

ARTERY SOCIETY - CONSTITUTION

Date of constitution (last amended):

1. Name

The name of the Charitable Incorporated Organisation ("the CIO") is ARTERY - The Association for Research into Arterial Structure and Physiology.

2. National location of principal office

The principal office of the CIO is in England.

3. Object

The objects of the CIO are:

- i. to promote the advancement of education and knowledge in the subjects of pathophysiology, pharmacology, epidemiology, detection, investigation and treatment of arterial structure and function, and its dissemination; and
- ii. to advance health by the promotion of knowledge of information concerning the pathophysiology, pharmacology, epidemiology, detection, investigation and treatment of arterial structure and function.

Nothing in this constitution shall authorise an application of the property of the CIO for the purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and section 2 of the Charities Act (Northern Ireland) 2008.

4. Powers

The CIO has power to do anything which is calculated to further its object or is conducive or incidental to doing so. In particular, the CIO's powers include power to:

- (1) promote or carry out research, provide advice and to publish or distribute or arrange for the publication and distribution of the same or other information through journals in any medium;
- (2) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- (3) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (4) sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- (5) employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a member of the Executive Committee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to Executive Committee members and connected persons) and provided it complies with the conditions of those clauses;
- (6) deposit or invest funds, employ a professional fund-manager and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

5. Application of income and property

- (1) The income and property of the CIO must be applied solely towards the promotion of the objects.

- (a) A member of the Executive Committee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.
- (b) A member of the Executive Committee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2) None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO. This does not prevent a member who is not also a member of the Executive Committee receiving:
 - (a) a benefit from the CIO as a beneficiary of the CIO;
 - (b) reasonable and proper remuneration for any goods or services supplied to the CIO.
- (3) Nothing in this clause shall prevent a member of the Executive Committee or connected person receiving any benefit or payment which is authorised by Clause 6.

6. Benefits and payments to Executive Committee members and connected persons

(1) General provisions

No member of the Executive Committee or connected person may:

- (a) buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the CIO;
- (c) be employed by, or receive any remuneration from, the CIO;
- (d) receive any other financial benefit from the CIO; unless the payment or benefit is permitted by sub-clause (2) of this clause, or authorised by the court or the prior written consent of the Charity Commission ("the Commission") has been obtained. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting benefits to Executive Committee members or connected persons

- (a) A member of the Executive Committee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that a majority of the Executive Committee do not benefit in this way.
- (b) A member of the Executive Committee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the CIO where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this clause a member of the Executive Committee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the member of the Executive Committee or connected person.
- (d) A member of the Executive Committee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A member of the Executive Committee or connected person may receive rent for premises let by the trustee or connected person to the CIO. The amount of

the rent and the other terms of the lease must be reasonable and proper. The member of the Executive Committee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

- (f) A member of the Executive Committee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

(3) Payment for supply of goods only - controls

The CIO and the members of its Executive Committee may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the member of the Executive Committee or connected person supplying the goods ("the supplier").
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other members of the Executive Committee are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a member of the Executive Committee or connected person. In reaching that decision the Executive Committee must balance the advantage of contracting with a member of the Executive Committee or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the CIO.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum is present at the meeting.
- (f) The reason for their decision is recorded by the Executive Committee in the minute book.
- (g) A majority of the Executive Committee then in office are not in receipt of remuneration or payments authorised by clause 6.

(4) In sub-clauses (2) and (3) of this clause:

- (a) "the CIO" includes any company in which the CIO:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more directors to the board of the company;
- (b) "connected person" includes any person within the definition set out in clause 31 (Interpretation);

7. Conflicts of interest and conflicts of loyalty

A member of the Executive Committee must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and
- (2) absent himself or herself from any discussions of the Executive Committee in which it is possible that a conflict of interest will arise between his or her duty to act solely

in the interests of the CIO and any personal interest (including but not limited to any financial interest).

Any member of the Executive Committee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Executive Committee on the matter.

