



# European Council for Cardiovascular Research (ECCR)

## **BYE-LAWS FOR THE EUROPEAN COUNCIL FOR CARDIOVASCULAR RESEARCH (ECCR)** **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, 10<sup>th</sup> October 2009, 3<sup>rd</sup> June 2021

### **ARTICLE I**

#### **NAME AND PLACE OF ESTABLISHMENT:**

1. The name of the Society shall be **THE EUROPEAN COUNCIL FOR CARDIOVASCULAR RESEARCH**, abbreviated the ECCR.
2. The Society shall be governed by the laws of England and Wales

### **ARTICLE II**

#### **OBJECTIVES OF THE SOCIETY:**

1. The ECCR shall promote the relief of sickness and the preservation and protection of good health by promoting clinical and experimental research in hypertension, kidney disease and cardiovascular disease in Europe.

### **ARTICLE III**

In connection with the above Object the Society shall have power:

1. To encourage, promote and organize international scientific activities and the communication of results. Such activities shall be carried out by means of publications, special meetings and seminars, as well as through the participation and organization of Congresses in Europe. Research projects themselves may be sponsored or conducted under special circumstances as appropriate to such European bodies.  
  
To encourage, promote and organize postgraduate training and international exchange of investigators, teachers, fellows and students.
2. 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 future meetings or other ECCR activities.
3. The ECCR will seek support for its activities with ad hoc grants from the European Union, other European countries, 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.

### **ARTICLE IV**

#### **POWERS:**

1. The society, represented by the Executive Committee (EC), has the following powers which may be exercised only in promoting the Objects:

- 1.1 To promote or carry out research.
- 1.2 To provide advice.
- 1.3 To publish or distribute information.
- 1.4 To cooperate with other bodies.
- 1.5 To raise funds (but not by means of taxable trading).
- 1.6 To set aside funds for special purposes or as reserves against future expenditure.
- 1.7 To insure the property of the Society against any foreseeable risk and take out other insurance policies to protect the Society when required.
- 1.8 To pay for indemnity insurance for the members of the EC.
- 1.9 Subject to Article VIII, sub-clause 1.3, to employ paid or unpaid agents, staff or advisers.
- 1.10 To enter into contracts to provide services to or on behalf of other bodies.

## ARTICLE V

### MEMBERS:

1. 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.  
Applications for membership shall be supported in writing to the Secretary by two (2) 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 EC shall consider and approve proposals. Student/Trainee applications do not need support by ECCR members. Their applications will be evaluated by the EC at the next EC meeting following receipt of the application by the Secretary. Successful applications will be ratified by members at the Annual Business Meeting, confirmed by a simple majority of those voting in favour. Every member has one vote.
2. **Membership Regulations.** The EC may make such reasonable rules and regulations for membership (the 'Membership Regulations') as they shall from time to time determine. The Membership Regulations may regulate the following matters but are not restricted to them:
  - a) the creation of classes of membership (voting and/or non-voting) of the Society;
  - b) the rights and obligations of each class or classes of membership (including payment of membership fees);
  - c) the conditions for nomination and admission to and termination of membership.
  - 2.1 A copy of the Membership Regulations must be supplied on request to any member. A copy must also be supplied, within two (2) months, to any other person who makes a written request and pays the Society's reasonable costs.
3. **Resignation and Termination.** A member may resign by written notice to the Society. Membership shall lapse upon failure, for three successive years, to attend the Annual Scientific Meeting of the Society. The EC 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 EC before a final decision is made.
4. **Register of Members.** The EC must keep a register of members.

## ARTICLE VI

### THE EXECUTIVE COMMITTEE (EC) AND OFFICERS:

1. The ECCR is led by an Executive Committee (EC) of ten (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 EC for two (2) years. The other members of the EC are elected at the business meeting for a three (3) -year period. Following each election, the EC chooses a Treasurer and Secretary among its members. The members of the EC are the trustees of the Charity.
  - 1.1 All the members of the EC 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.
  - 1.2 The proceedings of the EC 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.
  - 1.3 Nobody shall be appointed as a member of the EC who is aged under 18 or who would if appointed be disqualified under the provision of the following clause.
  - 1.4 No person shall be entitled to act as a member of the EC whether on a first or on any subsequent entry into office until after signing in the minute book of the EC a declaration or acceptance and of willingness to act in the trusts of the Charity.

