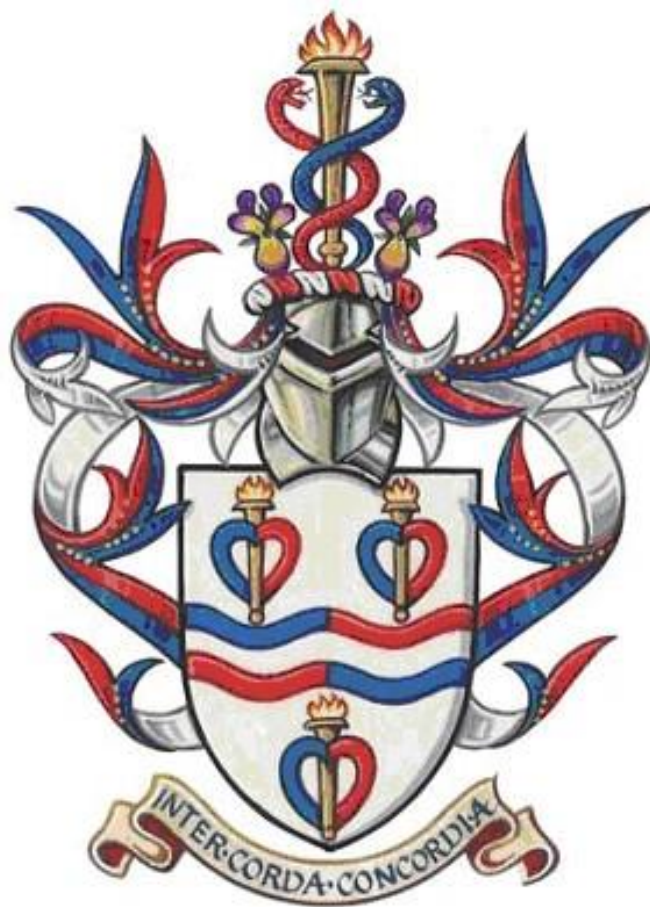


**THE COLLEGE OF CLINICAL
PERFUSION SCIENTISTS
OF GREAT BRITAIN AND IRELAND**



CONSTITUTION

THE COLLEGE OF CLINICAL PERFUSION SCIENTISTS OF GREAT BRITAIN AND IRELAND

CONSTITUTION

1. INTERPRETATION

- 1.1 In these and in any by-laws or regulations made hereunder, where the context so admits, the following expressions have the following meanings: -
- 1.2 **The College** means the College of Clinical Perfusion Scientists of Great Britain and Ireland.
- 1.3 **Director** means Member of the Council.
- 1.4 **The Council** means the Council of Management for the time being of the College.
- 1.5 **Member** means a Registered Member of the College.
 - 1.5.1 Licentiate of The College of Clinical Perfusion Scientists of Great Britain and Ireland.
 - 1.5.2 Fellow of The College of Clinical Perfusion Scientists of Great Britain and Ireland.
 - 1.5.3 Trainee member of The College of Clinical Perfusion Scientists of Great Britain and Ireland.
 - 1.5.4 Emeritus member of The College of Clinical Perfusion Scientists of Great Britain and Ireland.
- 1.6 **The Statutes** means The Companies Act 1985 and every other Act for the time being in force concerning joint stock companies and affecting the Company.
- 1.7 **The Act** means The Companies Act, 1985.
- 1.8 **QUALIFIED:** A Clinical Perfusion Scientist is:
 - a) Any person who holds the Accreditation of the Society of Clinical Perfusion Scientists.
 - b) Any person who has successfully undertaken the requirements of the College of Clinical Perfusion Scientists to move from the Limited Register to the Qualified Register.

TRAINEE: A person who is employed within a Perfusion Department in Great Britain or Ireland which holds the College of Clinical Perfusion Scientists' Accreditation for Training, and has the sole intention of training to become an Accredited Clinical Perfusion Scientist.
- 1.9 Words importing the singular number only shall include the plural number and vice versa.
- 1.10 Words importing the masculine gender only shall include the feminine and words importing persons shall include corporations.