8. Liability of members to contribute to the assets of the CIO if it is wound up

If the CIO is wound up, the members of the CIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. Membership of the CIO

(1) Ordinary Membership

(a) Eligibility

Ordinary Membership shall be open to anyone active in the field of cardiovascular (patho)physiology who usually has had experience in the field of arterial structure and physiology and who applies for Ordinary Membership in accordance with such procedures as the Executive Committee may prescribe in accordance with paragraph (b) below, has indicated agreement to become a member and acceptance of the duty of members set out in sub-clause (4) of this clause and has been approved by the Executive Committee.

(b) Admission procedures and criteria

The Executive Committee shall from time to time determine the procedures and criteria for the admission of members and reserve the right to refuse an application for membership if they believe that it is in the best interests of the CIO for them to do so.

(2) Other classes of membership

(a) The Executive Committee may create honorary, associate, student or other classes of non-voting membership and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members. Other references in this constitution to "members" and "membership" do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

(b) Ex-Presidents of the Association will be awarded lifetime honorary membership on retirement from their main remunerated employment.

(c) Student Membership is open to PhD students/trainees working in the field of cardiovascular (patho)physiology who have not yet published sufficiently to qualify for Ordinary Membership. The maximum term for Student Membership of the Society shall be 5 years. Student Membership shall not apply to those studying for a second degree. Once students have completed their PhD and have an adequate number of publications, they will be required to re-apply for Ordinary Membership.

(3) Transfer of membership

Membership of the CIO cannot be transferred to anyone else.

(4) Duty of members

It is the duty of each member of the CIO to exercise his or her powers as a member of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO.

- (5) Termination of membership
- (a) Membership of the CIO comes to an end if:
- (i) the member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist; or
 - (ii) the member sends a notice of resignation to the Executive Committee; or
 - (iii) the member, for two successive years, fails to pay the annual subscription fee; or
 - (iv) the Executive Committee decides that it is in the best interests of the CIO that the member in question should be removed from membership, and pass a resolution to that effect.
- (b) Before the Executive Committee takes any decision to remove someone from membership of the CIO it must:
- (i) inform the member of the reasons why it is proposed to remove him, her or it from membership;
 - (ii) give the member at least 21 clear days' notice in which to make representations to the Executive Committee as to why he, she or it should not be removed from membership;
 - (iii) at a duly constituted meeting of the Executive Committee, consider whether or not the member should be removed from membership;
 - (iv) consider at that meeting any representations which the member makes as to why the member should not be removed; and
 - (v) allow the member, or the member's representative to make those representations in person at that meeting, if the member so chooses.
- (6) Membership fees
- The CIO shall require members to pay reasonable membership fees to the CIO, on an annual basis and of an amount determined by the CIO.

10. Members' decisions

- (1) General provisions
- Except for those decisions that must be taken in a particular way as indicated in sub-clause (4) of this clause, decisions of the members of the CIO may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause or by written resolution as provided in sub-clause (3) of this clause.
- (2) Taking ordinary decisions by vote
- Subject to sub-clause (4) of this clause, any decision of the members of the CIO may be taken by means of a resolution passed by a simple majority of votes cast at a general meeting.
- (3) Taking ordinary decisions by written resolution without a general meeting
- (a) Subject to sub-clause (4) of this clause, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:
- (i) a copy of the proposed resolution has been sent to all the members eligible to vote; and
 - (ii) a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The

document signifying a member's agreement must be authenticated by their signature (or in the case of an organisation which is a member, by execution according to its usual procedure), by a statement of their identity accompanying the document, or in such other manner as the CIO has specified.

