

ASSOCIATION OF BREAST PATHOLOGY CONSTITUTION

ARTICLES AND BYELAWS OF THE ASSOCIATION OF BREAST PATHOLOGY

1 – NAME

The Association shall be known as “The Association of Breast Pathology” (ABP).

2 – PURPOSE

The objectives of the Association shall be to promote the study of the pathology of breast diseases, to advance the knowledge and practice of breast pathology and improve the accuracy and consistency of breast lesion diagnosis. It aims to be a major voice of breast pathology in the UK.

In order to fulfil its objectives, the Association will: -

- a. Hold scientific and educational meetings in the UK or abroad (which may be attended by members and non-members of the Society);
- b. Provide leadership in, and foster, breast pathology research and the dissemination of research findings;
- c. Promote training in breast pathology;
- d. Communicate with, and provide advice to, other relevant societies, professional organisations and individuals regarding issues related to breast pathology;
- e. Engage in any other activities which in the opinion of the Association might further its objectives.

3 - MEMBERSHIP

The Association shall be composed of medical practitioners and scientists in the field of tissue pathology. Council may confer honorary Life Membership on individuals who have made a significant contribution in the field of breast pathology.

i. ORDINARY MEMBERSHIP

Application for ordinary membership should be made to the Honorary Secretary of the Society, in writing (including electronically by Email or through the ABP website). Anyone can apply directly for membership to the Honorary Secretary. The Honorary Secretary will normally approve all membership applications but may at their discretion wish to discuss individual membership applications with the ABP council before approval.

ii. RIGHTS OF THE MEMBERS

All Ordinary members of the Association have the right to participate in the scientific and educational meetings and at the Annual General Meeting. All Ordinary members shall have the right to nominate candidates for the ABP Council and to vote on issues related to the Constitution and Byelaws. Only Ordinary members shall have the right to hold office. No member shall use the name of the Association for personal benefit.

Only current elected officers shall represent the Association in official business. In exceptional circumstances where this may not be possible, the Council or President may nominate an appropriate individual to represent the Association on a temporary basis.

iii. TERMINATION OF MEMBERSHIP

The following shall be causes of termination of membership in the Association:

- Death of the member
- Resignation of the member by written document (including Email) submitted to the Honorary Secretary
- Expulsion from the Association due to non-payment of membership fees, or unethical conduct.

Requests for expulsion of a member shall be documented in writing by two members, acted upon by Council after adequate investigation, including appropriate communication with the member in question, and final

ratification by simple majority vote at the next Council meeting. An expelled member can appeal the decision by written document to Council.

iv. MEMBERSHIP FEES

Annual membership fees shall be established by Council and paid to the Treasurer, or his/her agent as approved by Council. Honorary Life Members shall pay no membership fees.

4 - COUNCIL

The Association shall be governed by a President, President Elect (Vice-President), Honorary Treasurer, Honorary Secretary, Meetings Secretary and Council Members. The Council will be formed of no more than 15 members and a minimum of 10 (including any co-opted members, see below). Once nominated and elected to Council by the membership, Council shall elect by a simple majority vote from amongst its members, the officers (President and President Elect, Honorary Treasurer, Honorary Secretary and Meetings Secretary). The President Elect will normally become President after a single term.

The Council members should ideally reflect the broad membership of the Association in terms of geographical location, place and nature of work (for example, academic/non-academic, specialist/generalist, screening/symptomatic practice).

The main functions of Council are:

- To represent the Association in official business.
- To organise and coordinate scientific and educational meetings of the Association and an Annual General Meeting.
- To provide leadership in the development and implementation of scientific programmes and meetings, both for the ABP and in association with other groups and societies.
- To set policies regulating the normal functions of the Association, including, but not necessarily limited to, policies relating to conflict of interest, due diligence, financial audits and document retention.

