



## By-Laws of The Pathological Society of Great Britain and Ireland (the 'Society').

*These By-Laws are made pursuant to Article 64 of the Articles of Association. These By-Laws may be amended by the Trustees at any time.*

### Membership

1. Any member may, in a form approved by the Committee, submit to the General Secretary the name of any person wishing to become a member of the Society (the 'candidate'), along with a list of any contributions which the candidate may have made to pathological literature or other relevant information relating to the candidate's interest in pathology and/or skills and experience.
2. A candidate's application must be supported by either an Ordinary or Senior member in Good Standing (meaning that person has been a member of the Society for at least one year and is not in arrears for his or her subscription fees).
3. Candidates who have been duly nominated must be accepted by the Committee before membership is confirmed.
4. There shall be three categories of members:
  - 4.1 Ordinary members:
    - 4.1.1 The Committee shall have the power to admit Ordinary members.
    - 4.1.2 Ordinary membership is available to those individuals in a substantive academic or consultant position (or equivalent) in the any field relevant to the understanding of disease.
  - 4.2 Senior members:
    - 4.2.1 The Committee shall have the power to admit Senior members.
    - 4.2.2 An Ordinary or Concessionary member qualifies for senior membership if they retire from full-time employment and has more than twenty years' membership of the Society. For the avoidance of doubt, for the purposes of calculating the twenty years' membership, account shall be taken of the years of membership before the Society became a charitable company.
  - 4.3 Concessionary members:
    - 4.3.1 The Committee shall have the power to admit Concessionary Members.
    - 4.3.2 Concessionary membership is normally available to individuals who do not yet fulfil the criteria for Ordinary membership and may include, individuals training in pathology (including SHO's, Specialist Registrars or equivalent grades), individuals training in any field that is not pathology (including SHO's, Specialist Registrars or equivalent grades), PhD students, Post-Doctoral Research fellows, Biomedical

Scientists and any individual who is a medical graduate or a graduate in a scientific degree with an interest in pathology.

### **Member Subscriptions**

5. Ordinary and Concessionary members shall each pay an annual subscription fixed by the Committee from time to time.
6. Senior members shall pay no subscription.
7. All members shall be entitled to receive the Journal of Pathology at a special rate fixed from time to time by the Committee, as part of the subscription.
8. The subscription is payable in advance and becomes due on the first of January in each year.
9. Depending on when a member is admitted in any calendar year, the subscription shall be adjusted on a pro-rata basis and is payable on the date of admittance as a member of the Society.
10. For membership of the Society to become effective, a direct debit instruction or such other payment method as agreed by the Treasurer, for the payment of the subscription shall be received by the Treasurer before the proposed date of admittance, but the Treasurer shall have power to relax this requirement in exceptional cases.
11. The Treasurer shall have the power to stop the delivery of the Journal of Pathology to any member whose subscription is six months or more in arrears.

### **Removal & Alteration of Membership**

12. In addition to the ending of and removal of membership provisions within the Articles, any member whose subscription is one year in arrears and who has been duly notified of the fact, shall, if the Committee sees fit, be removed from membership of the Society.
13. In addition to the ending of and removal of membership provisions within the Articles, the Committee may remove membership from a member where he ceases to satisfy the criteria set out above for the membership category under which he is registered. Where a removal is made in this instance the member in question may, but need not be offered membership of another category that may be suitable by the Committee (or a sub-committee charged with considering the persons removal of membership).
14. Where a Concessionary member's circumstances change and he meets the criteria for Ordinary membership, the Committee reserves the right to automatically end a person's Concessionary membership and admit that person as an Ordinary member.

### **Associate Members**

15. Associate members shall have the right of receiving certain benefits as agreed by the Committee and may attend the meetings of the Society and take part in discussions but shall not be members of the Society for the purposes of the Articles or the Companies Act.

They are not eligible to stand for election to any Trustee positions, or to the Trainees sub-committee and do not have a vote at any General Meetings or Society Meetings.

16. There shall be three categories of Associate members:

16.1 Undergraduate Associate Members:

16.1.1 The General Secretary shall have the power to admit Undergraduate Associate members.

16.1.2 A person qualifies to apply for Undergraduate Associate membership if they at the point of application, are currently enrolled on an undergraduate medical or scientific degree with an interest in pathology, whether full-time or part-time.

16.1.3 A person that satisfies the criteria above is required to complete an application form that is approved by the Committee.

16.1.4 Before a person is admitted as an Undergraduate Associate member, their application must be approved by the General Secretary and subscription fee received by the Society.

