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## **Constitution of the British Association for Cytopathology (BAC)**

Hereafter referred to as the Association.

### **Aims and Objectives**

To advance the science and art of Cytopathology by encouraging high standards in Cytopathology for the benefit of the public

To encourage research in Cytopathology and related fields and the publication of useful results

In furtherance of the aforementioned aims and objectives but not further or otherwise the Association shall have the power to:

Receive contributions via a membership fee and raise funds where appropriate, to finance the work of the Association, and to organise banking facilities to manage such funds.

To achieve these aims and objectives:

The Association will hold regular Scientific Meetings.

The Association will also hold educational study days, training courses and workshops.

The Association will run a Continuous Education Certificate scheme open to all members.

The Association will work with groups of a similar nature and exchange information, advice and knowledge with them, including cooperation with other professional bodies, charities, statutory and non-statutory organisations.

The Association may employ staff (who shall not be members of the Executive), or engage external paid agents as is necessary to conduct activities to meet the objectives.

### **Committees**

The Association shall have the following committees:

1. Education
2. Research and Development
3. Membership
4. Meetings
5. Publications and Website

The Executive may also set up further committees or sub-committees for specific tasks with limited tenures if necessary.

### **Membership of the Association**

Membership shall be open to anyone in the field of cytopathology or related areas who has an interest in assisting the Association to achieve its aims and is willing to adhere to the rules of the Association.

Membership of the Association can be refused if it is considered membership would be detrimental to the aims and activities of the Association.

Potential members shall have the right to appeal via an independent adjudicator determined by mutual agreement with the Executive.

### **Termination of Membership**

Membership of the Association may be terminated in any of the following ways:

1. By resignation in writing of the member.
2. By default of payment of the annual subscription over a full calendar year.
3. If a member engages in unprofessional conduct, deemed by the Executive, likely to bring the Association into disrepute.

Members shall have the right to appeal via an independent adjudicator determined by mutual agreement with the Executive.

### **Honorary Membership**

The Association shall be empowered to elect Honorary Members.

This is the highest honour that the Association can confer and shall be restricted to those of eminence in the field of cytopathology or allied subjects.

Nomination for Honorary Membership shall be made by the Executive for ratification at the Annual General Meeting.

Honorary members shall not be liable for payment of the annual subscription and they shall have no voting rights.

Honorary members shall not be members of the Executive

Honorary membership shall be for life of the member.

### **The Executive**

The Association shall have an Executive consisting of 12 elected members. A minimum of 4 of these will be medically qualified persons actively practising in cytology.

A minimum of 4 of these will be non-medically qualified persons actively practising in cytology.

The members of the Executive are the Trustees of the Association in relation to its status as a registered charity

### **Office bearers**

The 4 office bearers will be:

1. The President

2. The Chairman

The Chairman will be the chief executive officer of the Association.

At any time, either the Chairman or the President must be a medically qualified member; both the Chairman and the President may be medically qualified.

The Chairman will normally be the President elect

3. The Treasurer

4. The Secretary

These standing officers are elected by the members of the Executive from within the Executive.

No one person may hold more than one of these positions within the Executive at any one time.

### **Election of members of the Executive**

1. The Honorary Secretary shall send nomination papers to all members of the Society at least three months before the AGM.

2. Nominations, proposed and seconded by members of the Society, and indicating willingness to serve should be returned to the Honorary Secretary within one month.

3. The Honorary Secretary shall circulate ballot papers not less than one month before the AGM.

4. The ballot shall be counted at the AGM; members unable to attend shall be responsible for ensuring that their proxy ballot papers reach the Honorary Secretary in time to be taken to the meeting.

### **Election of office bearers**

1. The Honorary Secretary shall send nomination papers to all members of the Council at least two months before the Council meeting prior to the AGM.

2. In the event of a ballot, the Honorary Secretary shall send ballot papers to all members of the Council at least three weeks before the Council Meeting.

3. In the event of there being more than two nominations for any office and if no candidate is given more than a 50 per cent majority at the first ballot there shall be a second ballot in the Council excluding the candidate with the lowest number of votes. This shall continue until one candidate has a majority of more than 50 per cent. In the event of two candidates receiving an equal number of votes there will be one further ballot. If the candidates remain tied the Council Chairman will exercise a casting vote.

### **Additional Roles**

There will also be the following roles, which will normally be held by members of the Executive.

1. Chair of the Education Committee

The Chair of the Education committee must be medically qualified and actively practising in cytology.

The Continuing Education Officer shall be a member of the Education committee

2. Chair of the Publications and Website Committee.

The Editors of Cytopathology and SCAN will be members of the Publications and Website committee

3. Chair of the Membership Committee

4. Chair of the Meetings Committee

The Chair of the Meetings committee will also be the meeting secretary

5. Chair of the Research and Development Committee

When necessary, one person may hold more than one of these positions within the Executive at any one time.

A standing officer may, in addition to their standing officer duties, hold one of these roles.