2. THE PRIMARY OBJECTIVES FOR WHICH THE COLLEGE IS ESTABLISHED

- 2.1 For the benefit and safety of the public to advance and maintain quality in the delivery of perfusion services, best clinical practice, knowledge and education, via peer review and the joint Codes of Practice. To liaise with and consult with other professional bodies and institutions deemed necessary in pursuing these objectives.
- 2.2 To liaise with and consult with the Society of Clinical Perfusion Scientists, forming joint committees and working parties as and when necessary, to discuss all matters of training, education, governance and professional status for Clinical Perfusion Scientists.
- 2.3 The maintenance of Perfusionist Registers:-
 - a) The Full / Qualified Register (for Qualified Clinical Perfusion Scientists).
 - b) The Overseas Register (for Qualified Clinical Perfusion Scientists working outside of Great Britain and Ireland).
 - c) The Provisional Register (for Accredited Clinical Perfusion Scientists whose registration has been temporarily re-assigned according to guidelines in the re-registration handbook).
 - d) The Limited Register (for Overseas Clinical Perfusion Scientists working towards Full registration in Great Britain or Ireland).
 - e) The Trainee register (for Trainees employed in accredited units in Great Britain or Ireland).
 - f) The management of disputes, complaints, hearings and appeals associated with the above.
- 2.4 The accreditation of all centres undertaking cardiothoracic surgery including the evaluation of training resources where provided. Visits are categorised as below:-
 - a) Routine Hospital Visit – Category 1 visit :- Every hospital, including those who have not previously been visited, where Clinical Perfusion Scientists are practising, is to be visited every 5 years by 2 College accredited assessors.
 - b) Special Hospital Visit – Category 2 Visit:- Hospitals which are known to have undergone significant or rapid change or are known to be problematic from previous visits; or from communications from relevant departments will be visited as and when required.
- 2.5 The training and accreditation of external College assessors.
- 2.6 The evaluation of study days and courses for awarding Continuous Professional Education points.
- 2.7 The award of the following Letters Designate: LCCP, FCCP, CCPE
 - 2.7.1 **Licentiate** (LCCP) shall be

a) a perfusionist who holds The Society of Clinical Perfusion Scientists of Great Britain and Ireland Certificate of Accreditation and who has registered with the College.

b) a perfusionist who has followed and fulfilled the criteria set through the Limited Registration route and who holds The College of Clinical Perfusion Scientists of Great Britain and Ireland Certificate of Registration

2.7.2 **Fellowship** (FCCP) shall be awarded to Licentiate members who, on application, have a minimum of ten years' experience and ten points as per the criteria for the Fellowship award.

2.7.3 **Emeritus** (CCPE) shall be awarded to retiring perfusionists who have completed a minimum of 25 years in the profession and who make the required one-off payment.

2.8 To provide arbitration in matters of dispute on the relevance of other perfusion related qualifications.

2.9 To provide a disciplinary mechanism.

2.10 To provide an appeals procedure.

2.11 To validate Continuing Professional Education.

2.12 To provide a mechanism of Re-registration for Clinical Perfusion Scientists.

3. SECONDARY OBJECTIVES

The College shall have the following powers exercisable in furtherance of the objectives laid down in the Articles & Memorandum Association but not otherwise, namely:-

3.1 To provide for the general welfare of Members of the College.

3.2 To accept subscriptions, donations (whether of real or personal estate, devises, bequests, grants, loans and subsidies for all or any of the purposes aforesaid.

3.3 Subject to such consents as may be required by law, to borrow or raise or secure the payment of money for the purpose of or in connection with the objects of the College provided that no form of permanent trading is undertaken in raising funds for its primary charitable objects.

3.4 To take such steps by personal or written appeals, public meetings or otherwise as contributions in any form to the fund or property of the College or to any funds or property of which the College shall be Manager or Trustee.

3.5 To invest the monies of the College not immediately required for its purposes in or upon such investments, securities or property as may be thought, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

3.6 To fund scholarships and exhibitions and to make grants, and to give prizes, and to give and participate in any arrangements made with any university or institute of higher education or any other body having the appropriate powers whereby students or former students of the College may become qualified to receive any degrees or other academic qualifications provided that no certificate, diploma or other award shall contain any statement expressing or

implying that it is granted by or under the authority of the Department of Trade or any Government Department except to such extent as may be authorised by the Department of Trade or the department concerned.