16.1.5 The General Secretary will report on accepted applications at each Committee Meeting.

16.2 International Associate Members:

16.2.1 The General Secretary shall have the power to admit International Associate members.

16.2.2 A person qualifies to apply for International Associate membership if they at the point of application, is medically qualified and resides in a country that is not the United Kingdom or Ireland and has an interest in pathology.

16.2.3 A person that satisfies the criteria above is required to complete an application form that is approved by the Committee and the application must be supported by a member (which must be an Ordinary or Senior only) of the Society who is in Good Standing.

16.2.4 Before a person is admitted as an International Associate member, their application must be approved by the General Secretary and subscription fee received by the Society.

16.2.5 The General Secretary will report on accepted applications at each Committee Meeting.

16.3 Honorary Associate Members:

16.3.1 Honorary Associate membership is reserved for persons with distinction in science who have contributed to the advancement of pathology. The number of Honorary Associate Members shall not exceed thirty at any one time. The Committee shall

recommend persons suitable for Honorary Associate membership. These recommendations will be put to the members for approval.

### **Associate Members' Subscriptions**

17. Honorary Associate members shall pay no subscription.
18. Undergraduate Associate members shall pay a subscription fee fixed by the Committee from time to time.
19. International Associate members shall pay an annual subscription fee fixed by the Committee from time to time.
20. Associate members shall be entitled to receive benefits as determined by the Committee at a rate fixed from time to time by the Committee.
21. The subscription fee paid by International Associate members is payable in advance and becomes due on the first of January in each year.
22. Depending on when an International Associate member is admitted in any calendar year, the subscription shall be adjusted on a pro-rata basis and is payable on the date of admittance as an Associate member of the Society.
23. For International Associate membership of the Society to become effective a direct debit instruction or such other payment method as agreed by the Treasurer, for the payment of the subscription shall be received by the Treasurer before the proposed date of admittance.
24. The Treasurer shall have the power to stop the delivery of any benefit provided under the subscription fee to any International Associate member whose subscription is six months or more in arrears.

### **Ending of Associate Membership**

25. An Associate member stops being an Associate member of the Society if:
  - 25.1 the Associate member resigns from membership by giving notice in writing to the Society; or
  - 25.2 the Associate member ceases to satisfy the criteria above under which they are registered. Where Associate membership ends in this instance, the Associate member in question may, but need not be offered Concessionary membership (depending on the person's circumstances) by the Committee (or a sub-committee charged with considering the persons removal of Associate membership); or
  - 25.3 the Associate member's subscription (if any) remains unpaid one year after it is due and the Committee resolves to end that Associate member's membership; or
  - 25.4 Associate membership is ended under By Law 26; or

- 25.5 the Associate member fails to respond in Writing within 60 days of being sent a notice in Writing requesting confirmation that they wish to remain an Associate member and the Committee resolves to end Associate membership. The notice must contain a warning that Associate membership may be ended; or
- 25.6 the Associate member dies.

### **Removal from Associate Membership**

26. The Committee may terminate Associate membership by giving the Associate member notice in Writing.
27. No later than 28 days after receiving that notice the Associate member can appeal in Writing to the Society against the termination. If an appeal is received within the time limit, the termination must be considered by the Committee or a committee appointed by the Committee. The Associate member has the right to be heard at the meeting or may make written representations. The meeting shall either confirm the termination or reinstate the Associate member.

### **Elected Trustees**

28. There are three categories of elected Trustees:
- 28.1 Up to five elected Officer Trustees;
- 28.2 Up to twelve elected Committee Trustees; and
- 28.3 Elected chair of sub-committee Trustees.
29. Should an elected Trustee resign or be removed before completing his or her term in office, the Trustees may in their sole discretion decide whether to hold an election to fill that vacancy or whether a member elected to fill the vacancy shall hold office for a full term as stated below.

### **Officer Trustees**

30. President:
- 30.1 The Society shall elect from its Ordinary or Senior members a President who shall be appointed for a period of three years. An Ordinary or Senior member elected as President may be re-elected for one further three year term only.
- 30.2 To ensure continuity, the President will be elected one year in advance to commencing his or her term in office. During this year, the member will be referred to as President-elect. For the avoidance of doubt this year does not form part of the three year term in office.
- 30.3 The President's duties include but are not limited to, chairing the Annual General Meeting and reporting on the work done by the Society during the previous year at the Annual General Meeting.

31. General Secretary:

31.1 The Society shall elect from its Ordinary or Senior members a General Secretary who shall be appointed for a period of five years. An Ordinary or Senior member elected as General Secretary may be re-elected for one further five year term only.