- (b) The resolution in writing may comprise several copies to which one or more members has signified their agreement.
 - (c) Eligibility to vote on the resolution is limited to members who are members of the CIO on the date when the proposal is first circulated in accordance with paragraph (a) above.
 - (d) Not less than 10% of the members of the CIO may request the Executive Committee to make a proposal for decision by the members.
 - (e) The Executive Committee must within 21 days of receiving such a request comply with it if:
 - (i) The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;
 - (ii) The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and
 - (iii) Effect can lawfully be given to the proposal if it is so agreed.
 - (f) Sub-clauses (a) to (c) of this clause apply to a proposal made at the request of members.
- (4) Decisions that must be taken in a particular way
- (a) Any decision to remove a trustee must be taken in accordance with clause 15(2).
 - (b) Any decision to amend this constitution must be taken in accordance with clause 29 of this constitution (Amendment of Constitution).
 - (c) Any decision to wind up or dissolve the CIO must be taken in accordance with clause 30 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

11. General meetings of members

- (1) Types of general meeting
 - (a) There must be at least one Scientific Meeting every two calendar years and an annual general meeting (AGM) of the members of the CIO.
 - (b) The first AGM must be held within 18 months of the registration of the CIO, and subsequent AGMs must be held at intervals of not more than 15 months.
 - (c) The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the Executive Committee's annual report, and must elect members to the Executive Committee as required under clause 13 (Election of Executive Committee Members).
 - (d) Other general meetings of the members of the CIO may be held at any time. All general meetings must be held in accordance with the following provisions.
- (2) Calling general meetings
 - (a) The Executive Committee:
 - (i) must call the annual general meeting of the members of the CIO in accordance with sub-clause (1) of this clause, and identify it as such in

the notice of the meeting; and

- (ii) may call any other general meeting of the members at any time.
 - (b) The Executive Committee must, within 21 days, call a general meeting of the members of the CIO if:
 - (i) it receives a request to do so from at least 10% of the members of the CIO; and
 - (ii) the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the members making the request.
 - (c) If, at the time of any such request, there has not been any general meeting of the members of the CIO for more than 12 months, then sub-clause (b)(i) of this clause shall have effect as if 5% were substituted for 10%.
 - (d) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
 - (e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
 - (f) Any general meeting called by the Executive Committee at the request of the members of the CIO must be held within 28 days from the date on which it is called.
 - (g) If the Executive Committee fails to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.
 - (h) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.
 - (i) The CIO must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the Executive Committee to duly call the meeting, but the CIO shall be entitled to be indemnified by the members of the Executive Committee who were responsible for such failure.
- (3) Notice of general meetings
- (a) The Executive Committee, or, as the case may be, the relevant members of the CIO, must give at least 14 clear days' notice of any general meeting to all of the members.
 - (b) If it is agreed by not less than 90% of all members of the CIO, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (a) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.
 - (c) The notice of any general meeting must:
 - (i) state the time and date of the meeting;
 - (ii) give the address at which the meeting is to take place;
 - (iii) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
 - (iv) if a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration;
 - (v) include, with the notice for the AGM, the annual statement of accounts and annual report, details of persons standing for election or reelection to the Executive Committee, or where allowed under clause 23 (Use of electronic communication), details of where the information may be found on the CIO's

website.

- (d) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.
- (e) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the CIO.

(4) Chairing of general meetings

The person nominated as chair by the Executive Committee under clause 18(2) (Chairing of meetings,) shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the CIO who are present at a general meeting shall elect a chair to preside at the meeting.

(5) Quorum at general meetings

- (a) No business may be transacted at any general meeting of the members of the CIO unless a quorum is present when the meeting starts.
- (b) Subject to the following provisions, the quorum for general meetings shall be 10% of the members of the CIO. An organisation represented by a person present at the meeting in accordance with sub-clause (7) of this clause, is counted as being present in person.
- (c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
- (d) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the chair or be notified to the CIO's members at least seven clear days before the date on which it will resume.
- (e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- (f) If at any time during the meeting a quorum ceases to be present the meeting may discuss issues and make recommendations to the Executive Committee but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

(6) Voting at general meetings

- (a) Any decision other than one falling within clause 10(4) (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Every member has one vote.
- (b) 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. A poll may be demanded by the chair or by at least 10% of the members present in person at the meeting.
- (c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.
- (d) A poll may be taken:

- (i) at the meeting at which it was demanded; or
 - (ii) at some other time and place specified by the chair; or
 - (iii) through the use of postal or electronic communications.
 - (e) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.
 - (f) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.
- (7) Representation of organisations and corporate members
- (a) An organisation or a corporate body that is a member of the CIO may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of the CIO.
 - (b) The representative is entitled to exercise the same powers on behalf of the organisation or corporate body as the organisation or corporate body could exercise as an individual member of the CIO.
- (8) Proxy voting
- (a) Any member of the CIO may appoint another member of the CIO as a proxy to exercise all or any of that member's rights to attend, speak and vote at a general meeting of the CIO. Proxies must be appointed by a notice in writing (a "proxy notice") which:
 - (i) states the name and address of the member appointing the proxy;
 - (ii) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (iii) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the CIO may determine; and
 - (iv) is delivered to the CIO in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.
 - (b) The CIO may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
 - (c) Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
 - (d) Unless a proxy notice indicates otherwise, it must be treated as:
 - (i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
 - (e) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the CIO by or on behalf of that member, but in such circumstances the person appointed as a proxy may not vote on behalf of that member.
 - (f) An appointment under a proxy notice may be revoked by delivering to the CIO a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given.
 - (g) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

- (h) If a proxy notice is not signed or authenticated by the member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that member's behalf had authority to do so.
- (9) Postal Voting
- (a) The CIO may, if the Executive Committee so decides, allow the members to vote by post or electronic mail ("email") to elect members of the Executive Committee or to make a decision on any matter that is being decided at a general meeting of the members.
 - (b) The Executive Committee must appoint at least two persons independent of the CIO to serve as scrutineers to supervise the conduct of the postal/email ballot and the counting of votes.
 - (c) If postal and/or email voting is to be allowed on a matter, the CIO must send to members of the CIO not less than 21 days before the deadline for receipt of votes cast in this way:
 - (i) a notice by email, if the member has agreed to receive notices in this way under clause 23 (Use of electronic communications), including an explanation of the purpose of the vote and the voting procedure to be followed by the member, and a voting form capable of being returned by email or post to the CIO, containing details of the resolution being put to a vote, or of the candidates for election, as applicable;
 - (ii) a notice by post to all other members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the member; and a postal voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable.
 - (d) The voting procedure must require all forms returned by post to be sent to the CIO's principal office or such other postal address as is specified in the voting procedure in such a format as will ensure that votes remain anonymous but that it can be ascertained that each vote has been cast by a member entitled to vote.
 - (e) The voting procedure for votes cast by email must require the member's name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure.
 - (f) Email votes must be returned to an email address used only for this purpose and must be accessed only by a scrutineer.
 - (g) The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.
 - (h) The scrutineers must make a list of names of members casting valid votes, and a separate list of members casting votes which were invalid. These lists must be provided to a charity trustee or other person overseeing admission to, and voting at, the general meeting. A member who has cast a valid postal or email vote must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which he, she or it has already cast a valid vote. A member who has cast an invalid vote by post or email is allowed to vote at the meeting and counts towards the quorum.
 - (i) For postal votes, the scrutineers must retain the internal envelopes (with the member's name and signature). For email votes, the scrutineers must cut off and retain any part of the email that includes the member's name. In each case, a scrutineer must record on this evidence of the member's name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.

- (j) Votes cast by post or email must be counted by all the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and email and the number of votes received which were invalid.
 - (k) The scrutineers must not disclose the result of the postal/email ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.
 - (l) Following the final declaration of the result of the vote, the scrutineers must provide to a charity trustee or other authorised person bundles containing the evidence of members submitting valid postal votes; evidence of members submitting valid email votes; evidence of invalid votes; the valid votes; and the invalid votes.
 - (m) Any dispute about the conduct of a postal or email ballot must be referred initially to a panel set up by the Executive Committee, to consist of two members of the Executive Committee and two persons independent of the CIO. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Services.
- (10) Adjournment of meetings
- The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

12. Executive Committee¹

- (1) Functions and duties of the Executive Committee

The Executive Committee shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. It is the duty of each member of the Executive Committee:

 - (a) to exercise his or her powers and to perform his or her functions as a member of the CIO's Executive Committee in the way he or she decides in good faith would be most likely to further the purposes of the CIO; and
 - (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - (i) any special knowledge or experience that he or she has or holds himself or herself out as having; and
 - (ii) if he or she serves on the Executive Committee in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.
- (2) Eligibility for appointment to the Executive Committee
 - (a) Every member of the Executive Committee must be a natural person.
 - (b) No one may be appointed to the Executive Committee:
 - (i) if he or she is under the age of 16 years; or
 - (ii) if he or she would automatically cease to hold office under the provisions of clause 15(1)(f).

