

# **BYE-LAWS FOR THE EUROPEAN COUNCIL FOR CARDIOVASCULAR RESEARCH (ECCR)**

[www.eccr.org](http://www.eccr.org)

First approved at the Business Meeting on 19<sup>th</sup> October 1997 and subsequently amended at the Business Meetings on 17<sup>th</sup> October 1998, 16<sup>th</sup> October 1999, 12<sup>th</sup> October 2002 and 10<sup>th</sup> October 2009

1. The name of the organisation shall be **THE EUROPEAN COUNCIL FOR CARDIOVASCULAR RESEARCH**, abbreviated the ECCR.
2. The ECCR shall promote the relief of sickness and the preservation and protection of good health by promoting clinical and experimental research in hypertension and cardiovascular disease in Europe.
3. Full Membership of the ECCR shall be open to those who have made substantial contributions to research in hypertension and cardiovascular disease. Student Membership of the ECCR shall be open to students/trainees working in the field of cardiovascular medicine who have not yet published sufficiently to qualify for Full Membership. Corporate membership is open to organisations who wish to support the objectives of the ECCR.
  - 3.1 Every member shall have one vote.
  - 3.2 Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Charity; and may appoint an alternate to replace its appointed representative at any meeting of the Charity if the appointed representative is unable to attend.
  - 3.3 Each member organisation shall notify the name of the representative appointed by it and of any alternate to the secretary. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.
  - 3.4 The Executive Committee may unanimously and for good reason terminate the membership of any individual or member organisation; provided that the individual concerned or the appointed representative of the member organisation (as the case may be) shall have the right to be heard by the Executive Committee, accompanied by a friend before a final decision is made.
4. Proposals for membership shall be made in writing to the Secretary by two members using the application form provided. Each nomination shall be accompanied by a statement of the candidate's academic qualifications, professional position and a list of relevant publications. The Executive Committee shall consider and approve proposals for membership three times a year. Successful applications will be ratified by members at the Annual Business Meeting, confirmed by a simple majority of those voting in favour.
5. Membership shall lapse upon failure, for three successive years, to be the author or co-author of an abstract submitted to the annual scientific meeting of the ECCR.
6. The ECCR shall convene a scientific meeting each calendar year, in a European country. The financing of the meeting is the responsibility of the ECCR and any profit is used for financing future meetings or other ECCR activities.
7. The ECCR will seek support for its activities with ad hoc grants from the European Union, foundations and industry, as well as from individual and corporate membership fees. The size of these fees will be decided at the business meeting. A small surcharge will also be made through the registration fee from the scientific meetings to cover administrative costs.
8. There shall be an annual general meeting of the Charity which shall be held at the scientific meeting in each year or as soon as practicable thereafter.

Every annual general meeting shall be called by the Executive Committee. The secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Charity. All the members of the Charity shall be entitled to attend and vote at the meeting.

Before any other business is transacted at the first annual general meeting, the persons present shall appoint a chairman of the meeting. The chairman shall be the chairman of subsequent annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.

The Executive Committee shall present to each annual general meeting the report and accounts of the ECCR for the preceding year.

Decisions at the business meeting can be made by simple majority of members, providing at least 20 members are present.

9. The ECCR is led by an Executive Committee of 10 persons, of whom one is President and one is President-elect. The President-elect shall be elected at the business meeting for two years, and then two years as President. Following this, the President is not eligible for election to the Executive Committee for two years. The other members of the Executive Committee are elected at the business meeting for a two year period. Following each election, the Executive Committee chooses a Treasurer and Secretary among its members.
  - 9.1 All the members of the Executive Committee shall retire from office together at the end of the annual general meeting next, after the date on which they came into office but they may be re-appointed.
  - 9.2 The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
  - 9.3 Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provision of the following clause.
  - 9.4 No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration or acceptance and of willingness to act in the trusts of the Charity.

A member of the Executive Committee shall cease to hold office if he or she:

- 9.5 is disqualified from acting as a member of the Executive Committee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);
  - 9.6 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
  - 9.7 is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or
  - 9.8 notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).
  - 9.9 No member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.
10. Members of the Executive Committee other than the President or President-elect are eligible for re-election for another two years, but then shall retire, and are not eligible as ordinary members of the Executive Committee for the following two years. They are however eligible for election as President-elect after two or four years in the Executive Committee.

11. The Executive Committee shall supervise the affairs of the ECCR and arrange the Annual Scientific Meeting.

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:

- 11.1 power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- 11.2 power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- 11.3 power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;
- 11.4 power subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed;
- 11.5 power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;

- 11.6 power to cooperate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
  - 11.7 power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
  - 11.8 power to appoint and constitute such advisory committees as the Executive Committee may think fit;
  - 11.9 power to do all such other lawful things as are necessary for the achievement of the objects.
12. The President of the ECCR shall serve as chairmen of the Executive Committee. In his/her absence, the chair will be taken by the President-elect. In the absence of both the President and the President-elect, the members of the Committee shall elect an acting chairman.
13. Nominations for election to the office of President-elect and other members of the Executive Committee shall be supported by at least three members of the ECCR and submitted in writing to the Secretary, at least two weeks before the annual business meeting.
14. Members of the Executive Committee who retire before the end of their term in office may be replaced by co-option at the discretion of the remaining members of the Executive Committee.
- 14.1 There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.
  - 14.2 Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
  - 14.3 The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.
  - 14.4 The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
15. Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed
- No amendment may be made to clause, clause two, clause nine, clause sixteen or this clause without the prior consent in writing of the Commissioners
16. If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Commissioners.
17. The funds of the ECCR, including all donations contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Charity at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.

The funds belonging to the Charity shall be applied only in furthering the objects.

18. The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to:
    - 18.1 the keeping of accounting records for the Charity;
    - 18.2 the preparation of annual statements of account for the Charity;
    - 18.3 the auditing or independent examination of the statements of account for the Charity; and
    - 18.4 the transmission of the statements of account of the Charity to the Commissioners
  19. The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.
  20. The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.
  21. Reserves Policy: The ECCR aims to maintain a minimum level of reserves by prudent financial management as recommended by the Charity Commission. The Trustees believe it is prudent to reach and maintain a level of reserves which would enable the society to fund two full years' activity solely out of these reserves.
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