Two meetings of Council will be held each year, ideally one should be face-to-face. A Council meeting shall be deemed quorate if 50% of Council members are in attendance. In addition, the routine affairs of the Association, including, but not limited to, development and execution of strategic plans, affiliations with other societies, scheduling of meetings and symposia, shall be governed by Council who shall act on its own best judgment and discretion to carry out the general mission of the Association. The actions of Council shall be considered taken upon majority vote. In case of a tied vote, the chair shall hold a casting vote.

i. ELECTION

COUNCIL MEMBERS

Only Ordinary members of the Association are eligible to be Council members. Nominations for Council members can be made by the ABP membership. Self-nomination is also acceptable. The Honorary Secretary will notify the membership of vacancies on Council at least 3 months prior to the next Council meeting. A nomination by an Ordinary member must be received in writing (including electronically) by at least 1 month before the Council meeting. The Honorary Secretary will conduct a ballot if the number of nominees exceeds the number of vacancies. The individual who receives the largest number of votes by ballot shall become elected. Elections may be conducted by mail, email, or other electronic means.

OFFICERS

Elected or co-opted members of Council are eligible to become officers, i.e. President (and Immediate Past President), President Elect, Honorary Treasurer, Honorary Secretary and Meetings Secretary.

The Honorary Secretary will inform Council members of upcoming vacancies for officers (President, President Elect, Honorary Treasurer, Honorary Secretary and Meetings Secretary) prior to the post becoming vacant, and will invite nominations by Council members to fill vacant officer's posts. Nominations shall be made in writing, by or with the consent of the nominee, and submitted to the Honorary Secretary prior to expiry of an officer's term. The Honorary Secretary shall put forward the nominations at the next

Council meeting. Council members will be asked to vote in support of the proposed nominee/s. The Honorary Secretary will oversee the ballot and may elect to conduct a paper ballot in certain circumstances. Council members may vote in absentia by electronic communication with the Honorary Secretary.

Office bearers will be required to step down from Council if they fail to attend 2 consecutive Council meetings, unless there are extenuating circumstances that are accepted by Council.

VACANCIES

In the case of an unexpected vacancy, Council members may elect an officer to fill the vacancy for the remainder of the vacancy term. In the event that an officer position remains vacant after a term has ended, an interim officer may be appointed by Council but this should not be for a period of more than one year.

TERMS OF OFFICE

The President shall serve a term of office of 3 years, eligible for re-election for a period of 6 years *un tantum*.

The Immediate Past President shall serve a term of office of 1 year. The term of elected officers shall be 3 years (except the Hon Secretary and Treasurer). In order to maintain continuity, the term of Honorary Secretary and Honorary Treasurer will be 6 years, extendable by at least another 3 years. Other officers can be re-elected to hold office for a further term of 3 years with the approval of Council, i.e. their maximum term of office shall be 6 years, other than in exceptional circumstances.

An officer must step down from Council for a period of at least one year before taking up another officer role, except if they are taking the role of president elect. An officer is eligible to take up the role of president elect at any time during their 3 or 6 year term without stepping down from Council.

Council members shall hold office for a period of 3 years and may be re-elected for an additional term with the approval of Council i.e. their maximum term of office shall be 6 years, other than in exceptional circumstances.

A Council member must step down from Council for a period of at least one year before becoming eligible to rejoin Council, except if they are taking up an officer role. A Council member is eligible to take up an officer role at any time during their 3 or 6 year term without stepping down from Council.

5 - DUTIES OF OFFICERS

President - the President shall be the principal executive officer of the Association. He/she should have previously been a member of Council. He/she shall preside at Council meetings of the Association, serve as Chairman of Council, take responsibility and carry out duties as a representative of the Association. The President is empowered to appoint ad hoc committees which he/she deems necessary to make recommendations on important issues, or to which he/she delegates certain functions as necessary. The President shall nominate a Council member to deputise when necessary.

Roles and responsibilities of the ABP President

The role of the President is to provide effective leadership for the organisation, to ensure that the organisation's activities are in line with its objectives, take responsibility for decisions made by the organisation, ensure that appropriate policies and procedures are in place for the effective management of the organisation, and act as the professional representative and spokesperson of the organisation at functions or meetings.

