
THE EUROPEAN BOARD OF CARDIOVASCULAR PERFUSION

MEMORANDUM OF ASSOCIATION

1. The name of the company (hereinafter called “the Board”) is “The European Board of Cardiovascular Perfusion”
2. The Registered Office of the Board will be situated in England.
3. The objective for which the Board is established is the preservation of health by the study and promotion of high standards in cardiovascular perfusion. In furtherance of the said object but not further or otherwise the Board shall have the following powers:
 - a) Establish monitor and maintain equality of standards in education and training in the practice of perfusion and related studies for the benefit of the public.
 - b) Set out Essentials and Guidelines by which training programmes will be accredited by the Board and where such programmes will lead to qualifications recognised by all Societies in Europe.
 - c) Encourage the development of Advanced level education and training programmes to train the trainers in perfusion and thereby qualify the trainers to teach perfusion skills.
 - d) Establish a common perfusionists certification programme in Europe and thereby permit greater mobility of labour with recognition of professional competence.
 - e) Issue a European Certificate of Competence in Perfusion to certify that the bearer has satisfied the Board by examination that the required standard of competence has been attained.
 - f) Liaise with the European Commission to legalise these objectives through the appropriate health department.
4. The income and property of the Board, from wherever derived, shall be applied solely toward the promotion of the objectives of the Board set forth in this 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 Board. Provided that nothing herein shall prevent the payment, in good faith of reasonable and proper remuneration to any officer not being a member of the Board or servant of the Board, in return for any services actually rendered to the Board nor prevent the payment of interest on money lent by any Member of the Board 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 Board or three per cent whichever is the greater,

or reasonable or proper rent for premises demised or let by any Member of the Board, no member of the Board shall receive any remuneration, by salary or fees, or other remuneration or financial benefit, from the Board for services to the Board other than out of pocket expenses incurred when performing duties for and on behalf of the Board. The same shall apply to any Member of the Board, or other persons, appointed by the Board to any committee or sub-committee of the Board.

- 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 Industry and the Charity Commission.
- 6. The liability of the Members is limited. Every Member of the Board undertakes to contribute to the assets of the Board in the event of the same being wound up while he/she is a Member, or within one year after he/she ceases to be a Member, for payment of the debts and liabilities of the Board contracted before he/she ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding one pound sterling.
- 7. If upon the winding up or dissolution of the Board 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 of the Board, but shall be given or transferred to some other charitable institution or institutions having similar objectives to the Board, 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 Board under or virtue of clause 4 hereof, such institution or institutions to be determined by the Members of the Board at or before the time of dissolution, and in so far as effect cannot be given to such provision then to some other educational charitable object.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in Pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

MARK VINEY BRAIMBRIDGE (Surgeon)
 Langley Boxwood Nursery
 Rake, Liss
 Hants GU33 7JL

REGINALD HOBBS (Perfusionist)
 St. Thomas' Hospital
 London, SE1 7EH

EDDY VANDEZANDE (Perfusionist)
Department of Extra Corporeal Circulation
University Hospital Gasthuisberg
Herestraat 49
3000 Leuven
BELGIUM

.....

Dated the 24th day of May, 1992

WITNESS to the above Signatures:

DERECK R. WHEELDON
Papworth Hospital
Cambridge
Cams. CB3 8RE

.....

ARTICLES OF ASSOCIATION

of

THE EUROPEAN BOARD OF CARDIOVASCULAR PERFUSION

1. The number of Members with which the Board proposes to be registered is 50, but the Board may from time to time register an increase in the number of Members.
2.
 - a) The Subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership in accordance with the provisions hereinafter contained shall be Members of the Board.
 - b) Any person appointed to the Board as a Delegate or Representative shall also be a Member and in this respect the term is synonymous.
 - c) Any Delegate who ceases to practise in the profession he/she was elected to represent shall ipso facto cease to be a Member of the Board and his/her name shall be removed from the list of Members accordingly.

