

Charity number in the United Kingdom: 1127115, Company number
in the United Kingdom: 5780068

Registered in the USA as a not-for-profit organization (501c3) in the
State of Illinois, IN26:0420959

Constitution and Regulations of the Pulmonary Vascular Research Institute (PVRI)

16 January 2015

Signed by:

A handwritten signature in black ink, reading "Sheila G. Haworth". The signature is written in a cursive style with a period at the end.

Professor Sheila Glennis Haworth CBE

PVRI President

Table of Contents

Constitution of the Pulmonary Vascular Research Institute (PVRI).....	3
1. Introduction	3
Regulations of the Pulmonary Vascular Research Institute (PVRI).....	4
2. Guidance Notes for Members.....	4
3. The registered Head Office of the Institute	4
4. The Aims of this Institute	4
5. Objectives: How the Institute will fulfill its aims	5
6. Membership	5
7. Annual General Meeting.....	6
8. The Council of the PVRI	6
9. President of the PVRI.....	7
10. Sub-committees of the Council of the PVRI	7
11. Executive Committee and Management Structure	8
12. Sub-Committees of the Executive Committee	8
Supplementary.....	11
1. Amendments to the Constitution.....	11
2. Finance	11
3. Limitation on Private Benefits	12
4. Indemnification	12
5. Ethics	12
Appendix: Organizational Chart of the PVRI	13

Constitution of the Pulmonary Vascular Research Institute (PVRI)

1. Introduction

The **Constitution** of the Pulmonary Vascular Research Institute is the Articles of Association of the Pulmonary Vascular Research Institute granted on 05.05.2006, amended in 2008, according to the Companies Acts 1985 and 1989 and the Memorandum of Association (Company Limited by Guarantee and not having a Share Capital) incorporated by Companies House of the United Kingdom on 12.04.2006. Companies House number 5780068.

The Pulmonary Vascular Research Institute is an independent, not-for-profit, international organization whose members receive no compensation. It is registered with the United Kingdom Charity Commission, number 1127115.

The Institute is registered in the United States of America as a not-for-profit corporation (501c3) in the State of Illinois, IN: 26-0420959.

The **Regulations** of the Pulmonary Vascular Research Institute set out in this document take effect subject to the Constitution, defined above, and nothing in the Regulations can override the provisions of the Constitution. The Regulations summarize the aims of the Institute, define its management structure and the responsibilities of its directors, officers and members.

The Articles of Association and the Memorandum of Association are available upon request.

Regulations of the Pulmonary Vascular Research Institute (PVRI)

2. Guidance Notes for Members

- 2.1. The Name: The name of the organization is “Pulmonary Vascular Research Institute”.
- 2.2. Charitable Status: The Pulmonary Vascular Research Institute is an independent, not-for-profit, international organization whose members receive no compensation. It is registered under the Companies Act 1985 of the United Kingdom as a private company (No. 5780068). It is registered in the United States of America as a not-for-profit corporation (501c3) in the State of Illinois, IN: 26-0420959.
- 2.3. Mission Statement: The Pulmonary Vascular Research Institute is an independent, international medical charity whose mission is to promote knowledge and stimulate new ideas in the field of cardio-pulmonary medicine by fostering a multidisciplinary approach, collaboration and communication across the science spectrum.
- 2.4. The Council of the PVRI: The Council of the PVRI is the governing body of the PVRI. It is also known as the Board of Directors, and is referred to as the Board in the United States of America.
- 2.5. Chief Executive Officer: means the individual appointed by Council as the most senior employee of the Institute and is accountable for the general administration of the Institute. This position can be referred to as ‘CEO’ or ‘Chief Executive’.
- 2.6. Committee: means any sub-committee of Council, the Executive Committee or a sub-committee of the Executive Committee.
- 2.7. Accounting and tax year: means January 1st to December 31st.
- 2.8. Budgeting year: means January 1st to December 31st.
- 2.9. Member or Fellow: means any person admitted to membership of the Institute.
- 2.10. Month: means a calendar month.
- 2.11. Office: means the registered office of the Institute.
- 2.12. PVD: means Pulmonary Vascular Disease.
- 2.13. Signed: means a signature including one on a fax or other forms of identification permitted by law.
- 2.14. Standing Orders: means the document(s) setting out the terms of reference, reporting procedures and policies of any Committee or Council.