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

- 1.5 is disqualified from acting as a member of the EC by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);
- 1.6 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- 1.7 is absent without the permission of the EC from all their meetings held within a period of six months and the EC resolve that his or her office be vacated; or
- 1.8 notifies to the EC a wish to resign (but only if at least three members of the EC will remain in office when the notice of resignation is to take effect).
- 1.9 No member of the EC 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 EC) in any contract entered into by the EC

## ARTICLE VII

### SPECIAL REGULATIONS

1. The EC shall supervise the affairs of the ECCR and arrange the Annual Scientific Meeting and the Annual Business Meeting of the Society in connection with the Annual Scientific Meeting. The EC may meet together, physically or electronically, for the dispatch of business, adjourn, and otherwise regulate their meetings as they think fit. Every matter shall be determined by a majority of votes of the members of the EC present and voting on the question, but in the case of equality of votes the chairperson of the meeting shall have a second or casting vote. A quorum for meetings of the EC is more than half of the total EC members at the time or six (6) members of the EC, whatever is greater. In the case a physical Annual General Meeting cannot be held for reasons beyond control of the Society, an electronic election among the members of the Society shall be held around the time of the planned Annual General Meeting to fill vacancies arising as the result of the expiry of the three (3) year term of an elected EC member. Any two members of the Society may nominate a candidate by writing to the Secretary not less than thirty (30) days before the scheduled General Meeting of the Society. No member of the Society is eligible who is disqualified under the Charities Act from acting as a trustee. Votes can be cast up to the number of seats specified by the EC before the elections. Re- election for a second three (3) year term is possible but members of the EC may serve not more than two (2) consecutive three (3) year terms. EC members wishing to stand for the re-election for a second term must confirm their intention to do so in writing to the Secretary (or to a member of the

EC designated by the President if the Secretary stands for re-election) not less than thirty (30) days before the scheduled General Meeting of the Society. The re-election of candidates for a second term will be conducted by the EC upon consideration of the previous performance in the EC. In the event of an elected EC Member ceasing to hold office before the date on which that term of office would otherwise have come to an end, the EC may appoint upon prior advertising some other person to serve as a EC Member until the next Annual General Meeting. A period of Office served as a EC Member to fill a casual vacancy in this way shall be disregarded in calculating that person's eligibility for re-election as a EC Member.

1.2 **The President** must be an elected member of the EC and will be elected by the members of the Society at the Annual General Meeting or by an electronic ballot held approximately one year before he or she is due to take up office. He or she will be designated "President-Elect" of the Society until taking office as "ECCR President" at the conclusion of the General Meeting held at the following Annual Meeting of the Society. Nominations for election to the office of President-Elect shall be supported by at least three (3) members of the ECCR and submitted in writing to the Secretary, at least four (4) weeks before the next Annual Business meeting. Every member of the Society has one (1) vote.

The President is chairing the EC. In his or her absence he or she will be replaced by the President-Elect. In the absence of both the President and the President-Elect, the members of the Committee shall elect an acting chairperson. A member of the EC may be nominated to be President Elect if he or she has been a member of the EC for three (3) or six (6) years. If there is a tie between candidates, a second voting round with only these tied candidates will be performed. Access to the voting system is held exclusively by the members of the Election Committee led by the Secretary of the Society (unless the Secretary is standing for the election). In this case, the President nominates another member of the EC to act as a chairperson for the Election Committee. If an electronic ballot is selected as the voting system, fourteen (14) days are allowed for voting after balloting is opened by the chair of the Election Committee. The Election Committee will consist of three (3) elected EC Members who are not standing for election. It will be formed at least one (1) month before the election. The results of the election of President Elect will be announced within forty-eight (48) hours after closing of the election ballot, or directly if the election was held at a meeting of the EC.