The President will:

- Attend all Council meetings.
- Check that Council meetings are planned effectively, conducted according to the constitution and that matters are dealt with in an orderly, efficient manner.
- Receive reports (oral or written) from the office-bearers at each Council meeting, review progress and inform Council members of any relevant activities or decisions made.

- Ensure that elections are in line with stipulated procedures.
- Provide guidance to honorary officers relating to issues such as finance, meetings content, training and educational activities, and with the agreement of Council, delegate specific tasks as appropriate.
- Represent the ABP in handling requests for information, guidance or advice from other sources.

Roles and responsibilities of the President Elect

The role of the President Elect is support the President in activities relating to the ABP and to deputise for the President, as required. They will assist the President in providing leadership for the organisation, ensure that the organisation's activities are in line with its objectives and act as professional representative and spokesperson of the organisation at functions or meetings. The President Elect will succeed the President when they stand-down or when they have completed their term of office.

The President Elect will:

- Attend all Council meetings.
- Represent the ABP in handling requests for information, guidance or advice from other sources.
- Undertake the other roles and responsibilities of all Council members

Honorary Secretary - the Honorary Secretary shall keep records of the meetings and other activities of the Association; keep custody of the documents of the Association, inform the membership of upcoming vacancies and receive nominations and conduct ballots for these; deal with membership issues and execute other functions as delegated by the Council.

Roles and responsibilities of the Honorary Secretary

The main roles of the Honorary Secretary are to support the President in ensuring the smooth functioning of the ABP as a professional organisation, and to communicate promptly and effectively with the Council and the ABP membership. The Secretary is responsible for:

ABP Council meetings

- Attend all Council meetings or, in the event of illness or absence due to other extenuating circumstances, to nominate a Council member to carry out the duties of Honorary Secretary in lieu of these meetings.
- Ensuring meetings are effectively organised and minuted.
- Maintaining effective records and administration.
- Circulating agendas, approved minutes and reports.
- Checking that agreed actions are carried out.
- Communicating and corresponding with Council members.
- Providing information and acting as a reference point for the President and other Council members: clarifying past practice and decisions; and retrieving relevant documentation.
- Organising the nomination and election of new Council members and Office Bearers.

Oversight of membership matters:

- Accepting and presenting applications for membership at Council meetings for ratification and informing applicants of the ensuing result.
- Maintaining membership details and providing these to the Honorary Treasurer on request.
- Informing the membership about updates, meetings or matters pertaining to the Association and other professional issues.

Other

- Respond promptly to all emails and communication from the membership and Council.

The Honorary Secretary may choose to delegate some roles and responsibilities to the ABP Administrator. Honorary Treasurer - the Honorary Treasurer shall receive membership fees and other income received by the Association; keep records of all financial documents and transactions; act as custodian of funds; issue and sign checks as authorised by Council; prepare financial statements and present them to Council;

provide or complete information as necessary to comply with UK tax laws, and execute other functions delegated by the Council. The Honorary Treasurer shall ensure that an annual audit of the Association's finances is carried out.

Roles and responsibilities of the Honorary Treasurer

The overall role of a treasurer is to maintain an overview of the Association's financial affairs, ensuring its viability and ensuring that proper financial records and procedures are maintained.

General financial oversight:

- Receive and bank all monies owed to the ABP in a timely manner.
- Receive expense invoices and send payment in a timely manner.
- Follow up actions in relation to invoice queries.
- To oversee and present budgets, accounts and financial statements.
- To liaise with relevant Council members and meetings administrators about financial matters.
- To ensure that appropriate accounting procedures and controls are in place.
- To ensure compliance with relevant legislation.
- To ensure recommendations of the auditors are implemented.

Financial planning and reporting

- To present annual financial reports to the council.
- To advise on the organisation's reserve monies and any investment monies.
- To advise on the fund-raising strategy of the organisation.
- To ensure that there is no conflict between any investment held and the aims and objects of the organisation.

