

# Annual General Meeting 2008

## Minutes

Held in the Merchant Venturers Building, University of Bristol, on Monday 15<sup>th</sup> September 2008, starting at 15:40.

### 1. Quorum

The quorum for this meeting was set at 20 members.

### 2. Minutes of the Previous Annual General Meeting

These were approved and signed by the Chair, Professor David Eisner, as being a true record of the proceedings.

### 3. Matters Arising

There were no matters arising that were not covered elsewhere on the agenda.

### 4. Chair's Report

Professor Eisner highlighted a number of developments over the past year, including increased interaction with the British Cardiovascular Society (BCS).

#### 4.1. Annual Report

The accounts had been prepared and were being looked at by an independent examiner. The Annual Report covering the period April 2007 to March 2008 would be submitted along with the audited accounts to the Charities Commission in October 2008.

#### 4.2. Past and Future Meetings and Workshops

##### 4.2.1. Spring 2008 meeting

A meeting on the subject of "Causes and Consequences of Myocardial Infarction: New Concepts" was held in conjunction with the BCS at Manchester under the direction of David Eisner and Barbara McDermott on 3-4 June.

##### 4.2.2. Autumn 2008 meeting

Joanne Ferguson, Elinor Griffiths, Jason Johnson, Cressida Lyon and Oliver Stone had organized the current meeting entitled "Cell Signalling in Cardiovascular Disease: Life or Death" (15-16 September at the University of Bristol).

##### 4.2.3. Spring 2009 meeting

A joint meeting with the British Atherosclerosis Society entitled "Unstable Atherosclerotic Plaque" will be held on 3-4 April in Oxford, organized by Chris Jackson, Chris Newman and Martin Bennett.

##### 4.2.4. Autumn 2009 meeting

A meeting will be held at the University of Oxford organised by Barbara Casadei, Saadeh Suleiman and Kieran Clarke.

#### 4.3. British Cardiovascular Society

Feedback from attendees had been very positive and it is proposed to examine the feasibility of repeating the experiment in Spring 2010.

#### 4.4. Travel bursaries

The Society had disbursed £1,200 to students in 2008.

#### 4.5. Sponsorship

Meeting organizers obtained significant funding from the BHF and commercial sponsors. The journal Clinical Science continued to sponsor a Young Investigator Award of £250 at each main meeting.



## 5. Treasurer's Report

### 5.1. Presentation of Accounts

The bank balance at the end of the financial year (31.03.08) stood at £92,452.

### 5.2. Membership

Total membership was 440, so holding up well.

### 5.3. Subscription Rates

It was proposed that subscription rates should rise with effect from January 2009 as they had remained unchanged for a number of years. The proposal was to change the rates as follows:

Ordinary membership	£25 (from £15)
Student membership	Free (unchanged)
Ordinary membership BSCR/ISHR	£50 (from £40)
Student membership BSCR/ISHR	£12 (unchanged)

The £5 surcharge levied on cheque payments for administration costs would remain. This proposal was carried unanimously, so subscription rates will increase from January 2009.

## 6. Secretary's Report

### 6.1. Committee Meetings

Over the past year the Committee had met on two occasions: June 3<sup>rd</sup> 2008 (University of Manchester) and September 15<sup>th</sup> 2008 (University of Bristol).

### 6.2. Committee Membership and Office Bearers

6.2.1. The voting for the position of Chair, held by a show of hands at the Manchester committee meeting, resulted in the nomination of Chris Newman. This was ratified unanimously by the members present.

6.2.2. The voting for the vacant Committee positions, held by a postal ballot of members, resulted as follows:

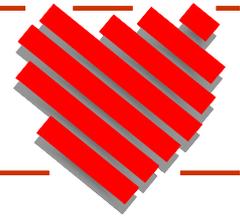
Carolyn Carr	9
Richard Heads	25
Cathy Holt	32
Yalda Jamshidi	15
Nicola King	11
Melanie Madhani	24

The elections of Cathy Holt and Richard Heads were ratified unanimously by the members present.

6.2.3. There were three vacant clinical positions on the Committee. Two existing clinically qualified members of the Committee, Barbara Casadei and Andrew Grace, had agreed to stand for re-election and a third clinician, Derek Hausenloy, had applied for election, so these three were recommended to the membership. This was carried unanimously.

