Council on receipt
 - (7) the financial expert must not do anything outside the powers of the Council
- 4.14 To arrange for investments or other property of the Society to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Council or of a financial expert acting under their instructions and to pay any reasonable fee required
- 4.15 To insure the property of the Society against any foreseeable risk and take out other insurance policies to protect the Society when required
- 4.16 To insure the Council members against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Council member concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty
- 4.17 Subject to clause 5, to employ paid or unpaid agents, staff or advisers
- 4.18 To enter into contracts to provide services to or on behalf of other bodies
- 4.19 To establish subsidiary companies to assist or act as agents for the Society

4.20 To pay the costs of forming the Society

4.21 To do anything else within the law which promotes or helps to promote the Objects

5. Benefits to Members and Council Members

5.1 The property and funds of the Society must be used only for promoting the Objects and do not belong to the members of the Society but

(1) members who are not Council members may be employed by or enter into contracts with the Society and receive reasonable payment for goods or services supplied

(2) members (including members of the Council) may be paid interest at a reasonable rate on money lent to the Society

(3) members (including members of the Council) may be paid a reasonable rent or hiring fee for property let or hired to the Society

(4) individual members who are not Council members but who are also beneficiaries may receive charitable benefits in that capacity

5.2 A Council member must not receive any payment of money or other material benefit (whether directly or indirectly) from the Society except

(1) as mentioned in clauses 4.16, 5.1(2), 5.1(3) or 5.3

(2) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Society

(3) an indemnity in respect of any liabilities properly incurred in running the Society (including the costs of a successful defence to criminal proceedings)

(4) payment to any company in which a Council member has no more than a 1 per cent shareholding

(5) in exceptional cases, other payments or benefits (but only with the **written** approval of the **Commission** in advance)

5.3 Any Council member (or any firm or company of which a Council member is a member or employee) may enter into a contract with the Society to supply goods or services in return for a payment or other material benefit but only if

(1) the goods or services are actually required by the Society

(2) the nature and level of remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in clause 5.4

(3) no more than one half of the Council are subject to such a contract in any financial year

5.4 Whenever a Council member has a personal interest in a matter to be discussed at a meeting of the Council or a committee the Council member concerned must:

(1) declare an interest at or before discussion begins on the matter

(2) withdraw from the meeting for that item unless expressly invited to remain in order to provide information

(3) not be counted in quorum for that part of the meeting

(4) withdraw during the vote and have no vote on the matter

5.5 This clause may not be amended without the prior written consent of the Commission

6. Limited Liability

The liability of members is limited

7. Guarantee

Every member promises, if the Society is dissolved while he, she or it remains a member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Society while the contributor was a member

8. Dissolution

8.1 If the Society is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:

(1) by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects

(2) directly for the Objects or charitable purposes within or similar to the Objects

(3) in such other manner consistent with charitable status as the Commission approve in writing in advance

8.2 A final report and statement of account must be sent to the Commission

9. Interpretation

9.1 Words and expressions defined in the Articles have the same meanings in this Memorandum

9.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

ARTICLES

SHVD

Companies Act 1985 and 1989

Company limited by guarantee and not having a share capital

**ARTICLES OF ASSOCIATION OF
The Society for Heart Valve Disease**

1. Membership

1.1 The number of members with which the Company proposes to be registered is unlimited

1.2 The Society must maintain a register of members

1.3 Membership of the Society is open to any individual interested in promoting the Objects who

(1) applies to the Society in the form required by the Council

(2) is approved by the Council and

(3) signs the Register of members or consents in writing to become a member personally

1.4 The Council may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions. There shall be three classes of membership, Honorary Members, Members and Associate Members.

1.5 Membership is terminated if the member concerned

(1) gives written notice of resignation to the Society

(2) dies

(3) is six months in arrears in paying the relevant subscription if any (but in such a case the member may be reinstated on payment of the amount due) or

(4) is removed from membership by resolution of the Council on the ground that in their reasonable opinion the member's continued membership is harmful to the Society,. Any resolution of the Council made under this article shall be notified to the member concerned in writing and such member shall be at liberty to submit any written representations to the Council within 14 clear days after receiving notice. The Council shall notify the member concerned of their final determination within 14 clear days thereafter.