3. The registered Head Office of the Institute

It will be situated in England.

4. The Aims of this Institute

- 4.1. To improve the care of all patients with pulmonary vascular disease, particularly in the disadvantaged communities of the developing world.

- 4.2. To facilitate and accelerate research in the clinical and basic science of PVD and to encourage the development of new therapies.

5. Objectives: How the Institute will fulfill its aims

The Institute seeks to fulfil its aims and plans by:

- 5.1. Establishing a global networking environment which enables its members from developed and developing countries to communicate and collaborate in order to share and generate knowledge.
- 5.2. Establishing Task Forces of investigators from different regions of the world which will be called 'Regional Task Forces'. Their purpose will be to improve clinical care, education and research and to raise awareness of pulmonary hypertension in the community. In addition, there will be Task Forces of investigators who have a particular disease or specialty interest, called 'Disease and Specialty Task Forces.
- 5.3. Compiling a web-based library of educational materials, advice, clinical management guidelines, current research initiatives, and clinical trials.
- 5.4. Holding an Annual World Congress on PVD to consist of an educational programme of workshops and debates involving clinicians, basic scientists and regulatory authorities from all countries. Other international and national symposia will be supported, throughout the world.
- 5.5. Improving the clinical knowledge base in less fortunate regions of the world to help improve patient care and build an infrastructure in these regions.
- 5.6. Serving as a 'think tank' to provide expert advice on pulmonary vascular disease to physicians, scientists, health care authorities, the pharmaceutical industry and drug regulatory authorities.
- 5.7. Serving as a link to facilitate interaction between academia, government and other non-governmental agencies, and with the pharmaceutical industry in matters relating to PVD.
- 5.8. Supporting and facilitating advocacy.

6. Membership

- 6.1. Membership is open to all those involved in clinical care and / or research in any field that relates to PVD who share the aims and objectives of the Institute, agree to abide by its rules and pay the annual membership fee.
- 6.2. The membership fee may be waived in special circumstances, following an application to the Executive Committee.
- 6.3. Potential members must submit an application on-line and be prepared to pay the annual membership fee.
- 6.4. Every member shall have one vote at the Annual General Meeting.
- 6.5. Membership is irrespective of nationality, race, gender or religion.
- 6.6. A member may at any time be withdrawn from the Company by giving at least seven clear days' notice to the Company. Membership shall not be transferable and shall cease on death.

- 6.7. Council may at its discretion terminate the membership of any member but the requirements of natural justice shall be entitled to be heard in his / her own defense by Council. Grounds for termination include non-payment of fees, and conduct prejudicial to the interests and objectives of the Institute.
- 6.8. Everyone admitted to the Pulmonary Vascular Research Institute will be called a Member of the Institute. The original term 'Fellow' can still be used by those who joined the Institute when this term was accepted form of address, but the term is now discontinued.

7. Annual General Meeting

An Annual General Meeting of the PVRI membership will be held once a year on the occasion of the Annual International Congress on Pulmonary Vascular Disease. The membership has the right to vote on any proposed changes to the Constitution.

On any measure put to the Membership by either Council, the Executive Committee or an individual member, each member has one vote.

8. The Council of the PVRI

- 8.1. The role of the Council: It is the governing body of the PVRI, and has the power to make Regulations subject to the terms of the Constitution.
- 8.2. The responsibilities of Council:
 - 8.2.1. It is the responsibility of the Council to determine policy, approve the strategic plan presented by the President and to make sure that the PVRI acts in accordance with its constitution and the law .The Council ensures that the financial position of the PVRI is secure and that it can meet the projected costs of its responsibilities and activities. The Finance Committee and the Executive Committee will report to Council which is responsible for the good governance of the PVRI.
 - 8.2.2. The responsibility of Council is a collective responsibility and it must either act in unison or on a majority vote. In the case of an equality of votes, the Chair shall be entitled to a casting vote.
 - 8.2.3. The Council members are called the Directors and / or Trustees of the PVRI.
 - 8.2.4. The Council is chaired by the appointed PVRI President for the duration of his / her office.
 - 8.2.5. The number of Directors on Council shall not be less than two and not be more than fifteen. Council will determine the size of the Council.
 - 8.2.6. New Council members will be proposed to Council or by a PVRI member. Their nomination must be approved by Council and endorsed by the membership at the AGM. Also, Council may from time to time appoint any Member as a Director, but any member so appointed will only remain in office until the next AGM, although he/she is eligible for re-election.
 - 8.2.7. At every AGM one third of Directors will resign from Council. All are eligible for re-election, and re-election does not require the approval of the membership.
 - 8.2.8. The Council will meet in person at least once a year.
 - 8.2.9. Council members are expected to attend the Annual General Meeting. They are also invited to attend all other PVRI meetings.