6.2.4. Therefore as from January 2009 the Committee will comprise:

Chris Newman	Chair
Chris Jackson	Secretary
Mike Curtis	Treasurer
Yvonne Alexander	Basic scientist member
Katrina Bicknell	Basic scientist member
Barbara Casadei	Clinician scientist member
Alison Cave	Basic scientist member
Andrew Grace	Clinician scientist member
David Grieve	Basic scientist member
Derek Hausenloy	Clinician scientist member
Richard Heads	Basic scientist member
Cathy Holt	Basic scientist member
Helen Maddock	Co-opted member
Nicola Smart	Co-opted member



6.2.5. Votes of thanks were given by the BSCR to David Eisner, the outgoing Chair, and to Nicola King, outgoing committee member.

6.3. Changes to Constitution

Suggested revisions of the constitution as agreed at the Committee meeting were put forward for discussion and ratification at the AGM. All of the suggested changes were agreed by the members present. The revised Constitution is in Appendix 1.

**7. Bulletin Editors' Report**

The Bulletin Editors reported that all was going well with getting suitable material and meeting publication deadlines. They would like to solicit articles from members along the lines of lab profiles, viewpoints, "A day in the life of...", and "State of cardiovascular sciences in...". They would also welcome feedback on the types of article that members would like to see, and suggestions for changes to the Bulletin.

There was discussion of whether members would like to continue to receive hard copies of the Bulletin or whether electronic copies alone would be acceptable. The members asked that the Bulletin Editors provide a breakdown to the Secretary of the costs of production, so that information could be circulated and an informed consensus reached.

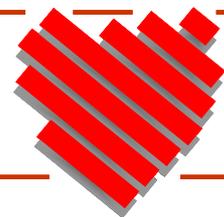
**8. Any Other Business**

8.1. It was asked why membership of the BSCR did not run for a full 12 months from the date of joining, rather than to the end of the calendar year of joining. The Chair explained that it would create serious administrative problems to have renewal dates spread through the year, and that in the context of several years' membership the reduced value of the first year was negligible.

8.2. It was asked why the BSCR is maintaining such a large bank balance, and should the Society be spending more? It was pointed out that we need to maintain a significant float of funds to cover potential losses on meetings, and that the current balance was therefore not excessive. It was suggested that members should draw the attention of students to the travel bursary scheme in order to improve take-up.

**9. Date of the Next Annual General Meeting**

The next AGM will be held at the Autumn Meeting in 2009 in Oxford.



# Annual General Meeting 2008

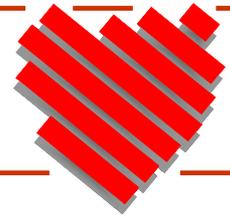
## Appendix 1: Revised Constitution

### 1. Name

The name of the Association is "The British Society for Cardiovascular Research" (hereinafter called "the BSCR").

### 2. Objects and Powers

- 2.1. The BSCR is established to provide meetings and workshops for research workers, to enable the presentation and discussion of scientific research work on the heart and the vascular system, and thereby contribute to the progress and understanding of biomedical and allied sciences in relation to the cardiovascular system and the detection, prevention and treatment of disease, disability and malfunction of the cardiovascular system.
- 2.2. In furtherance of the said objects but not otherwise the BSCR may:
  - 2.2.1. Employ and pay any person or persons to supervise, organise and carry on the work of the BSCR and make all reasonable and necessary provision of the payment of pensions and superannuation to or on behalf of the employees and their widows and other dependents.
  - 2.2.2. Arrange and provide for or join in arranging and providing for the holding of meetings, lectures, workshops, seminars and training courses.
  - 2.2.3. Collect and disseminate information on all matters affecting the said objects and exchange such information with other bodies having similar objects whether in this country or overseas.
  - 2.2.4. Undertake, execute, manage or assist any charitable trusts which may lawfully be undertaken, executed, managed or assisted by the BSCR.
  - 2.2.5. Cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio or visual or both) as shall further the said objects.
  - 2.2.6. Purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the said objects and construct, maintain and alter any buildings or erections necessary for the work of the BSCR.
  - 2.2.7. Make regulations for any property which may be so acquired.
  - 2.2.8. Subject to such consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the BSCR.
  - 2.2.9. Subject to such consents as may be required by law, borrow or raise money for the said objects and accept gifts on such terms and on such security as shall be deemed to be necessary.
  - 2.2.10. Raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise.
  - 2.2.11. Invest the moneys of the BSCR not immediately required for the said objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law.
  - 2.2.12. Do all such other lawful things as are necessary for the attainment of the said objects.