¹ The first charity trustees of the CIO on its incorporation were Professor John Cockroft, Professor Lucas Van Bortel and Professor Stéphane Laurent.

- (c) No one is entitled to serve on the Executive Committee, whether on appointment or on any re- appointment, until he or she has expressly acknowledged, in whatever way the Executive Committee decides, his or her acceptance of office.
 - (d) At least one of member of the Executive Committee must be 18 years of age or over. If there is no member of the Executive Committee aged at least 18 years, the remaining member or members may act only to call a meeting of the Executive Committee or to appoint a new member of the Executive Committee.
- (3) Number of Executive Committee members
- (a) The Executive Committee, when complete, shall consist of eight members, consisting of:
 - (i) the President, Vice-President, Secretary and Treasurer and four other members elected in accordance with clause 13; and
 - (ii) the representative elected by the Young Investigators Group in accordance with regulations made under clause 20(1).
 - (b) There shall at all times be at least three members of the Executive Committee and if the number falls below this minimum, the remaining member or members may act only to call a meeting of the Executive Committee or to appoint a new member of the Executive Committee.

13. Election of Executive Committee members

- (1) The election of members of the Executive Committee shall take place at each AGM of the CIO and each person so elected shall serve for a term of office of two years.
- (2) The President and Vice-President may not be elected to serve two or more consecutive terms in the same office, but the Secretary and Treasurer may serve up to two consecutive terms in the same office.
- (3) Other members of the Executive Committee may be re-elected to the same office for a second term and may, even if they have then served two consecutive terms of office, be elected to any of the offices referred to in sub-clause (2) above
- (4) Any elected member of the Executive Committee who has served for three consecutive terms of office shall only be eligible for election to the offices of Vice-President or President.
- (5) Once two years have elapsed since a Members of the Executive Committee has retired, he or she shall once more be eligible for re-election.
- (6) The Executive Committee may make appointments to fill any vacancies not filled at the AGM or arising as a result of the retirement or removal of a member of the Executive Committee otherwise than on expiry of his or her term of office, but any person so appointed shall serve only until the end of the subsequent AGM.
- (7) The conduct of the election of members of the Executive Committee, including the statement of the number of vacancies, the invitation to candidates to stand, the receipt of nominations, the information to be provided to electors, the issue and return of ballot papers, the counting of votes and the announcement of the results shall be as prescribed in such regulations as the Executive Committee may from time to time make for this purpose.

14. Information for new members of the Executive Committee

The Executive Committee shall make available to each new member of the Executive Committee, on or before his or her taking up office:

- (1) a copy of this constitution and any amendments made to it; and
- (2) a copy of the CIO's latest annual report and statement of accounts.

15. Retirement and removal of Executive Committee members

- (1) A member of the Executive Committee ceases to hold office if he or she:
 - (a) retires by notifying the CIO in writing (but only if enough members of the Executive Committee will remain in office when the notice of resignation takes effect to form a quorum for meetings);
 - (b) is absent without the permission of the Executive Committee from all its meetings held within a period of twelve months and the Executive Committee resolves that his or her office be vacated;
 - (c) dies;
 - (d) in the written opinion, given to the CIO, of a registered medical practitioner treating that person, has become incapable of performing his or her duties as a member of the Executive Committee and may remain so for more than three months;
 - (e) is removed by the members of the CIO in accordance with sub-clause (2) of this clause; or
 - (f) is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- (2) A member of the Executive Committee shall be removed from office if a resolution to remove him or her is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a majority of votes cast at the meeting.
- (3) A resolution to remove a member of the Executive Committee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the CIO.