INTERPRETATION

3. In these Articles and in any bye-laws or regulations made here under where the context so admits, the following expressions have the following meanings:

The Board	means the European Board of Cardiovascular Perfusion.
Member	means a Member of the European Board of Cardiovascular Perfusion.
Delegate	means a perfusionist Member elected to the Board to represent his/her Society or Board of Perfusion.
Representative	means a surgeon, anaesthetist or person, other than a Delegate, elected to the Board to represent his/her Society, Association or Organisation.
Perfusion	means pumping blood through the whole body.
Perfusionist	means a person who operates a heart/lung machine for cardiopulmonary bypass.
Officer	means the Chairman, General Secretary or Treasurer of the Board.

Institution	means a Society, Association or Board within the context of medicine and surgery.
The Statutes	the Companies Act 1985 and every other Act for the time being in force concerning joint stock companies and affecting the Company.

Words importing the masculine gender only shall include the feminine gender.

MEMBERSHIP

4. The Board shall comprise the following Members:

- i.) One Delegate from each European country, who holds the European Certificate in Cardiovascular Perfusion, and is nominated by his Society of Perfusionists, or by the majority of his perfusionist colleagues, or, if agreement cannot be reached, by the Board.
- ii.) A maximum of two Delegates, who hold the European Certificate in Cardiovascular Perfusion, from each country in Europe which has no Society of Perfusionists and no affiliation to a Society of Perfusionists and is nominated by the majority of his perfusionist colleagues or, if agreement cannot be reached, by the Board.
- iii.) Two representatives from the European Liaison Committee for Cardiovascular and Thoracic Surgery, nominated by the Liaison Committee.
- iv.) One representative from the European Association of Cardiothoracic Anaesthetists, nominated by his Association.
- v.) A Chairman, elected by the Members of the Board at a meeting of the full Board and may be any person of the Board's choosing.
- vi.) A Vice-chairman, elected by the Members of the Board at a meeting of the full Board and who must be a current Member of the Board.
- vii.) A General Secretary, elected by the Members of the Board at a meeting of the full Board and may be any person of the Board's choosing.
- viii.) Two Assistant General Secretaries, elected by the Members of the Board at a meeting of the full Board and who must be Members of the Board.
- ix.) A Treasurer, elected by the Members of the Board at a meeting of the full Board and may be any person of the Board's choosing.
- x.) A Website Manager, elected by the Members of the Board at a meeting of the full Board and who may be any person of the Board's choosing, will be

responsible for the EBCP Homepage and he and the General Secretary are the only persons with management access to the Homepage.

- xi.) There shall be three categories of EBCP Country Membership: Full, Associate and Affiliate. Admission to Full Membership is by application approval by the Board Members. Only Full Members shall have voting rights at Board Meetings as well as the privilege of having their room and board expenses covered by the EBCP for Board Meetings. Delegate travel expenses cannot be covered by the Board.
- xii.) Full Membership. To be eligible for Full Membership, a country must be geographically located in Europe. The present EBCP listing (01.01.2004) of the countries in geographic Europe is comprised of: Austria, Albania, Armenia, Azerbaijan, Belarus, Belgium, Bosnia, Bulgaria, Croatia, Czech Republic, Denmark, Estonia, Finland, France, Georgia, Germany, Greece, Hungary, Iceland, Ireland, Italy, Kazakhstan, Kyrgyzstan, Latvia, Lithuania, Luxembourg, The Former Yugoslav Republic of Macedonia, Malta, Moldova, Monaco, Netherlands, Norway, Poland, Portugal, Romania, Russia, Serbia and Montenegro, Slovakia, Slovenia, Spain, Sweden, Switzerland, Tajikistan, Turkey, Turkmenistan, Ukraine, United Kingdom, and Uzbekistan.
- xiii.) Associate Membership. To be eligible for Associate Membership, a country must be geographically located in Europe. Associate Membership shall be accorded to countries which are not presently able to accept the minimum standards as described in the ESSENTIALS and GUIDELINES and REQUIREMENTS FOR EXAMINATION. A Grandperson Clause for experienced perfusionists will not be offered. Perfusionists from these countries will be allowed to sit EBCP examinations if they have graduated from an EBCP accredited training programme, have completed two years experience as a perfusionist, and have performed at least 100 perfusion cases single handed. Experience from within their country is counted.
- xiv.) Affiliate Membership shall be accorded to countries which do not fulfil requirements for Full or Associate Membership.