The Executive will also have the following representation.

Representative from the IBMS

Representative from the RCPATH

Chair of the NHSCSP Laboratory QA group

If these representatives are not current members of the Executive they may be co-opted

The following individuals will normally report to the Executive through the Publications and Website subcommittee or the meetings subcommittee but may attend meetings of the Executive when required.

Editor of Cytopathology

Editor of SCAN

Website co-ordinator

Commercial representative

### **Co-opting**

The Executive may also approach suitably qualified and experienced professional colleagues from within the field of cytopathology and related areas to become co-opted members of the Executive or of a Committee for a specific task and specific tenure.

These co-opted members may be expected to attend Executive and/or Committee meetings as is necessary to fulfil their specific role and duties. Co-opted members of the Executive will not have voting rights with respect to the ordinary workings of the Executive.

### **Tenure of officers**

All members of the Executive will be elected for a period of three years running from AGM to AGM.

At the end of this tenure they are required to resign but have the option of immediately re-standing for election on to the Executive.

If at the end of their tenure they are serving in one of the standing officer roles on the Executive and are subsequently re-elected they may, with the agreement of the Executive, continue for a further 3 years in that role.

The maximum number of consecutive terms that any member of the executive can be elected for is 4 i.e. twelve years.

The President is exempt from this.

He/she will sit on the Executive for three years from the point of election to the post of President irrespective of whether his/her normal three year, or in total 12 year, tenure had elapsed.

## **Meetings**

### Executive meetings

1. The Executive shall meet at least three times a year. Meetings shall enable the Executive to discuss actions and monitor progress to date, and to consider future developments.
2. All Executive members shall be given at least twenty eight (28) days' notice of each Executive meeting, except in the case of an emergency meeting.
3. Two-thirds of Executive members must be present in order for a meeting to be quorate.
4. Either the President or Chairman must be present for the meeting to be quorate.
5. It is expected that all members of the Executive will attend at least 50% of meetings during their tenure.
6. It shall be the responsibility of the Chairman to chair all meetings or a designated deputy in his/her absence. All meetings must be minuted by the Secretary or a designated deputy in his/her absence.

### Annual General Meetings

1. There will be an Annual General Meeting (AGM) each year.
2. The AGM shall take place during the Annual Scientific Meeting (ASM) or at any event deemed suitable by the Executive.
3. The President shall chair the AGM.
4. At least twenty eight (28) days' notice must be given before the AGM takes place.
5. All members of the Association are entitled to vote at the AGM. This vote may be made by proxy. The Chairman shall cast all proxy votes on behalf of any members taking up this right. Voting shall be made by a show of hands on a majority basis. In the case of a tied vote, the Chairman shall have the deciding vote.

6. A quorum for the AGM shall be one of the Officers and 25 members of the Association.

#### Extra-ordinary General Meetings

1. Any other General Meeting shall be called an Extra-Ordinary General Meeting (EGM)
2. An EGM can be convened by the Executive or at the request of 25 members of the Association
3. The Secretary shall give notice and circulate the Agenda at least 28 days before an EGM.
4. A quorum for the any EGM shall be one of the Officers and 25 members of the Association.

#### **Finance**

1. The accounting year for the Association shall run from the 1<sup>st</sup> April to the 31<sup>st</sup> March.
2. Any money acquired by the Association, including membership fees, donations, contributions and bequests shall be paid into an account operated by the Executive in the name of the Association. All funds must be applied to the objects of the Association and for no other purpose.
3. Bank accounts shall be opened in the name of the Association. The President, Chairman, Treasurer and Secretary shall be authorised signatories to the Associations bank accounts.
4. Any income/expenditure shall be the responsibility of the Treasurer who will be accountable to ensure funds are utilised effectively and that the Association remains financially viable. Official accounts shall be maintained, and will be examined annually by an independent qualified auditor who is not a member of the Association.
5. Annually prior to the commencement of the financial year the Treasurer will recommend membership fees for that year, which will be applied, subject to ratification by the Executive.
6. An annual financial report including accounts shall be presented at the AGM.

#### **Alteration to the aims and objectives, this clause and the dissolution provisions**

1. Any changes to the aims and objectives, this clause and the dissolution provisions must be agreed by a majority vote (greater than 50%) at the AGM.
2. In the case of a tied vote, the Chairman shall have the deciding vote.

3. Proposed amendments to aims and objectives, this clause and the dissolution provisions of the Association must be conveyed to the Secretary in writing.
4. No amendments can be made to aims and objectives, this clause and the dissolution provisions without prior approval from the charity commissioners.
5. No amendments can be made to aims and objectives, this clause and the dissolution provisions that would jeopardise the charitable status of the Association
6. The trustees can amend the administrative clauses.

### **Dissolution of the Association**

The Association can only be dissolved by a two-thirds majority vote of the membership in favour of such an action.

The assets after settling all outstanding debts shall be given to a charity in the United Kingdom with similar aims and ideals as the Association. The final decision to be approved by the Executive