16. Taking of decisions by the Executive Committee

Any decision may be taken either:

- (1) at a meeting of the Executive Committee; or
- (2) by resolution in writing or electronic form agreed by all members of the Executive Committee, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more members of the Executive Committee have signified their agreement.

17. Delegation by the Executive Committee

- (1) The Executive Committee may delegate any of its powers or functions to committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The Executive Committee may at any time alter those terms and conditions, or revoke the delegation.
- (2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the Executive Committee, but is subject to the following requirements -
 - (a) a committee may consist of two or more persons, but at least one member of each committee must be a member of the Executive Committee;
 - (b) the acts and proceedings of any committee must be brought to the attention of the Executive Committee as soon as is reasonably practicable; and

- (c) the Executive Committee shall from time to time review the arrangements which it has made for the delegation of its powers.

18. Meetings and proceedings of the Executive Committee

(1) Calling meetings

- (a) The President or any two members of the Executive Committee may call a meeting of the Executive Committee.
- (b) Notice of meetings shall be sent to all members of the Advisory Board, who shall be entitled to attend meetings in a non-voting capacity and to receive copies of the minutes. The Advisory Board may, by written notice to the Executive Committee received no later than 48 hours before the meeting is due to start, require any item of business listed for decision in the notice of the meeting to be put to a general meeting of the CIO.
- (c) Subject to that, the Executive Committee shall decide how its meetings are to be called, and what notice is required.

(2) Chairing of meetings

The President shall serve as chairman of the Executive Committee. In his/her absence, the chair will be taken by the Vice President. In the absence of both the President and the Vice President, the members of the Executive Committee present shall elect an acting chairman.

(3) Procedure at meetings

- (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is five members of the Executive Committee or such larger number as the Executive Committee may decide from time to time. A member of the Executive Committee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- (b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- (c) In the case of an equality of votes, the chair shall have a second or casting vote.

(4) Participation in meetings by electronic means

- (a) A meeting may be held by suitable electronic means agreed by the Executive Committee in which each participant may communicate with all the other participants. Any member of the Executive Committee participating at such a meeting shall qualify as being present at the meeting.
- (b) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

- (5) The Editor in Chief of the journal of the CIO, "Artery Research", shall be entitled to receive notice of and attend and speak at all meetings of the Executive Committee but shall have no voting rights and shall not be counted in the quorum present.

19. The Advisory Board and Scientific Council

- (1) There shall be an Advisory Board consisting of the three most recent past Presidents of the CIO together with such other eminent practitioners in the field of cardiovascular health as the Executive Committee may from time to time appoint.
- (2) The function of the Advisory Board shall be to contribute in an advisory capacity to the effective achievement of the objects of the CIO and to perform such other functions as the Executive Committee may delegate to them.

- (3) There shall be a Scientific Council consisting of up to 30 members of the CIO and including all members of the Executive Committee.
- (4) The Scientific Council shall meet at each Scientific Meeting of the CIO. The procedure for nomination and selection of the members of the Scientific Council (other than the members of the Executive Committee), their terms of office and any rules regarding the proceedings at meetings of the Scientific Council will be determined by the Executive Committee.

20. Working Groups

- (1) The Executive Committee shall appoint a Young Investigators Group and such other working groups as they see fit and shall make regulations for their functions and operation, including rules regarding the election of a representative of the Young Investigators Group to serve on the Executive Committee and any budgets allocated to support the work of each working group.
- (2) The Chairman of each working group will be appointed by the Executive Committee and at least one member of the Executive Committee shall sit on each working group, although the working group Chairman does not have to be an Executive Committee member.
- (3) The Chairman of each working group shall nominate members of the CIO to serve on the working group, but they shall only take office on the working group once their nomination has been approved by the Executive Committee.
- (4) Each working group shall present a report to each meeting of the Executive Committee, such report to be presented by the Executive Committee member who is on that working group.
- (5) The Executive Committee reserves the right to dissolve any working group at any stage.