TERMS OF OFFICE OF MEMBERS OF THE BOARD

- 5. The terms of office of the Members of the Board shall be as follows:
 - a) **Delegates**
 - i) Shall serve a period of two years commencing at the first meeting of the Board following their nomination by their Society.
 - ii) At the Second Annual General Meeting of the Board and at the Annual General Meeting to be held in every subsequent year, one-

third of the Delegates, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.

- iii) The Delegates to retire shall be chosen from those who have been the longest serving at the time of the Second Annual General Meeting. In the absence of agreement the Delegates to retire shall be decided by lot. A retiring Delegate shall be eligible for re-election if his Society or so wishes.

b) **Surgical Representative**

- i) Shall serve a period of two years commencing at the first meeting of the Board following his nomination by his Liaison Committee.
- ii) The retiring Representative shall be eligible for re-election if his Liaison Committee so wishes.

c) **Anaesthetic Representative**

- i) Shall serve a period of two years commencing at the first meeting of the Board following his nomination by his Association.
- ii) The retiring Representative shall be eligible for re-election if his Association so wishes.

d) **Chairman**

- i) Shall serve for four years commencing at the end of the meeting of his election by the Board.
- ii) The first Chairman of the Board shall serve for two years commencing at the first meeting of his election.
- iii) A chairman shall be eligible for re-election if he offers himself for re-election.

e) **Vice-chairman**

- i) Shall serve for four years commencing at the end of the meeting of his election by the Board.
- ii) The first Vice-chairman of the Board shall serve for two years commencing at the first meeting of his election.
- iii) A Vice-chairman shall be eligible for re-election if he offers himself for re-election.

f) **General Secretary**

- i) Shall serve for four years commencing at the end of the meeting of his election by the Board.
- ii) The first General Secretary of the Board shall serve for four years commencing at the first meeting of his election.
- iii) The General Secretary shall be eligible for re-election if he offers himself for re-election.

g) **Assistant General Secretaries**

- i) Shall serve for two years commencing at the end of the meeting of their election by the Board.
- ii) The first Assistant General Secretaries of the Board shall serve for two years commencing at the first meeting of their election.
- iii) The Assistant General Secretaries shall be eligible for re-election if they offer themselves for re-election.

h) **Treasurer**

- i) Shall serve for four years commencing at the end of the meeting of his election by the Board.
- ii) The first Treasurer of the Board shall serve for four years commencing at the first meeting of his election.
- iii) The Treasurer shall be eligible for re-election if he offers himself for re-election.

i) **Website Manager**

- i) Shall serve for four years commencing at the end of the meeting of his election by the Board.
- ii) The Website Manager shall be eligible for re-election if he offers himself for re-election.

DETERMINATION OF OFFICE AND RESIGNATION OF BOARD MEMBERS

6.
 - a) Any Member, other than an ex-officio Member, who is absent from all meetings of the Board during the period of one year, commencing on the date of the meeting from which he was first absent, shall cease to be a Member at the end of that meeting held twelve months after the meeting at which he was first absent, unless the Board shall at that meeting otherwise decide.
 - b) The office of a Member of the Board shall be vacated:
 - i) If a Delegate ceases to practise in the profession for which he was elected to represent.
 - ii) If by notice, in writing to the General Secretary, he resigns his office.
 - iii) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
 - iv) If he becomes of unsound mind.
 - v) If he ceases to hold office by reason of any order made under Section 295-300 of the Act.
 - vi) If he is removed from office by a resolution duly passed pursuant to Section 303 of the Act.
 - c) No person shall be disqualified from holding office as a Member because they have reached an age beyond retirement.
 - d) No Society, Board or other Institution can, without good reason acceptable to the Board, withdraw its Delegate from the Board. Any request to remove a Delegate will be considered by the Board and the Board's decision will be final.
 - e) A Delegate who is the sole representative of his country may appoint a substitute to attend a General Meeting, or Annual General Meeting of the Board in his place if he is unable to attend. The substitute would be an observer with no right to vote. Article 6. a) still applies.
7. Every vacancy on the Board shall as soon as possible after it occurs be notified by the General Secretary to the nominating body, which shall thereupon be entitled to nominate a Delegate to fill such vacancy. A Member elected to fill a casual vacancy shall hold office only for the unexpired term of office of the Member in whose place he is elected.