- 8.2.10. The members of the Council shall not receive any compensation for their service except for reasonable business expenses.
- 8.2.11. Council is in charge of approving the financial and budgetary business of the PVRI.
- 8.2.12. Directors may be asked by the President to take a special interest in a particular activity of the PVRI, to provide insight and knowledge in an area where they have particular expertise.
- 8.2.13. Minutes of the proceedings of Council must be taken.

8.3. Disqualification, Resignation and Removal of a Director.

The office of a Director shall be vacated if:

- 8.3.1. He or she is prohibited by law from being a charity director.
- 8.3.2. He or she resigns by giving notice in writing to the Council. His or her resignation will be accepted immediately providing that at least two Directors will remain in office after the notice of resignation has taken effect. If the resignation would leave Council with too few members, the resigning member would be asked to wait until he / she can be replaced.
- 8.3.3. Council passes a resolution by three-fourth majority that the Director should cease to be a Director.
- 8.3.4. He or she becomes of unsound mind and is thought incapable of managing their affairs.
- 8.3.5. A motion of no confidence in the Director is passed by a majority vote of Board members, provided that at least four members cast a vote.
- 8.3.6. The resolution to remove a Director shall not be passed unless the Director concerned has been given at least 30 Clear Days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of being heard by or making written representation to Council.

9. President of the PVRI

The President is elected by Council for a period of two years. It is a non-salaried position. The President will provide leadership for the Strategic Plan to be agreed by Council and guide the academic activities of the PVRI. He / she will serve as the Chair of Council for the duration of the Presidency. The President will keep the Council informed of the Executive Committee's actions and decisions and act as the link between the Executive Committee and Council. The President can be re-elected for a further maximum term of one year. Nominations for the Presidency should be supported by three members of the PVRI and submitted in writing to Council at least one month before Council is due to meet.

10. Sub-committees of the Council of the PVRI

Two committees report directly to Council – the Finance Committee and the Executive Committee.

10.1. Finance Committee

This Committee will be chaired by a member of Council. His / her term of office will be three years and he / she can be reappointed for a further term of office. The Chair of the Finance Committee will be the Treasurer of the Institute, except in exceptional circumstances. The

committee will include one Council member representing the journal Pulmonary Circulation, at least two other Council members and the Chief Executive. The Chairman may co-opt others who can provide expert knowledge. Apart from the Chief Executive, who has no voting rights, all other members of the Finance Committee have voting rights. The quorum will be three. The President can attend the meetings, but has no voting rights. This committee will report directly to Council twice a year.

11. Executive Committee and Management Structure

The Institute shall be managed by an Executive Committee. The officers of the Executive Committee shall be:

- 11.1. Chief Executive: This is a salaried position. The Chief Executive is appointed by Council as the most senior employee of the Institute. He / she is accountable for the general administration of the Institute and will deliver the strategic plan within the budget approved by Council. The Council will provide the Chief Executive with a description of his / her role, a performance management structure to aid their work plan and development and clarify the extent of his / her authority. The Chief Executive shall report to Council on the activities undertaken in managing the Institute and if applicable, advise the Council in relation to such policy, strategy and budget. The Chief Executive will be appraised annually by two Council members one of whom will be the Treasurer. Should the Chief Executive resign, a period of three months' notice is required.
- 11.2. The President of the PVRI
- 11.3. Treasurer: The Treasurer of the Institute will be the Chair of the Finance Committee (see above) unless there are exceptional circumstances. The Treasurer will be responsible for keeping all financial records intact for auditing and other purposes. He / she will also keep abreast of the monthly balances in all the bank accounts held in the name of the PVRI in countries outside the United Kingdom.
- 11.4. The immediate Past President: This is a non-salaried position, held for a period of two years succeeding the period of office.
- 11.5. The Future President: This is a non-salaried position held for two years preceding the period of office.
- 11.6. A Chief Editor of the journal 'Pulmonary Circulation': This is a non-salaried position.
- 11.7. The Executive Committee shall meet at least once every two months, preferably face-to-face, but otherwise by teleconferencing.
- 11.8. The Executive Committee shall have the power to set up sub-committees, groups and working parties as deemed necessary. They will be accountable to the Executive Committee. Each will have their own Chair, appointed by the Executive Committee. The Chair will report to the Chief Executive Officer one month before a Council meeting.