**3. Membership**

- 3.1. Full membership of the BSCR shall be open to individuals who are interested in furthering the work of the BSCR and who have paid the annual subscription as laid down from time to time by the Executive Committee hereinafter mentioned.
- 3.2. The said Executive Committee shall have the right:
  - 3.2.1. To approve or reject applications for membership, and
  - 3.2.2. For good and sufficient reason to terminate the membership of any individual.

**4. Honorary Officers**

- 4.1. At the Committee meeting held during the Spring meeting of the Society the Committee shall elect a Chair, a Secretary and a Treasurer and such other Honorary Officers as the BSCR shall from time to time decide. If newly elected, the officer will be designated 'Officer-Elect' until taking up the position.
- 4.2. The Chair and the Honorary Officers of the BSCR shall hold office from 1 January next after the Annual General Meeting of the BSCR next after their election but shall be eligible for re-election PROVIDED THAT, ordinarily, no Honorary Officer shall hold office for more than three consecutive years.
- 4.3. The Chair and Honorary Officers shall be *ex officio* members of the BSCR, the said Executive Committee and of any other committee.
- 4.4. The BSCR shall appoint one or more qualified auditors and may determine their remuneration (if any).

**5. Executive Committee**

- 5.1. The policy and general management of the affairs of the BSCR shall be directed by an Executive Committee (hereinafter called "the Committee") which shall meet not less than two times a year and when complete shall consist of nine members, plus the Chair and Honorary Officers of the BSCR, plus any co-opted members.
- 5.2. The members of the Committee shall be elected at the Annual General Meeting of the BSCR in accordance with Clause 6 hereof.
- 5.3. At least three of the members of the Committee, excluding the Chair and Honorary Officers of the BSCR and any co-opted members, shall be medically qualified.
- 5.4. Election to the Committee shall be for three years. The period for re-election is a maximum of three years.
- 5.5. In addition to the members so elected and to those serving by virtue of Clause 4c hereof, the Committee may co-opt up to three further full members being full members of the BSCR who shall serve until the end of the calendar year after individual co-option and continue on an annual basis PROVIDED THAT the number of co-opted members shall not exceed three at any time. Co-opted members shall be entitled to vote at meetings of the Committee.
- 5.6. Any casual vacancy in the Committee may be filled up by the Committee and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting of the BSCR and shall be eligible for election at that Meeting.
- 5.7. The proceedings of the Committee shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member.
- 5.8. The Committee may appoint and fix the remuneration of a General Secretary and of all such other staff (not being members of the Committee) as may in their opinion be necessary.
- 5.9. The Committee may appoint such special or standing committees as may be deemed necessary by the Committee and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such special or standing committees shall be reported back to the Committee as soon as possible.



**6. Meetings of the BSCR**

- 6.1. The First General Meeting of the BSCR shall be held not later than the 31st December 1992, and once in each year thereafter an Annual General Meeting of the BSCR shall be held during the Autumn/Winter meeting of the BSCR, at such time (not being more than 18 months after the holding of the preceding Annual General Meeting) and place as the Committee shall determine. At least 21 clear days' notice shall be given in writing by the Secretary or General Secretary to each member. At such Annual General Meeting the business shall include the election of full members to serve on the Committee; the appointment of an auditor or auditors; the consideration of an annual report of the work done by or under the auspices of the Committee and of the audited accounts; and the transaction of such other matters as may from time to time be necessary.
- 6.2. The Chair of the Committee may at any time at his/her discretion and the Secretary or General Secretary shall within 21 days of receiving a written request so to do, signed by not less than 30 full members and giving reasons for the request, call a Special General Meeting of the BSCR.
- 6.3. The BSCR shall normally hold two full meetings each year.

**7. Nominations of Honorary Officers and Committee Members**

- 7.1. Only full members of the BSCR shall be eligible to serve as Honorary Officers or members of the Committee.
- 7.2. Nominations for Honorary Officers must be made by members of the Committee in writing and must be in the hands of the Secretary or General Secretary at least 30 days before the date of the Spring Meeting. Should nominations exceed vacancies, election shall be by ballot at the Committee meeting which shall be held at the time of the Spring meeting of the BSCR and before the Annual General Meeting.
- 7.3. Nominations for members of the Committee must be made by full members of the BSCR in writing and must be in the hands of the Secretary or General Secretary at least 60 days before the Annual General Meeting. Should nominations exceed vacancies, elections shall be by a system of postal or electronic voting (the arrangements for which shall be made by the Committee) PROVIDED THAT the first members of the Committee shall be elected by personal vote at the first General Meeting of the BSCR.