ORDINARY GENERAL MEETINGS OF THE BOARD

8. The Board 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 Board, 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, and that so long as the Board 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.
9. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
10. The Board may whenever it thinks 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 requisitionists as provided by Section 368 of the Act.
11. 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 on 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 Board; 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.
12. 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, at any meeting.

CONDUCT OF BUSINESS AT GENERAL MEETINGS OF THE BOARD

13. No business shall be transacted at any General Meeting unless a quorum is present when the Meeting proceeds to business. Ten Members, or one tenth of the Members whichever is the greater, of the Board present in person (of whom at least seven shall be Delegates) shall be a quorum.
14. The Chairman, or in his absence, a Vice-Chairman of the Board shall take the Chair at all meetings of the Board; but if at any meetings 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 Board who shall be eligible for election as Chairman of such a Meeting.

15. Every Member shall have one vote, except that in any case of equality of votes on a division the Chairman shall have a second or casting vote. Votes shall be given personally and not by proxy.
16. 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 thereat.

POWERS AND DUTIES OF THE BOARD

17. The Board shall have the following powers:
 - a)
 - i) To appoint an Executive Committee consisting of the Chairman, the General Secretary and the Treasurer. The Board may add to this number as it deems necessary. Decisions made by the Executive must be ratified by the Board.
 - ii) To set up an Academic Committee of such composition as the Board shall from time to time determine; and
 - iii) To make and, from time to time, repeal, or alter regulations for the conduct of the proceedings of the Academic Committee, provided that all acts and proceedings of any such committee shall be fully reported back to the Board as soon as possible.

Unless and until the Board shall otherwise determine, the Academic Committee shall be of the composition, exercise the powers and functions, and be subject to the regulations set out in Articles 30 to 37 below.

- b) Power to make such arrangements as the Board shall deem necessary to establish and maintain machinery for the consultation of industry, commerce, the professions, the universities, other educational establishments and research organisations.
- c) Power to appoint such other committees as the Board thinks fit, including where appropriate, committees with a membership which includes persons who are not Members, and to determine their membership and functions.

The Board may delegate any of its powers to any such committees or to the Chairman or Secretary of a committee and may confer a right of sub-delegation on any such committee or person upon such terms and conditions as the Board sees fit provided always that the Board shall not delegate any of the following matters:

- i) The appointment or dismissal of the Chairman or Secretary.

- ii) The making, alteration, amendment or repeal of, or addition to, any bye-laws made under the provisions of these Articles.
- d) Power to acquire any property, real or personal, on behalf of the Board.
- e) Power to enter into, vary, carry out and cancel contracts on behalf of the Board.
- f) Power to administer all property, securities and monies held by the Board and to carry out, administer and execute any trust or discretion undertaken by the Board.
- g) Power to apply to Health Authorities and local authorities for a grant in aid of the functions of the Board.
- h) Power to make, and from time to time to repeal or alter, regulations for the business management and conduct of the Board and its Members; provided such regulations shall be consistent with the Memorandum and Articles of Association of the Board or any bye-laws made thereunder.
- i) Power generally to do all things necessary or expedient for the due conduct of the affairs, both academic and administrative, of the Board not herein otherwise provided for.

PROCEEDINGS OF THE BOARD

18. a) The Board shall at the meeting at which the Chairman and Vice-Chairman retire elect from their number a Chairman and Vice-Chairman, each of whom shall hold office until the next election of Chairman and Vice-Chairman. Any Member of the Board shall be eligible for election as Chairman or Vice-Chairman.