- 3.7 To make and publish by-laws and regulations for the Government and conduct of the College and its Members, and to later, amend, vary, add to or rescind any such by-laws and regulations as may from time to time be deemed expedient.
- 3.8 To undertake and carry out the office or offices and duties of trustee, custodian trustee, executor, administrator, manager, agent or nominee of or for any person, company, corporation, association, scheme, trust fund, Government, state, municipal or other body, public or corporate.
- 3.9 To execute and undertake any trust or discretion the undertaking of which may seem desirable, and the distribution amongst the beneficiaries or other persons entitled thereto of any capital income or annuity, whether periodically or otherwise, and whether in money or specie in furtherance of any trust, direction, discretion or other obligation or permission.
- 3.10 To do all such other lawful things as are necessary to the attainment of the objects or any of them, provided that:-
 - 3.10.1 In the case the College shall take or hold any property which may be subject to any trusts the College shall only deal with or invest the same in such manner as is allowed by law, having regard to such trusts.
 - 3.10.2 The College objectives shall not extend to the regulation of relations between workers and employers or organisations of workers and employers to the intent that the College shall not be a trade union within the meaning of Trade.
 - 3.10.3 In the case the College shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the College shall not sell, mortgage, charge, or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management of the College shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management have been, if no incorporation had been effected, and the incorporation of the College shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management but they shall as regards any such property be subject jointly and separately to such controls or authority as if the College were not incorporated.
 - 3.10.4 The income and property of the College, whencesoever derived, shall be applied solely towards the promotion of the objects of the College set forth in the Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the College, provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer not being a member of Council of Management or servant of the College or to any Member of the College, in return for any services actually rendered to the College nor prevent the payment of interest on money lent by any Member or Director of the College, at a rate per annum not exceeding two per cent less than the minimum

lending rate prescribed for the time being of a clearing bank selected by the College or three per cent whichever is the greater, or reasonable or proper rent for premises demised or let by any Member or Director of the College, but so that no Member of the Council of Management shall be appointed to any office of the College remunerated by salary or fees and no remuneration or other benefit in money or monies worth shall be given by the College to any member of the Council of Management of the College except payment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the College, provided that the provision last aforesaid shall not apply to any payment to any company of which a Member of the Council of Management may be a Member and in which such Member shall not hold more than one-hundredth part of the capital, and such Member shall not be bound to account for any share of profits he may receive in respect of any such payment.

3.10.5 No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Department of Trade and the Charity Commission.

3.10.6 If upon the winding up or dissolution of the College there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members or Directors of the College, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the College, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the College under or determined by the Members or Directors of the College at or before the time of dissolution, and in so far as effect cannot be given to such provision then to some other educational object.

4. MEMBERSHIP

4.1 **The Council** shall consist of 14 (fourteen) nominated or co-opted executive directors made up as follows:-

4.1.2 Up to eight members nominated by the Society of Clinical Perfusion Scientists.

4.1.3 The Registrar of the Society of Clinical Perfusion Scientists.

4.1.4 Two surgeons nominated by the Society for Cardiothoracic Surgery in Great Britain and Ireland.

4.1.5 Two anaesthetists nominated by the Association of Cardiothoracic Anaesthetists.

4.1.6 An Academic Clinician co-opted by the Council.

4.2 The Registrar of the Society of Clinical Perfusion Scientists shall be the official conduit to the Executive of the Society except in his absence any member of the Executive on the Council.

4.3 A nominated Officer/Member of the Executive Committee of The Society of Clinical Perfusion Scientists shall be invited to attend all general meetings in an ex-officio capacity e.g.: AGM, EGM, Council etc.

- 4.4 Clinical perfusion scientist members/Directors of the Council must be members of the College.
- 4.5 Any person who is for the time being a Member of the College shall be eligible to be elected to the Council.

4.6 **Membership of the College**

Initial Registration

- 4.6.1 Any person, after becoming qualified to become a Member of the College, may signify by writing to the Administrator his desire to become a Member of the College. The Administrator shall thereupon enter the name of such persons in the books of the College, and upon such entry that person shall become a registered member accordingly.

Re-Registration

- 4.6.2 Any qualified member who fails to re-register each year with the College shall cease to be a Member of the College and his name shall be removed from the Register accordingly. (See Appendix I: Re-registration Document)

5. **TERMS OF OFFICE OF MEMBERS OF THE COUNCIL**

- 5.1 The terms of office of the Members of the Council Directors shall be as follows:-

- 5.1.1 Members nominated by The Society of Clinical Perfusion Scientists of Great Britain and Ireland.

Members of the Society of Clinical Perfusion Scientists of Great Britain and Ireland who desire to become directors of the Council must apply to the Executive Committee of the Society.