31.2 To ensure continuity, the General Secretary will be elected one year in advance to commencing his or her term in office. During this year, the member will be referred to as General Secretary-elect. For the avoidance of doubt this year does not form part of the five year term in office.

31.3 The General Secretary's duties include but are not limited to, calling Committee meetings and circulating the Committee meeting agendas, keeping the minutes of (Annual) General Meetings and Committees of the Society.

32. Treasurer:

32.1 The Society shall elect from its Ordinary or Senior members a Treasurer who shall be appointed for a period of five years. An Ordinary or Senior member elected as Treasurer may be re-elected for one further five year term only.

32.2 To ensure continuity, the Treasurer will be elected one year in advance to commencing his or her term in office. During this year, the member will be referred to as Treasurer-elect. For the avoidance of doubt this year does not form part of the five year term in office.

32.3 The Treasurer's duties include but are not limited to, chairing the Finance and General Purposes Sub-committee, collecting the Subscriptions of members and notifying the Committee of any payments that are in at least six months in arrears, reporting to the Committee on financial matters of the Society, ensuring that the annual accounts and returns are circulated to the members of the Society.

33. Meetings Secretary:

33.1 The Society shall elect from its Ordinary or Senior members a Meetings Secretary who shall be appointed for a period of five years. An Ordinary or Senior member elected as Meetings Secretary may be re-elected for one further five year term only.

33.2 To ensure continuity, the Meetings Secretary will be elected one year in advance to commencing his or her term in office. During this year, the member will be referred to as Meetings Secretary-elect. For the avoidance of doubt this year does not form part of the five year term in office.

33.3 The Meetings Secretary's duties include but are not limited to, organising and giving notice of the scientific meetings of the Society.

**Committee Trustees**

34. The Society shall elect from its Ordinary or Senior members up to twelve Committee Trustees who shall each be appointed for a period of 3 years. A Committee Trustee so elected shall not be eligible for re-election until he has had at least one year out of office.

### **Elected Chairs of Sub-committee Trustees**

35. The Society shall elect from its Ordinary or Senior members Chairs of sub-committee Trustees who shall be appointed for a period of three years. An Ordinary or Senior member elected as a Chair of sub-committee Trustee may be re-elected.
36. To ensure continuity, the Chair of sub-committee Trustees will be elected one year in advance to commencing his or her term in office. During this year, the members will be referred to as Chairs of sub-committee-elect. For the avoidance of doubt this year does not form part of the three year term in office.
37. The Chair of sub-committee Trustees duties include but are not limited to, being responsible for the organisation of their particular sub-committee and providing regular reports to other sub-committees and the Committee.

### **Trustee Duties**

38. All Trustees, whether elected or co-opted, must comply with their company and charity law duties.
39. All Trustees, whether elected or co-opted, will sit on at least one sub-committee as decided by the Committee.

### **Nomination & Election of Elected Trustees**

40. By 31 March of each year or such other date as determined by the Committee, the General Secretary shall circulate to the members of the Society, the list of elected Trustee positions that are available for election at the (Annual) General Meeting. The General Secretary shall also circulate with that list, instructions on how a member can nominate him/herself for election for an elected Trustee position (becoming a 'candidate'), including the deadline by which nominations must be received.
41. A member may only stand for one elected Trustee position at any one time.
42. To stand for election, an eligible member must be supported by a member of the Society who is in Good Standing (which must be an Ordinary, Senior, Trainee or Concessionary member only).
43. A list of candidates for elected Trustee positions and ballot papers will be circulated with the notice of the (Annual) General Meeting.
44. Members will have the option to vote by post or email as an alternative to attending the (Annual) General Meeting. The ballot paper will contain information on how and when a postal ballot can be deposited.
45. Where a member submits a postal ballot they will be asked to provide their name. This information is used for internal identification purposes only, to ensure that each member only votes once. The Society will not record how each individual member voted in an election.

46. All elections shall be held by first past the post.
47. The nomination and election process and procedures shall be administered by the General Secretary. Queries from members in regard to the nomination process and election procedures must be directed to the General Secretary. The General Secretary shall have the authority to determine all matters relating to the nomination and election process. Where the General Secretary himself is standing for a position at an election, he or she shall not undertake the duties and authorities set out in this By-Law and the duties and authorities shall be given to another Officer Trustee who is not standing for election.
48. When making decisions in relation to the nomination and election process, the General Secretary, or such other Officer Trustee, may take advice from other Trustees or persons (who are not standing for election) as he or she may in their sole discretion determine.

### **Editor of the Journal of Pathology**

49. An Editor of the Journal of Pathology shall be appointed by the Committee. The Committee and the Editor will enter into a written agreement setting out the terms and of such appointment.