The Chairman and Vice-Chairman shall be eligible for re-election but shall not hold office for a period of more than eight consecutive years unless the Board shall otherwise by resolution decide.

- b) Whenever a vacancy shall occur in the office of Chairman or Vice-Chairman the Board shall, at its next meeting, elect from among its number a new Chairman or Vice-Chairman as the case may be for the unexpired term of office
19. a) Meetings of the Board shall be held at such times as may from time to time be thought fit by the Board provided that in each year not less than one meeting be held.

- b) A meeting may at any time be summoned by direction of the Chairman for the time being, or shall be summoned at the request in writing, to the General Secretary, of any five Members of the Board. No business shall be transacted at any special meeting other than business specified in the notice summoning the meeting and any business incidental thereto. Any such meeting shall be convened by the General Secretary within forty-two days of receiving the direction or request.
- c) Every meeting shall be summoned by notice in writing delivered or addressed and posted to each Member of the Board. Such notice shall be delivered or posted fourteen clear days before the date of the meeting.
- d) The Chairman, or in his absence the Vice-Chairman, shall preside at meetings of the Board, but if both are absent for any meeting a Chairman (who shall be a Board Member eligible for election as Chairman under Article 18. a) shall be appointed for that meeting or part of a meeting by the Board Members present.
- e) All acts bona fide done by any meeting of the Board or of any Committee of the Board, or by any person acting as a Member of the Board, 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 Board.
- f)
 - i) No business shall be transacted at any meeting of the Board unless a quorum of Members of the Board is present at the meeting;
 - ii) Ten Members, or one tenth of the Members whichever is the greater, of the Board present in person (of whom at least seven shall be Delegates) shall be a quorum.
- g) Any meeting may be adjourned as may be thought fit.
- h) Subject as hereinbefore provided all questions shall be decided by the votes of the majority of the Members of the Board present and voting thereon. In the case of an equality of votes, the Chairman of that meeting shall have a second or casting vote.
- i) The Board shall keep Minutes of the Proceedings at all general meetings of the Board which shall be signed by the Chairman of that meeting if the matters stated therein are agreed to be correct.
- j) Any Members of the Board having any pecuniary interest, whether direct or indirect, in any 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.

- k) Save as aforesaid, the Board may regulate the despatch of its business, adjourn and otherwise regulate its meetings as it thinks fit.

APPOINTMENT AND FUNCTIONS OF THE GENERAL SECRETARY

- 20. The Board shall appoint or engage a General Secretary of the Board upon such terms as the Board thinks fit and any General Secretary so appointed may be removed by them. The provisions of Sections 283 and 284 of the Act shall apply. The Board may from time to time, by resolution, appoint an Assistant or Deputy General Secretary and any person so appointed may act in place of the General Secretary if there be no General Secretary, or no General Secretary capable of acting.

SEAL

- 21. The Board shall provide a common Seal for the purposes of the Board which shall be kept under such custody and control as the Board shall from time to time determine. The Seal of the Board shall not be affixed to any document except pursuant to a resolution of the Board and in the presence of two Members of the Board who shall sign every document to which the Seal is affixed in their presence and every such document shall be countersigned by the General Secretary.

ACCOUNTS

- 22. The Board shall have accounting records kept in accordance with the provisions of the Companies Act.
- 23. The accounting records shall be kept at the office, or subject to the provisions of the Statutes, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the Members of the Board.
- 24. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Board or any of them shall be open to inspection of persons not being Members of the Board, and no person (not being a Member of the Board) shall have any right of inspecting any account or book or document of the Board except as conferred by statute or authorised by the Board in general meeting.

25. At the Annual General Meeting every year the Board shall, in accordance with the provisions of the Statutes, present 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 Board) 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 Board and the Auditors, and copies of such account, balance sheet and report (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 Section 241 and 242 of the Companies Act 1985.
26. In accordance with provision of the Statutes once at least in every year the accounts of the Board shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Companies Act.

NOTICE TO MEMBERS

27. A notice may be served by the Board 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.
28. 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 providing such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the Post Office as a prepaid letter.