1.3 A **technical defect** in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

1.4 The EC may nominate an **ECCR Advisory Board** selected from previous ECCR Presidents and other members of the Society. The members of the ECCR Advisory Board are members of the EC without voting rights.

1.5 The EC may nominate **Ex Officio Members** of the EC without voting rights from the ECCR membership for special tasks as defined by the EC.

1.6 The EC may create **ECCR Working Groups** for special tasks, including but not limited to

- Young Investigators
- Basic Science
- Clinical Science
- Education

These should be led by a member of the EC but will be open to any members of the Society.

1.7 In furtherance of the objects but not otherwise the **EC may exercise the following powers:**

- power to raise funds and to invite and receive contributions provided that in raising funds the EC shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;

- 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;

- power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Society;

- power subject to any consents required by law to borrow money and to charge all or any part of the property of the Society with repayment of the money so borrowed;

- power to employ such staff (who shall not be members of the EC) 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;

- 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;

- power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;

- power to do all such other lawful things as are necessary for the achievement of the objects.

1.8 The EC shall keep **minutes**, in books kept for the purpose, of the proceedings at meetings of the EC and any sub-committee.

1.9 The EC 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.

## ARTICLE VII

### GENERAL MEETINGS AND FINANCES

1. The EC shall call the **Annual General Meeting** (Business Meeting). The secretary shall give at least 21 days' notice of the Annual General Meeting to all the members of the Society. All the members of the Society shall be entitled to attend and vote at the meeting. Every member has one vote. Before any other business is transacted at the first annual general meeting, the persons present shall appoint a chairperson of the meeting. The chairperson shall be the chairperson of subsequent annual general meetings, but if he or she is not present or not willing to do so, before any other business is transacted, the persons present shall appoint a chairman of the meeting.

2. At a General Meeting the members:

- receive from the EC the accounts of the Society for the previous financial year;
- receive the report of the EC on the Society's activities since the previous Meeting;
- accept the retirement of those elected Trustees who wish to retire or are retiring by rotation;
- discuss and determine any issues of policy or deal with any other business put before them by the EC.

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

4. Only subjects listed on the agenda may be brought up for discussion or vote at a General Meeting. Any individual member's communication must be addressed to the President at least two (2) weeks before the scheduled General Meeting.

5. Not less than twenty-one (21) clear days' notice shall be given of every General Meeting. All matters of the Society that require approval by the membership will be provided electronically at least fourteen (14) days before the upcoming General Meeting. Members of the Society will have the right to vote on each of these matters up to one week before the General Meeting.

6. Finances. The Society's financial year shall run from 1 January to 31 December.

7. The EC will appoint auditors or independent examiners for the Society on a regular basis

8. 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.

## ARTICLE VIII

## **AWARDS AND PRIZES:**

1. The EC may designate funds each year for the purposes of making grants in the form of awards and prizes and, if they do, they must determine the terms and conditions on which awards and prizes will be granted. (the 'Awards and Prizes Regulations').
2. Subject always to the specific terms of any such award or prize the EC may at any time alter the Awards and Prizes Regulations or revoke any award or prize.
3. A copy of the Awards and Prizes Regulations must be supplied on request to any member.