### **Sub-committees**

50. The Society has the following sub-committees:
  - 50.1 Education & Training sub-committee;
  - 50.2 Finance and General Purposes sub-committee;
  - 50.3 Programme sub-committee;
  - 50.4 Research sub-committee; and
  - 50.5 Trainees sub-committee.
  - 50.6 Molecular Pathology sub-committee.
  - 50.7 Undergraduate sub-committee
51. Each sub-committee meeting may be held in person, by telephone, or by suitable electronic means as agreed by each sub-committee in which all participators may communicate with all other participants.
52. Aside from any other meetings that may be arranged, the following sub-committees will usually meet in the following months:
  - 52.1 Education & Training sub-committee - May and November.
  - 52.2 Research sub-committee - May and November.
  - 52.3 Finance and General Purposes sub-committee – March, June, September and December.

- 52.4 Molecular Pathology sub-committee – May and November.
53. Each sub-committee Chair will convene their respective sub-committee meetings. The Administrators will assist with sourcing suitable venues, where necessary and will attend the meetings to take minutes.
54. Agendas and papers should be submitted to the Administrator at least two weeks prior to a meeting.
55. The Chairs of each sub-committee will provide reports of key decisions and issues in good time for each Finance and General Purposes sub-committee. All reports will also be submitted to and included in the Agenda of each Committee meeting.
56. Sub-committee members must be aware that communication may also be by email in addition to participation in, and where appropriate attendance at meetings. All sub-committee members should respond to requests for views within a reasonable time-frame in order to ensure smooth and efficient running of the sub-committees.
57. Finance & General Purposes Sub-committee
- 57.1 Terms of Reference
- 57.1.1 To conduct the day-to-day business of the Society;
- 57.1.2 To monitor the finances of the Society;
- 57.1.3 To prepare annual reports and to advise the Committee on future available resources;
- 57.1.4 To oversee and develop Society strategy; and
- 57.1.5 To make strategic recommendations to the Committee.
- 57.1.6 To receive recommendations from the other sub-committees in relation to, inter alia, the named lectures and awards, and funding schemes, that form part of their remit.
- 57.1.7 To make recommendations to the Committee on, inter alia, named lectures and awards, and funding schemes, including those not covered by the other sub-committees i.e. the Open Scheme, the Doniach lecture, the Goudie lecture and the Ritchie medal.
- 57.2 Membership
- 57.2.1 Treasurer (Chair), President, General Secretary, Meetings Secretary, Chair of Research sub-committee, Chair of Education & Training sub-committee; Chair of Trainees' sub-committee. The Editor of the Journal of Pathology is expected to attend. President-elect and other Trustees-elect may also attend.

58. Programme Sub-committee

58.1 Terms of Reference

58.1.1 To develop a strategy for the Society with regard to scientific meetings and advise the Committee on such issues;

58.1.2 To plan the regular scientific meetings of the Society; and

58.1.3 To ensure the set up of a local organising committee for each scientific meeting within the host department, as well as an Operational Group, which would include the Society Administrator.

58.2 Membership

58.2.1 Meetings Secretary (Chair), Meetings Secretary–elect (where appropriate), lead Society member for immediate past venue of scientific meeting, lead Society member for next scientific meeting, lead Society member for four future meetings. Other Officers may attend. Close links with the BDIAP will exist and the Meetings Secretary of the BDIAP will be invited to attend. Under exceptional circumstances other persons may be co-opted.

59. Research Sub-committee

59.1 Terms of Reference

59.1.1 To further the interests of the Society through the support of research activities of the membership;

59.1.2 To develop the Society's research strategy and advise the Committee on such issues;

59.1.3 To advise the Finance and General Purposes sub-committee, and the Society Committee, on all research grant funding schemes; and

59.1.4 To advise the Finance and General Purposes sub-committee, and the Society Committee, on the recipient of the Oakley and Wright lectureships.

59.2 Membership

59.2.1 The elected Chair of the Research sub-committee and up to 6 other Trustees may attend. Under exceptional circumstances other persons may be co-opted.

60. Education and Training Sub-committee

60.1 Terms of Reference

60.1.1 To further the interests of the Society through the support and development of undergraduate and postgraduate educational and training activities;

- 60.1.2 To develop the Society's education and training strategy and advise the Committee on such issues;
- 60.1.3 To advise the Finance and General Purposes sub-committee, and the Society Committee, on all education grant funding schemes; and
- 60.1.4 To oversee the Winter and Summer schools.

## 60.2 Membership

- 60.2.1 The elected Chair of the Education and Training sub-committee and up to 6 Trustees, although other Trustees may attend. Under exceptional circumstances other persons may be co-opted.