1.6 Membership of the Society is not transferable

2. General Meetings

2.1 Members are entitled to attend general meetings personally. General meetings are called on at least 21 clear days written notice specifying the business to be discussed

2.2 There is a quorum at a general meeting if the number of members personally present is at least 15% of the members.

2.3 The President or (if the President is unable or unwilling to do so) some other member elected by those present presides at a general meeting

2.4 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast

2.5 Except for the chairman of the meeting, who has a second or casting vote, every member present in person, has one vote on each issue

2.6 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature)

2.7 The Society must hold an AGM biannually which all members are entitled to attend. The first AGM may be held within 18 months after the Society's incorporation

2.8 At an AGM the members:

(1) receive the accounts of the Society for the previous financial year

(2) receive the Council's report on the Society's activities since the previous AGM

(3) accept the retirement of those members of the Council who wish to retire or who are retiring by rotation

(4) elect persons to be members of the Council to fill the vacancies arising

(5) appoint auditors for the Society

(6) may confer on any individual (with his or her consent) the honorary title of Patron, and

(7) discuss and determine any issues of policy or deal with any other business put before them

2.9 Any general meeting which is not an AGM is an EGM

2.10 An EGM may be called at any time by the Council and must be called within 28 days on a written request from at least 15% of members

2.11 Scientific meetings may be called at the discretion of the Council who may declare that attendance shall be open and not restricted to members.

3. The Council

3.1 The Council members as charity trustees have control of the Society and its property and funds

3.2 The Council when complete consists of at least four and not more than twelve individuals, all of whom must be members

3.3 The subscribers to the Memorandum are the Founding members, listed in Schedule 1 of the Articles of the Society, and shall elect the first Council. The Founding members shall prescribe rules for the election of the first Council and each Founding member shall have one vote. Any Founding member shall be eligible for election to the first Council of the Society

3.4 Every Council member must sign a declaration of willingness to act as a charity trustee of the Society before he or she is eligible to vote at any meeting of the Council

3.5 A Council member shall hold office for a renewable term of two years. Councillors may serve up to four renewable terms for a total of eight years service.

3.6 The Secretary-Treasurer of the Society as appointed by the Council under Article 5 shall hold office for six years and may serve for two consecutive terms provided a majority of the Council approve such renewed appointment

3.7 The President of the Society as appointed by the Council shall hold office for two years and shall then be entitled to a place on any committee established under Articles 5.4 for the purposes of Article 5.10 (a)

3.8 The President Elect of the Society as appointed under Article 5 shall hold office for two years and shall be appointed President of the Society on completion of his term as President Elect provided a majority of the Council approve such appointment

3.9 A Council member's term of office automatically terminates if he or she:

(1) is disqualified under the Charities Act 1993 from acting as a charity trustee

(2) is incapable, whether mentally or physically, of managing his or her own affairs

(3) is absent from two consecutive meetings of the Council

(4) ceases to be a member (but such a person may be reinstated by resolution passed by all the other Council members on resuming membership of the Society before the next AGM)

(5) resigns by written notice to the Council (but only if at least two Council members will remain in office) or

(6) is removed by resolution passed by at least 75% of the members present and voting at a general meeting after the meeting has invited the views of the Council member concerned and considered the matter in the light of any such views

3.10 The Council members may at any time co-opt any person duly qualified to be appointed as a Council member to fill a vacancy in their number or as an additional Council member, but a co-opted Council member holds office only until the next AGM

3.11 A technical defect in the appointment of a Council member of which the Council members are unaware at the time does not invalidate decisions taken at a meeting

4. Proceedings of The Council

4.1 The Council must hold at least three meetings each year

4.2 A quorum at a meeting of the Council is four Council members, one of whom must be an Officer of the Society.

4.3 A meeting of the Council may be held either in person or by suitable electronic means agreed by the Council in which all participants may communicate with all the other participants

4.4 The President or (if the President is unable or unwilling to do so) some other Council member chosen by the Council members present, shall act as chair at each meeting

4.5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Council members is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature)

4.6 Except for the chair of the meeting, who has a second or casting vote, every Council member has one vote on each issue

4.7 A procedural defect of which the Council members are unaware at the time does not invalidate decisions taken at a meeting