12. Sub-Committees of the Executive Committee

The following are the standing sub-committees of the Executive Committee of the PVRI. The Chairs of these Committees will report to the Chief Executive.

- 12.1. International Affairs Committee:

- 12.1.1. The Chair of International Affairs is a non-salaried position held for a period of three years and can be re-appointed. The principle responsibility is to oversee and co-ordinate all activities and aspects of the Regional Task Forces. The Committee will include the leaders of the Regional Task Forces. Their remit is to encourage activities in their region consistent with the aims and objectives of the PVRI. Each has two leaders, one from the region involved, both to be approved by the Executive Committee. Each leader serves for two years, and the term of office can be extended. The leaders of each region should appoint their own regional committee.
- 12.1.2. The regional leaders must establish charitable status for PVRI activities in their own region / countries and may establish a bank account provided that the accounts are audited as required by the law of their country. It is the responsibility of the leader of a Regional Task Force to comply with the laws of the country or countries in which they reside, including the filing of annual charitable and fiscal reports as required by local governments. Regional Task Forces are fiscally autonomous and must balance their budgets and pay all necessary fees and taxes. The central office of the Pulmonary Vascular Research Institute will not be responsible for any debts incurred by any Regional Task Force.
- 12.1.3. The North America Task Force is an exception in that its accounts will be audited in the United States in accordance with the law of the United States, but the account will be managed by the Finance Committee of the PVRI, together with the United Kingdom account.

12.2. Scientific Affairs Committee:

- 12.2.1. The Chair of the Scientific Affairs Committee is a non-salaried position held for two years and can be re-appointed. The responsibilities of this committee include directing, coordinating and overseeing the research activities of the PVRI and initiating research programmes. He / she will provide support for the educational and research activities of the Disease and Specialty Task Forces. This Committee will ensure that research potential of the PVRI is fully exploited. This committee will include the leaders of the Disease and Speciality Task Forces.
- 12.2.2. A principle responsibility is to appoint, with the President, the person responsible for organizing the scientific program of the Annual World Congress for the following year and to ensure that he / she i.) leads a scientific committee which must include members from different countries and include the host country and ii.) provides liaison between the host country and the PVRI.

12.3. Education Committee

- 12.3.1. The Chair of the Education Committee is a non-salaried position held for three years. He / she can be re-appointed. He / she will be responsible for convening their own committee.
- 12.3.2. Their responsibilities include preparation, editing and indexing of all the on-line educational materials.
- 12.3.3. Involvement in any educational courses.
- 12.3.4. Assisting leaders of the Regional Task Forces with preparation of materials designed specifically for that region.

12.4. Publications Committee

12.4.1. The Chair of the Publications Committee is a non-salaried position, held for a period of three years and he / she can be re-appointed.

12.4.2. This committee will be chaired by a Council member. He / she is responsible for ensuring the quality, progress and financing of all PVRI publications, including Pulmonary Circulation and the PVRI Chronicle.

12.5. Fundraising Committee

12.5.1. The Fundraising Committee will develop a strategy to raise money, organizing events and seeking donations, always working within the confines of the law and the guidance of the Charity Commissioners when operating in the United Kingdom. Monies raised in other countries must adhere to the laws of that country. The Chair shall be appointed by this Committee and his / her period of office is two years.

12.6. PVRI Committee for Young Clinicians and Scientists

12.6.1. This Committee is to be run by young scientists and researchers. Its activities will include the production of the journal 'PVRI Chronicle', a journal designed to encourage young members to start publishing their own clinical and experimental data. The Chair shall be appointed by this Committee and his / her period of office is two years.