## 61. Trainees Sub-committee

### 61.1 Terms of Reference

- 61.1.1 To act as a forum for trainee members of the Society;
- 61.1.2 To foster interest in academic pathology;
- 61.1.3 To develop the trainee section of the Society;
- 61.1.4 To organise trainee sessions at Society scientific meetings; and
- 61.1.5 To advise the Committee and sub-committees on matters of relevance to the trainee body.

### 61.2 Membership

- 61.2.1 Up to 9 directly elected Concessionary members who are trainees in pathology who are elected by Concessionary members of the Society. The Committee may appoint up to two persons with suitable skills and experience as they deem necessary to sit on the Trainees sub-committee. Trustees may attend.

### 61.3 Election of up to 9 directly elected Trainee members

- 61.3.1 To stand for election as a member of the Trainees sub-committee a person must be a Concessionary member who is a trainee in pathology at the time of his nomination, election and at all times thereafter until the expiry of his term. If they cease to be a Concessionary member who is a trainee in pathology, before the end of their term of office, they must resign from their position with immediate effect.
- 61.3.2 All By-Laws relating to the procedures for nominations and elections of Trustees also apply to these positions.
- 61.3.3 A Concessionary member who is a trainee in pathology so elected shall serve for a period of three years.

61.3.4 A Concessionary member who is a trainee in pathology so elected may be re-elected.

61.3.5 Should a Concessionary member who is a trainee in pathology resign or be removed from this position before completing their term in office, a Concessionary member who is a trainee in pathology elected to fill the vacancy shall hold office for a full term as stated above.

#### 61.4 Chair of Trainees Sub-committee

61.4.1 The Chair of Trainees sub-committee is not a Trustee and any attendance at Committee meetings is as an observer.

61.4.2 In order to be the Chair of Trainees sub-committee, the person must already be a member of the Trainees sub-committee when nominated as a candidate. The members of the Trainees sub-committee shall decide which of their number shall be Chair of the sub-committee.

61.4.3 The Chair of Trainees sub-committee duties include but are not limited to, being responsible for the organisation of the Trainees sub-committee and providing regular reports to other sub-committees and the Committee. The Chair of Trainees sub-committee is expected to attend Committee Meetings to report on the Trainees sub-committee activities.

#### 62. Molecular Pathology Sub-committee

##### 62.1 Terms of Reference

62.1.1 To further the interests of the Society through the support and promotion of research and educational activities of the membership relating to Molecular Pathology;

62.1.2 To develop the Society's Molecular Pathology research and educational strategy and advise the Society Committee on such issues;

62.1.3 To advise the Finance and General Purposes sub-committee, and the Society

Committee, on research grant and educational grant funding schemes relating to Molecular Pathology.

##### 62.2 Membership

62.2.1 The elected Chair of the Molecular Pathology sub-committee and up to 6 other Trustees may attend. Other persons may be co-opted, including an industry representative.

#### 63. Undergraduate Sub-committee

##### 63.1 Terms of Reference

63.1.1 To further the interests of the Society through the support and promotion of pathology amongst undergraduate medical and biomedical students;

63.1.2 To develop the Society's undergraduate strategy and advise the Society Committee on such issues;

63.1.3 To advise the Finance and General Purposes sub-committee, and the Society

Committee, on undergraduate promotional events and on research grant and educational grant funding schemes relevant to undergraduates;

63.2 Membership

63.2.1 The elected Chair of the Undergraduate sub-committee, the elected Chair of the Trainees sub-committee and up to 4 other elected undergraduate members.

### **Other Society Meetings**

64. As well as the Annual General Meeting, the Society may hold other Society meetings, such as scientific meetings.
65. There shall usually be a scientific meeting that occurs immediately after or before the Annual General Meeting. Where such scientific meeting takes place, the notice of such meeting shall usually be circulated with the notice of the Annual General Meeting.
66. The meetings shall be held in centres in which pathological laboratories are situated in the United Kingdom and Ireland.
67. The business of meetings will include presentations, discussions of these and the giving of demonstrations.
68. Members may introduce visitors to meetings and may also arrange with the Meetings Secretary for communications or demonstrations to be given by visitors.
69. During these meetings, no presentation shall exceed fifteen minutes in duration, unless consent has been obtained from the chair of the meeting. The chair of the meeting will be the head of a laboratory which with the meeting is associated or by some member delegated by that head. Those persons organising the meetings shall ensure that sufficient time is set aside for demonstrations.
70. The Committee may invite any scientific society to join in the work of a meeting.

Date Agreed: June 2018.