5. Powers of the Council

The Council members have the following powers in the administration of the Society:

5.1 to appoint (and remove) any Council member to act as Secretary-Treasurer to the Society in accordance with the Act

5.2 to appoint a President and President Elect and other officers from among their number

5.3 to delegate any of their functions to committees consisting of two or more individuals appointed by them but at least one member of every committee must be a Council member who shall be deemed Chairman of the committee. All proceedings of committees must be reported promptly to the Council

5.4 to delegate any task to working groups. All proceedings of working groups must be reported promptly to the Council

5.5 to delegate the administration of the Society to the Executive Committee. The Executive Committee shall consist of at least two individuals and the Secretary-Treasurer of the Society. The functions of the Executive Committee shall be, among other things, to account for the monthly income and expenditure of the Society, to maintain an accurate Register of Members and to collect subscriptions. Functions or tasks may be delegated to the committee by resolution of the Council. The chairman of the committee shall be the president.

5.6 to make Standing Orders consistent with the Memorandum, these Articles and the Act to govern proceedings at general meetings

5.7 to make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees

5.8 to make Regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Society and the use of its seal (if any)

5.9 to make Rules and Regulations

(a) to govern the nomination of members of the Society for Council membership,

(b) to regulate the voting procedure for the election of Council members

5.10 to exercise any powers of the Society which are not reserved to a general meeting

6. Records and Accounts

6.1 The Council members must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commissioners of:

(1) annual reports

(2) annual returns

(3) annual statements of account

6.2 The Council members must keep proper records of:

(1) all proceedings at general meetings

(2) all proceedings at meetings of the Council

(3) all reports of committees

(4) all professional advice obtained

6.3 The Council members shall keep proper records of all funds transferred or paid to a body situate outside England and Wales and shall require

(1) annual reports of the work undertaken by that body

(2) annual reports of the projects and specific purposes for which the funds transferred, or paid, were applied

(3) quarterly statements of account detailing the expenditure incurred on behalf of the Society, towards its charitable purposes, by any individual, body or organisation situate outside England and Wales

6.4 Accounting records relating to the Society must be made available for inspection by any Council member at any reasonable time during normal office hours and may be made available for inspection by members who are not Council members if the Council so decide

6.5 A copy of the Society's latest available statement of account must be supplied on request to any Council member or member, or to any other person who makes a written request and pays the Society's reasonable costs, within two months

7. Notices

7.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or any newsletter distributed by the Society

7.2 The only address at which a member is entitled to receive notices is the address shown in the register of members

7.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received

(1) 24 hours after being sent by electronic means or delivered by hand to the relevant address

(2) two clear days after being sent by first class post to that address

(3) three clear days after being sent by second class or overseas post to that address

(4) on the date of publication of a newspaper containing the notice

(5) on being handed to the member personally or, if earlier,

(6) as soon as the member acknowledges actual receipt

7.4 A technical defect in the giving of notice of which the Council members are unaware at the time does not invalidate decisions taken at a meeting

8. Dissolution

The provisions of the Memorandum relating to dissolution of the Society take effect as though repeated here

9. Interpretation

In the Memorandum and in these Articles:

9.1 'the Act' means the Companies Act 1985

'AGM' means an annual general meeting of the Society

'these Articles' means these articles of association

'Chairman' means the chairman of the Council

'the Society' means the company governed by these Articles

'charity trustee' has the meaning prescribed by section 97(1) of the Charities Act 1993

'clear day' means 24 hours from midnight following the relevant event

'the Commission' means the Charity Commissioners for England and Wales

'EGM' means an extraordinary general meeting of the Society

'financial expert' means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986

'material benefit' means a benefit which may not be financial but has a monetary value

'member' and 'membership' refer to membership of the Society

'Memorandum' means the Society's Memorandum of Association

'month' means calendar month

'the Objects' means the Objects of the Society as defined in clause 3 of the Memorandum

'Secretary' means the Secretary-Treasurer of the Society

'taxable trading' means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects

'Council member' means a director of the Society and 'Council' means all of the Directors

'written' or 'in writing' refers to a legible document on paper including a fax message

'year' means calendar year

'property' includes any chose in action and includes all intellectual property

9.2 Expressions defined in the Act have the same meaning

9.3 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it