Other

- To attend all Council meetings.
- Respond promptly to emails and communication from the membership and Council.

The Honorary Treasurer may choose to delegate some roles and responsibilities to the ABP Administrator.

Meetings Secretary – the Meetings Secretary shall be the host and organiser of any educational meetings or symposia of the Association. The Meeting Secretary is responsible for developing the programme for scientific meetings or educational symposia for subsequent Council approval.

Roles and responsibilities of the Meetings secretary

The role of the meeting secretary is to organise and develop the scientific meetings of the ABP any other educational meetings on different aspects of breast pathology, as well as to liaise with other groups and societies in planning meetings.

The Meetings Secretary, in conjunction with other members of the Council, as a organising group, shall do the following:

- Attend all Council meetings.
- Present and discuss proposed plans/programme for meetings and present draft programmes to Council.
- Contact the proposed Speakers.
- Officially invite the speakers and brief them prior to the meeting.
- Prepare a final meeting programme and registration form.
- Obtain CPD approval from the RCPATH and prepare an evaluation form for the meeting.
- Forward the final programme to the ABP website, including maps, and hotel accommodation.
- Arrange for the meeting to be advertised.
- Liaise with administrative support from a variety of sources and ensure that members are informed of forthcoming meetings and send out the programme and registration forms.
- Communicate with the ABP treasurer regarding anticipated costs, meeting fees for different delegate categories (ABP members/non-members/trainees).

- Ensure all arrangements are in place regarding venue, facilities, catering, delegate packs, invited speakers' travel and accommodation arrangements etc, as required.
- Collate evaluation feedback from the attendees of the meeting.
- Present Meetings Secretary report to the Council.
- Respond promptly to emails and communication from the membership and Council.

The Meetings Secretary may choose to delegate some roles and responsibilities to the ABP Administrator.

Council members - the Council members shall contribute to the activities of the Association by participating in the planning of meetings and educational programs of the Association, encouraging the recruitment of new members, and shall execute any other function as delegated by the President or Council.

Roles and responsibilities of Council members

Council members will:

- Attend all Council meetings; members will be required to step down from Council if they fail to attend two consecutive Council meetings, unless there are extenuating circumstances that are accepted by Council.
- Participate in the planning of scientific and educational meetings.
- Execute any other function as agreed with the President or Council.
- Respond promptly to emails and communications from Council

6 – CO-OPTED MEMBERS OF COUNCIL

The following members shall be co-opted to serve on Council, if they are not elected members in their own right:

- Breast Pathology Sub-Specialty Advisor of the Royal College of Pathologists;
- Organiser of the National Breast Pathology EQA Scheme;
- Chair of National Co-ordinating committee for breast pathology;
- Trainee (medical) representative;
- Biomedical scientist representative;
- European representative.

Co-opted members will be entitled to vote on matters related to education, training, professional standards and meeting organisation, but unless they are also elected members of Council, they shall not be entitled to vote on financial matters or matters related to the constitution and governance of the ABP.

Other co-opted members may be invited by the Council to contribute to Council meetings on an ad hoc basis to deal with specific issues.

7 – AMENDMENTS TO CONSTITUTION AND BYELAWS

Proposals to amend the Constitution and Byelaws may be made by any Ordinary member to Council. Such proposals shall be made in writing to the Honorary Secretary. Council shall evaluate and present them to the Membership by electronic methods or at an Annual General Meeting. Council may itself initiate proposals to amend the Constitution and Byelaws. The amendment(s) shall be approved by a majority vote of all voting Ordinary members by ballot using electronic methods, or at the Annual General Meeting.

8 - LIQUIDATION OF THE SOCIETY

The Association may be dissolved by two-thirds (2/3) majority vote of Association members. Such a move may be initiated by Council. In the event of the Association being dissolved, the property and assets of the Association that remain after the satisfactory allocation of all debts and liabilities, shall be disposed of in accordance with the wishes of a majority of the membership and paid or transferred to a charitable institution or institutions having similar objectives to those of the Association.

Document control section

Version Ratification

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