**8. Rules of Procedure at All Meetings**

**8.1. Quorum**

The quorum at a meeting of the BSCR shall be one-twentieth of the total actual membership of the BSCR for the time being. The quorum at a meeting of the Committee or any committee appointed under Clause 5i hereof shall be one-third of the membership of the Committee (including members, the Chair and Honorary Officers, and co-opted members) or committee (as the case may be) or such other number as the BSCR may in General Meeting from time to time determine.

**8.2. Voting**

Save as otherwise herein provided, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote thereat. Arrangements for proxy voting may from time to time be made by the Committee PROVIDED ALWAYS THAT no such arrangements shall be made with regard to Clauses 11 and 12 hereof. No person shall exercise more than one vote, but in the case of an equality of votes the chair of the meeting shall have a second or casting vote.

**8.3. Minutes**

Records of minute shall be kept in books and/or electronic files by the Committee and all other committees, and the appropriate secretary shall enter therein a record of all proceedings and resolutions.



**8.4. Standing Orders and Rules**

The Committee shall have power to adopt and issue Standing Orders and/or Rules for the BSCR. Such Standing Orders and/or Rules shall come into operation immediately PROVIDED ALWAYS that they shall be subject to review by the BSCR in General Meeting and shall not be inconsistent with the provisions of this Constitution.

**9. Finance**

9.1. All moneys raised by or on behalf of the BSCR shall be applied to further the objects of the BSCR and for no other purpose PROVIDED THAT nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the BSCR or the repayment to members of the Committee or of any committee appointed under Clause 5i hereof reasonable out-of-pocket expenses.

9.2. The Honorary Treasurer shall keep proper accounts of the finances of the BSCR.

9.3. The accounts shall be audited at least once a year by the auditor or auditors appointed at the Annual General Meeting.

9.4. An audited statement of the accounts for the last financial year shall be submitted by the Committee to the Annual General Meeting as aforesaid.

9.5. A bank account shall be opened in the name of the BSCR with National Westminster Bank PLC, of 13 Stonehills, Welwyn Garden City, Herts, or with such other bank as the Committee shall from time to time decide. The Committee shall authorise in writing the Treasurer, the Secretary or General Secretary of the BSCR and two members of the Committee to sign cheques on behalf of the BSCR. All cheques must be signed by not less than two of the four authorised signatories.

**10. Trust Property**

The title of all real or personal property which may be acquired by or on behalf of the BSCR shall be vested in a corporation lawfully entitled to act as Custodian Trustee or in not less than five or more than seven individual persons (not being members of the Committee).

**11. Alterations to the Constitution**

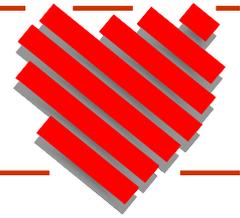
Any alteration to this Constitution shall receive the assent of not less than two-thirds of the full membership of the BSCR for the time being present and voting at a General Meeting PROVIDED THAT notice of any such alteration shall have been received by the Secretary or General Secretary in writing not less than 21 clear days before the meeting at which the alteration is to be proposed. At least 14 clear days' notice in writing of such a meeting, setting forth the terms of the alteration, shall be sent by the Secretary or General Secretary to each member of the BSCR PROVIDED THAT no alteration shall be made which would have the effect of causing the BSCR to cease to be a Charity at law.

**12. Dissolution**

If the Committee by a simple majority decide at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the BSCR, it shall call a meeting of all members of the BSCR, of which meeting no less than 21 days' notice (stating the terms of the Resolution to be proposed thereat) shall be given. If such decision shall be confirmed by a two-thirds majority of those present and voting at such a meeting the Committee shall have power to dispose of any assets held by or on behalf of the BSCR. 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 BSCR as the Committee may determine.

**13. Notice**

Any notice may be served by the Secretary or General Secretary or any member either



personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be decided to have been received within ten days of posting.

**14. Interpretation**

For the interpretation of this Constitution, the Interpretation Act, 1978, shall apply as it applies to the interpretation of an Act of Parliament.