Supplementary

1. Amendments to the Constitution

- 1.1. The Council shall review this Constitution not less than every three years, with effect from the date that this Constitution first comes into effect.
- 1.2. The Aims and Objectives of the PVRI and the Limitation on Private Benefits may not be amended without the prior consent of the Charity Commission.
- 1.3. The Constitution may, subject to the requirements of Company and Charity Law, (see above) be amended by a resolution of the members passed at a General Meeting as a special resolution, that is to say by a majority comprising three quarters of the members voting in person or by proxy.
- 1.4. The Council has the power to make regulations so far as they are consistent with the Constitution and Charity Law, if and in so far as the Council shall be of the opinion that such regulation will assist the PVRI to attain its objectives. The Council likewise has the power to revoke or amend any such regulations.

2. Finance

The PVRI is an independent, not-for-profit, international organization whose members receive no compensation. It is registered under the Companies Act 1985 of the United Kingdom as a private company (No. 5780068). It is registered in the United States of America as a not-for-profit corporation (501c3) in the State of Illinois, IN: 26-0420959.

- 2.1. Income will be used to support the educational, training and research objectives of the PVRI and to support the PVRI administration.
- 2.2. Sources of Income are as follows:
 - 2.3. Annual Membership subscriptions
 - 2.3.1. Donations and Grants
 - The PVRI will secure funding from individuals, industry, government bodies, foundations and organizations providing that such grants and donations do not conflict with the PVRI's mission of remaining an independent medical research charity.
 - 2.3.2. Consultancy and Advisory Board Services
 - The PVRI will provide consultancy services to individuals, industry, government bodies and foundations who request the advice of an independent evaluation of their science. All proposals and services will be fully costed and the individual PVRI members providing the consultancy will be paid in accordance with the proposals submitted, excluding all management fees and overheads.
 - 2.3.3. Income from PVRI educational activities.
 - 2.4. The accounts to be audited must be approved by Council, and the auditors should be approved by Council.

3. Limitation on Private Benefits

- 3.1. The income and property of the PVRI shall be applied solely towards the promotion of its objectives.
- 3.2. Except as provided below (in Dissolution of the PVRI) no part of the income and property of the PVRI may be paid or transferred directly or indirectly by the way of dividend, bonus or otherwise by way of profit to any member of the PVRI No dividends will be payable in any circumstances whatsoever. This shall not prevent any payment in good faith by the PVRI of:
 - 3.2.1. Any payments made to any member in their capacity as a beneficiary of the PVRI;
 - 3.2.2. Reasonable and proper remuneration to any member for any goods or services supplied to the PVRI.

4. Indemnification

The Council members, the Executive Committee and all PVRI members, authorized employees, volunteers, Task Force members and agents of the PVRI shall be indemnified against claims of liability arising in connection with their positions or activities on behalf of the PVRI to the full extent permitted by the law.

5. Ethics

- 5.1. Members of the PVRI are expected to exhibit high ethical and moral standards consistent with the Mission of the Institute.
- 5.2. Members may be required to submit their curriculum vitae and/ or make financial disclosure upon request of Council if it is believed to be relevant to their participation in PVRI activities.
- 5.3. Falsification of information form grounds for permanent expulsion from the PVRI.
- 5.4. Expulsion or Disciplinary Action:
 - 5.4.1. Any member may be expelled for adequate reasons as determined by a two thirds vote of Council. Any member proposed for expulsion will be given advance written notice, including the reason for the proposed expulsion, the opportunity to contest the proposed expulsion in writing to Council, and, if expelled, the members will be sent a final written decision of Council.

Appendix: Organizational Chart of the PVRI

Council of the PVRI
Chair: PVRI President
Elected for two years

Executive Committee
Chief Executive
Treasurer
An Editor of Pulmonary Circulation
President
President Elect
Immediate Past President

Finance Committee
Treasurer & Chair
Council Member
Council Member representing Chief Executive Pulmonary Circulation

International Affairs Committee

Regional Task Forces

Scientific Affairs Committee

Disease & Speciality Task Forces

Education Committee

Publications Committee

Fundraising Committee

PVRI Committee for Young Clinicians & Scientists