- 5.1.2 At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one half of the Members of the Council for the time being, shall retire from office.

- 5.1.3 The Members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between Members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election.

- 5.1.4 The College may, at the meeting at which a member of the Council retires in manner aforesaid, fill the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such election of such a member shall have been put to the meeting and lost.

- 5.2 In the case of nominated or elected members of the Council the normal term of service shall be two years. Members nominated by The Society of Clinical Perfusion Scientists of Great Britain and Ireland and who wish to remain on the Council for another 2-year term will be

referred back to the Society's Executive Committee for approval. Half of the Council members will retire on alternate years.

- 5.3 The representatives from the Society for Cardiothoracic Surgery shall serve a term of two years. They will retire on alternate years.
- 5.4 The representatives from the Association of Cardiothoracic Anaesthetists shall serve a term of two years. They will retire on alternate years.
- 5.5 The academic clinician shall serve a term of two years.
- 5.6 All current postholders will retain the right to continue in office providing their attendance is good and they comply with the criteria outlined in Article 7.
- 5.7. Any outgoing Member of the Council may, if at the time of re-nomination or re-election he is qualified in accordance with Article 4, be re-appointed and re-elected as a Member of the Council.
- 5.8 No person not being a Member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible, for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his/her intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his/her willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty- eight intervening days.

6. OFFICERS OF THE COUNCIL

The President

- 6.1 The Council shall appoint a President from its members for a term of not more than two years. Such person will be eligible for re-election for a further term on completion of the preceding term.
- 6.2 The President will act as Chairman at all meetings of the College.

The Vice President

- 6.3 The Council shall appoint a Vice President from its members for a term of not more than two years. Such person will be eligible for re-election for a further term on completion of the preceding term.
- 6.4 The Vice President will act, in the absence of the President as Chairman at all meetings of the College.

The Secretary

- 6.5 The Council shall appoint or engage a Secretary of the College for a term of not more than two years. Any secretary so appointed may be removed by them. The provisions of Sections 283 and 284 of the Act shall apply. The Council may, by resolution appoint a Secretary-elect

and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

The Secretary should, wherever possible be appointed from the members of the Council of Management. The Secretary and the Treasurer may be the same person. The Secretary will perform the duties of the registrar.

Treasurer

- 6.6 The Council shall appoint or engage a Treasurer of the College for a term of not more than two years. Such person will be eligible for re-election for a further term on completion of the preceding term. Any Treasurer so appointed may be removed by them. The provisions of sections 283 and 284 of the Act shall apply. The Council may, by resolution a Treasurer-elect and any person so appointed may act in place of the Treasurer if there be no Treasurer or no Treasurer capable of acting. The Treasurer should, wherever possible be appointed from the members of the Council of Management.
- 6.7 The offices of President and Treasurer, Vice President and Secretary will retire on alternate years.

7. DETERMINATION OF OFFICE AND RESIGNATION OF COUNCIL MEMBERS

- 7.1 Any Director other than an ex-officio Director who is absent from three consecutive meetings shall cease to be a Director. Commencing on the date of the meeting from which he was first absent, he shall cease to be a Director at the end of that meeting next ensuing after the expiry of that period. Unless the Council shall at that meeting otherwise decide.
- 7.2 The office of a Director of the Council shall be vacated:-
- 7.2.1 If a receiving order is made against him or he makes any arrangement of composition with his creditors.
 - 7.2.2 If he becomes of unsound mind.
 - 7.2.3 If he ceases to be a Member of the College or if a Member of the Council who has been nominated by a Society ceases to be Member of that Society he will cease to be a Member of the Council.
 - 7.2.4 If by notice in writing to the Secretary he resigns his office.
 - 7.2.5 If he ceases to hold office by reason of any order made under Sections 295-30 inclusive of the Act.
 - 7.2.6 If he is removed from office by a resolution duly passed pursuant to Section 303 of the Act.
- 7.3 No person shall be disqualified from holding office as a Director by reason of his having attained the age of 70 years or any other age.
- 7.4 Every vacancy in the office of an appointed or elected Director shall as soon as possible after it occurs be notified by the Secretary to the appointing or electing body, which shall thereupon be entitled to appoint or elect a Member to fill the vacancy. A Director appointed

or elected to fill a casual vacancy shall hold office only for the unexpired term of office of the Director in whose place he is appointed or elected.