## **ARTICLE IX**

### **BENEFITS TO MEMBERS AND TRUSTEES:**

1. The property and funds of the Society must be used only for promoting the Objects and do not belong to the members or the EC.
2. No member of EC may receive any payment of money or other material benefit (whether direct or indirect) from the Society except:
  - 2.1. under Article III, sub-clause 8.0 (indemnity insurance) and this Article VIII, sub-clause 1.3 (contractual payments);
  - 2.2. reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Society;
  - 2.3. interest at a reasonable rate on money lent to the Society;
  - 2.4. a reasonable rent or hiring fee for property let or hired to the Society;
  - 2.5. an indemnity in respect of any liabilities properly incurred in running the Society (including the costs of a successful defense to criminal proceedings);
  - 2.6. payment to a company in which a member of the EC has no more than a 1 percent shareholding;
  - 2.7. charitable benefits in his or her capacity as a beneficiary; and
  - 2.8. in exceptional cases, other payments or material benefits (but only with the prior written approval of the Charity Commission).
3. A member of EC may not be an employee of the Society, but a member of EC or connected person 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:
  - 3.1. the goods or services are actually required by the Society;
  - 3.2. the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a meeting of the or EC in; and
  - 3.3. not more than one half of the members of the EC are interested in any such contract in any one financial year.
4. Whenever a member of the EC has a personal interest in a matter to be discussed at a meeting of the EC or a committee, he or she must:
  - 4.1. declare an interest before the meeting or at the meeting before discussion begins on the matter;
  - 4.2. be absent from that part of the meeting unless expressly invited to remain in order to provide information;

- 4.3. not be counted in the quorum for that part of the meeting;
- 4.4. be absent during the vote and have no vote on the matter.

## **ARTICLE X**

### **RECORDS AND ACCOUNTS:**

1. The EC must comply with the requirements of the Charities Act as to the keeping of financial records, the audit or independent examination of accounts and the preparation and transmission to the Charity Commission of:
  - 1.1 annual returns;
  - 1.2 annual reports, and
  - 1.3 annual statements of account.
- 1.1 The EC must keep proper records of:
  - 1.1.1 all proceedings at General Meetings
  - 1.1.2 all proceedings of the EC
  - 1.1.3 all reports of committees/working groups, and
  - 1.1.4 all professional advice obtained.
2. Accounting records relating to the Society must be made available for inspection by any member of the EC at any time during normal office hours and may be made available for inspection by members if the EC so decides.
3. A copy of the Society's latest available statement of account must be supplied on request to any member of the EC or member. A copy must also be supplied within two (2) months to any other person who makes a written request and pays the Society's reasonable costs.

## **ARTICLE XI**

### **NOTICES:**

1. Notices under these Bye Laws may be sent by hand, by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or newspaper or website or any journal distributed by the Society.
2. The address at which a member is entitled to receive notices is the address noted in the register of members (or, if none, the last known address).
3. Any notice given in accordance with these Bye Laws is to be treated for all purposes as having been received:
  - 3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;
  - 3.2 two (2) clear days after being sent by first class post to that address;
  - 3.3 on the date of publication of a journal, newspaper or web article containing the notice;
  - 3.4 on being handed to the member or its authorised representative personally or, if earlier,
  - 3.5 as soon as the member acknowledges actual receipt.

4. A technical defect in the giving of notice of which the members or the EC are unaware at the time does not invalidate decisions taken at a meeting.

## **ARTICLE XII**

### **AMENDMENTS TO THE BYE-LAWS:**

1. These Bye-Laws may be amended:
  - 1.1 at a General Meeting, for which the quorum is twenty (20), by a two-thirds majority of the votes cast on this voting. In this case the members must be given twenty-one (21) clear days' notice of the proposed amendments.
  - 1.2 by electronic voting. In order for amendments to be made by this means, they must receive affirmative votes from at least 10 percent of the members.
2. No amendment is valid if it would make a fundamental change to the Objects or to this clause or destroy the charitable status of the Society.
3. This clause may not be amended without prior written consent of the Charity Commission.

## **ARTICLE XIII**

### **DISSOLUTION:**

1. If the EC decides that it is necessary or advisable to dissolve the Society it shall call a meeting of all members of the Society, 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 EC shall have power to realize any assets held by or on behalf of the Society. 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 Society as the members of the Society 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 Society must be sent to the Charity Commissioners.

## **ARTICLE XIV**

### **RESOLUTIONS OF THE EXECUTIVE COMMITTEE:**

1. Quite separately from the Bye Laws, the EC should maintain a schedule of formal EC resolutions that will help guide its processes. These will include resolutions in the following areas:
  - 1.1 Arrangements for Annual Scientific Meetings.
  - 1.2 Procedures for according official Society recognition of Scientific Meetings in the field of clinical and experimental research in hypertension and cardiovascular disease.