21. Saving provisions

- (1) Subject to sub-clause (2) of this clause, all decisions of the Executive Committee, or of a committee, shall be valid notwithstanding the participation in any vote of a person:
 - (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by the constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;if, without the vote of that person and that person being counted in the quorum, the decision has been made by a majority at a quorate meeting.
- (2) Sub-clause (1) of this clause does not permit a member of the Executive Committee to keep any benefit that may be conferred upon him or her by a resolution of the Executive Committee or of a committee if, but for sub-clause (1) of this clause, the resolution would have been void, or if the person has not complied with clause 7 (Conflicts of interest and conflicts of loyalty).

22. Execution of documents

- (1) The CIO shall execute documents either by signature or by affixing its seal (if it has one).
- (2) A document is validly executed by signature if it is signed by at least two members of the Executive Committee.
- (3) If the CIO has a seal:

- (a) it must comply with the provisions of the General Regulations; and
- (b) it must only be used by the authority of the Executive Committee or of a committee duly authorised by the Executive Committee. The Executive Committee may determine who shall sign any document to which the seal is affixed and unless otherwise determined it shall be signed by two members of the Executive Committee.

23. Use of electronic communications

The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- (b) any requirements to provide information to the Commission in a particular form or manner.

24. Keeping of Registers

The CIO must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and Executive Committee members.

25. Minutes

The Executive Committee must keep minutes of all:

- (1) appointments of officers made by the Executive Committee;
- (2) proceedings at general meetings of the CIO;
- (3) meetings of the Executive Committee and committees including:
 - (a) the names of those present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions;
- (4) decisions made by the Executive Committee otherwise than in meetings.

26. Accounting records, accounts, annual reports and returns, register maintenance

- (1) The members of the Executive Committee must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, within 10 months of the financial year end.
- (2) The members of the Executive Committee must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

27. Rules

The Executive Committee may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the CIO on request. The General Regulations state that if the CIO intends to automatically use electronic communication or a website to send formal communications to members, this must be stated in the constitution, which must also

set out the circumstances in which this will happen.

28. Disputes

If a dispute arises between members of the CIO about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

29. Amendment of constitution

As provided by clauses 224-227 of the Charities Act 2011:

- (1) This constitution can only be amended:
 - (a) by resolution agreed in writing by all members of the CIO; or
 - (b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO.
- (2) Any alteration of clause 3 (Objects), clause 30 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by members of the Executive Committee or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.
- (3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- (4) A copy of any resolution altering the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

30. Voluntary winding up or dissolution

- (2) As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:
 - (a) at a general meeting of the members of the CIO called in accordance with clause 11 (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
 - (i) by a resolution passed by a 75% majority of those voting, or
 - (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
 - (b) by a resolution agreed in writing by all members of the CIO.
- (3) Subject to the payment of all the CIO's debts:
 - (a) any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied;
 - (b) if the resolution does not contain such a provision, the Executive Committee must decide how any remaining assets of the CIO shall be applied; and
 - (c) in either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.
- (4) The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in

particular:

- (a) the Executive Committee must send with their application to the Commission:
 - (i) a copy of the resolution passed by the members of the CIO;
 - (ii) a declaration by the Executive Committee that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and
 - (iii) a statement by the Executive Committee setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution;
 - (b) the Executive Committee must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any member of the Executive Committee who was not privy to the application.
- (5) If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

31. Interpretation

In this constitution:

connected person means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the member of the Executive Committee;
- (b) the spouse or civil partner of the member of the Executive Committee or of any person falling within sub- clause (a) above;
- (c) a person carrying on business in partnership with the member of the Executive Committee or with any person falling within subclause (a) or (b) above;
- (d) an institution which is controlled -
 - (i) by the member of the Executive Committee or any connected person falling within sub-clause (a), (b), or (c) above; or
 - (ii) by two or more persons falling within sub-clause (d)(i), when taken together
- (e) a body corporate in which -
 - (i) the member of the Executive Committee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
 - (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution.

General Regulations means the Charitable Incorporated Organisations (General) Regulations 2012.

Dissolution Regulations means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

The **Communications Provisions** means the Communications Provisions in Part 10, Chapter 4 of the General Regulations.

A **poll** means a counted vote or ballot, usually (but not necessarily) in writing.