WINDING UP

29. The provision of Clauses 6 and 7 of the Memorandum of Association relating to the winding up or dissolution of the Board shall have effect and be observed as if the same were repeated in these Articles.

ACADEMIC COMMITTEE

30. There shall be an Academic Committee of the Board.
31. The academic organisation and structure of the Board shall be as determined by the Academic Committee hereunder. The Academic Committee structure in the first instance shall be based on two sub-committees: the Accreditation Sub-committee and the Certification Sub-committee. Each Sub-committee has the power of co-option.
32. The Academic Committee shall comprise up to eleven members as follows:
 - i) The Chairman of the Board.
 - ii) The General Secretary of the Board.
 - iii) The Treasurer of the Board.
 - iv) The Chairman of each Sub-committee.
 - v) The Secretary of each Sub-committee.
 - vi) One Member from each Sub-committee holding an academic appointment in his Institution.
 - vii) The surgical representative to the Board.
 - viii) The anaesthetic representative to the Board.
33. The Academic Committee shall be deemed to be duly constituted, and its proceedings shall not be invalidated because of any failure to elect or appoint, or any defect in the qualification, election or appointment of any one or more of its members as provided in Clause 32 above or by any temporary or other vacancy in the membership as thereby constituted. The Academic Committee shall minute all of its proceedings.
34. In the case of a person who is a member of the Academic Committee ex officio, he shall continue to be a member of the Academic Committee until he ceases to hold the office by reason of which he is a member.
35. The Chairman of the Board shall be the Chairman of the Academic Committee and he, or, in his absence the Vice-Chairman, or the Chairman of a Sub-committee, shall preside at meetings of the Committee.
36. The Academic Committee may invite persons, who need not necessarily be Members of the Board, to attend any of the meetings of the Academic Committee or its Sub-committees and participate in its discussions, but such invited persons shall not be entitled to vote on any resolution of the Academic Committee or its Sub-committees.

37. The Academic Committee shall have power, subject to the provisions of these Articles to regulate its proceedings and the conduct of its business.
38. Within the general policy of the Board the Academic Committee shall exercise the following functions:

The planning, co-ordination, development and oversight of all the academic work of the sub-committees.

- a) The Accreditation Sub-committee will:
 - i) Regulate and maintain standards to be included in the Essentials and Guidelines produced by the Accreditation Sub-committee and recommend these standards to all institutions seeking the Board's accreditation for their training programmes in perfusion.
 - ii) Recommend to the Board a maximum of three Members for making site visits to institutions seeking the Board's accreditation.
 - iii) Institute a programme for the reaccreditation of accredited training programmes.
 - iv) Recommend to the Board, via the Academic Committee, the fee to be charged for accreditation and reaccreditation.
 - v) Carry out functions that may be delegated to it by the Academic Committee or Board.
 - b) The Certification Sub-committee will:
 - i) Regulate and maintain the academic standards employed in all examinations leading to the Board's Certificate of Competence in Perfusion.
 - ii) Recommend to the Board a maximum of three members for making site visits to institutions seeking the Board's accreditation.
 - iii) Oversee all examinations, which shall include written, practical and oral examinations, leading to the Board's Certificate of Competence in Perfusion.
 - iv) Recommend to the Board, via the Academic Committee, the appointment of external examiners.
 - v) Carry out any functions that may be delegated to it by the Academic Committee or Board.
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Names, Addresses and Descriptions of Subscribers

MARK VINEY BRAIMBRIDGE (Surgeon)
Langley Boxwood Nursery
Rake, Liss
Hants GU33 7JL

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REGINALD HOBBS (Perfusionist)
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London, SE1 7EH

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EDDY VANDEZANDE (Perfusionist)
Department of Extra Corporeal Circulation
University Hospital Gasthuisberg
Herestraat 49
3000 Leuven
BELGIUM

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Dated the 24th day of May, 1992

WITNESS to the above Signatures:

DERECK R. WHEELDON
Papworth Hospital
Cambridge
Cambs. CB3 8RE

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