8. ORDINARY GENERAL MEETINGS OF MEMBERS

- 8.1 The College shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, all that so long as the College holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of the incorporation or in the following year.
- 8.2 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 8.3 The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisition, as provided by section 368 of the Act.
- 8.4 Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days notice in writing at the least of every other General Meeting (exclusive in every case both of the day in which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the auditors) as are under these presents or under the Statutes entitled to receive such notices from the College; but with the consent of all the Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Statutes in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those Members may think fit.
- 8.5 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had at any meeting.

9. CONDUCT OF BUSINESS AT GENERAL MEETINGS OF MEMBERS

- 9.1 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Seven Members personally present or one tenth of the total membership whichever is the greater (of whom at least 4 shall be neither members of the staff nor students) shall be a quorum.
- 9.2 The Chairman or in his absence a Vice Chairman of the Council of Management shall take the Chair at all meetings of the College but if at any meeting no such person shall be present within fifteen minutes after the time appointed for holding the same the Members present shall choose some member of the Council other than a Student Member who shall be eligible for election as Chairman of such a meeting. If all the eligible Members of the Council present decline to take the Chair they shall choose some Member of the College who shall be present to preside.

- 9.3 Every Member shall have one vote, except that in any case of equality of votes on division the Chairman shall have a second or casting vote. Votes can be given personally and/or by proxy.
- 9.4 The proceedings at any meeting shall not be invalidated by reason of any accidental informality or irregularity in the convening thereof or otherwise, or any want of qualification in any of the persons present or voting there at.

10. POWERS AND DUTIES OF THE COUNCIL OF MANAGEMENT

- 10.1 The College and the property thereof shall be under the control and management of the Council and the Council shall carry on and conduct the College and shall exercise all powers of the College whatsoever, save only such powers as under the Memorandum and Articles of Association as are required to be exercised by the College in general meeting.
- 10.2 The Council shall have the following powers:-
- 10.2.1 Power to make such arrangements as the Council shall deem necessary to establish and maintain machinery for the consultation of industry, commerce, the professions, the universities, other educational establishments and research organisations.
- 10.2.2 Power to appoint such other committees as the Council thinks fit, including where appropriate committees with a membership which includes persons who are not Directors, and to determine their membership and functions. The Council may delegate any of its powers to any such committees or secretary and may confer a right of sub-delegation on any such committee or person upon such terms and conditions as Council sees fit provided always that the Council shall not delegate any of the following matters:-
- a) Approval of the Annual Estimates
- b) The making, alteration, amendment or repeal of or addition to any by-laws made under the provision of these Articles.
- 10.3 Council may only delegate the following matters to a committee which consists exclusively of Members of Council.
- 10.3.1 The termination of the membership of any Member of the college provided that such member shall be entitled to speak and be heard at the meeting at which termination is being considered .
- 10.3.2 The doing of any act or thing which under or by virtue of any provisions of the Companies Act is required to be done by the Council.
- 10.3.3 Power to acquire or dispose of any property real or personal on behalf of the College.
- 10.3.4 Power to enter into, vary, carry out and cancel contracts on behalf of the College.
- 10.3.5 Power to administer all property, securities and monies held by the College and to carry out, administer and execute any trust or discretion undertaken by the College.
- 10.3.6 Power to apply to the Health Authorities and the Local Authorities for a grant in aid of the functions of the College conditions prescribed by the Authorities from time to

time in consultation with the Council and if necessary with the Secretary of State for Health and for Education and Science.

10.3.7 Power to make and from time to time repeal or alter regulations for the management and conduct of the College and the affairs thereof and as to the conduct and duties of any officers and employees of the College and as to the conduct of business by the Council or any committee and generally as to any of the matters or things within the powers or under the control of the Council provided that such regulations shall be consistent with the Memorandum and Articles of Association of the College or any bye-laws made thereunder.

10.3.8 Power generally to do all things necessary or expedient for the due conduct of the affairs both academic and administrative of the College not herein otherwise provided for.

11. PROCEEDINGS OF THE COUNCIL

11.1 The Council shall at the first meeting following the expiry of each calendar year elect from their number a President and one or more Vice-President, each of whom shall hold office until the next election of a President and Vice-President. The President will take the chair at all meetings.

11.2 Whenever a vacancy shall occur in the office of President, and Vice-President the Council shall at its next meeting elect from among its number a new President, or Vice-President as the case may be for the unexpired term of office.

11.3 Meetings of the Council shall be held at such times as may from time to time be thought fit by the Council provided that in each year not less than two ordinary meetings be held.

11.4 A meeting may at any time be summoned by direction of the President for the time being, or shall be summoned at the request in writing of any five Members of the Council. No business shall be transacted at any special meeting other than business specified in the notice summoning the meeting and any business incidental thereto. The Secretary shall convene any such meeting within 21 days of receiving the direction or the request.

11.5 Every meeting shall be summoned by notice in writing delivered or addressed and posted to each Member of the Council. Such notice shall be delivered or posted fourteen clear days before the date of the meeting.

11.6 The President, or in his absence a Vice President, shall preside at meetings of the Council, but if both are absent for any meeting a Chairman (who shall be a Council Member eligible for election as Chairman under Article 22.1) shall be appointed for that meeting or part of a meeting by the Council Members present.

11.7 All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

11.8 No business shall be transacted at any meeting of the Council unless a quorum of seven Members of the Council are present at the meeting.

10.8.1 Seven Members of the Council present in person shall be a quorum.

11.9 Any meeting may be adjourned as may be thought fit.

11.10 Subject as hereinbefore provided all questions shall be decided by the votes of the majority of the Members of the Council present and voting thereon. In the case of an equality of votes, the Chairman of that meeting shall have a second or casting vote.

11.11 The Council shall cause minutes to be kept of the proceedings at general meetings of the College and at meeting of the Council, and the same when agreed by the next general meeting of the College or meeting of the Council, as the case may be, and signed by the Chairman of that meeting shall be conclusive evidence of the matters stated therein.

11.12 Any members of the Council having any pecuniary interest, whether direct or indirect, in the contract or other matter to be discussed at a meeting at which he is present shall as soon as practicable disclose the fact of his interest to the meeting, and shall not take part in the discussion of or vote on any question with respect to that contract or other matter. No payment shall be made in respect of any work or service to any member of the Council without the authority of prior resolution of the Council or otherwise as permitted by the provisions of Clause 4 of the Memorandum of Association.

11.13 Save as aforesaid, the Council may regulate the despatch of its business, adjourn and otherwise regulate its meetings as it thinks fit.

12. ACCOUNTS

12.1 The Council shall be required to comply with statutory requirements currently in force under the Companies Acts or Charities Act at the date of the accounts.

12.2 The accounting records shall be kept at the office, or, subject to the provisions of the Statutes, at any such other place or places as the Council shall think fit, and shall always be open to the inspection of the Members of the Council.

12.3 The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the College or any of them shall be open to the inspection of Members not being Members of the Council, and no Member (not being a Member of the Council) shall have any right of inspecting any account or book or document of the College except as conferred by statute or authorised by the Council or by the College in General Meeting.

12.4 At the Annual General Meeting in every year the Council shall in accordance with the provisions of the Statutes lay before the College a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the College) made up to a date not more than six months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 240(4) of the Act be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter

directed to be served. The Auditors report shall be open to inspection and be read before the meeting as required by sections 241 and 242 of the Companies Act 1985.

13. SEAL

- 13.1 The Council shall provide a common seal for the purpose of the College which shall be kept under such custody and control as the Council shall from time to time determine. The Seal of the College shall not be affixed to any instrument except pursuant to a resolution of the Council and in the presence of two Members of the Council who shall sign every instrument to which the Seal is affixed in their presence and every such instrument shall be countersigned by the Secretary.

14. NOTICE TO MEMBERS

- 14.1 A notice may be served by the College upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the register of Members.

- 14.2 All Members or Directors shall receive :-

Notices sent by post or other means at the address given in the register.

- 14.3 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter.

15. AWARDS

- 15.1 The College of Clinical Perfusion Scientists Research Award

This award is open to the Trained or Trainee Perfusionist registered with the College of Clinical Perfusion Scientists of GB & Ireland who is the primary author of a research-based study published in a recognised scientific journal, with peer review, during the previous year. A research-based study would normally involve randomisation procedures (experimental or clinical) comparing a treatment change to the control (normal) condition. It does not include case reports or small audit projects.

Any individual wishing to be considered for this award must submit a copy of their paper (preferably an electronic copy) to the President of the College, no later than one month before the AGM awards presentation dinner.

The prize will be £500 for the winning Perfusion department to spend on books, journal subscriptions or electronic equipment etc, and £500 to the individual.

Method of Adjudication

Three impartial adjudicators, blinded to both author and institution, shall be appointed from the College Council.