

**ARTICLES OF ASSOCIATION**

**OF**

**THE PATHOLOGICAL SOCIETY OF GREAT BRITAIN AND IRELAND**

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## THE COMPANIES ACT 2006

Company Limited by Guarantee and not having a Share Capital

### ARTICLES OF ASSOCIATION

OF

#### THE PATHOLOGICAL SOCIETY OF GREAT BRITAIN AND IRELAND

#### 1. Name of Charity and Meaning of Words

1.1 The name of the charity is The Pathological Society of Great Britain and Ireland, called in this document "the Society".

1.2 In these Articles the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context:-

1.3 Words	Meanings
Act	the Companies Acts 1985, 1989 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time;
Articles	these Articles of Association;
Charities Act	the Charities Acts 1992, 2006 and 2011 (to the extent in force) including any statutory modification or re-enactment thereof from time to time;
Chair	a trustee, who is charged with the function of chairing the Committee of Trustees;
Charity Commission	the Charity Commission of England and Wales;
Clear Days	in relation to a period of notice, the period excluding the day on which notice is given or deemed to be given and the date of the event to which the notice relates;
Committee	the Committee of Trustees of the Society, made up of the elected officer Trustees, elected Committee Trustees and elected chair of sub-committee Trustees (except for the chair of the trainees sub-committee), the members of which

	are the directors of the Society and are charity trustees;
Month	calendar month;
Objects	the Objects of the Society as defined in Article 4;
Office	the registered office of the Society;
Regulations	any rules, standing orders or regulations made in accordance with these Articles;
Seal	the common seal of the Society, if any;
Society	The Pathological Society of Great Britain and Ireland which is a charitable company;
Signed	shall include faxes of signatures and other forms of authentication that are permitted by law;
Taxable Trading	carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax;
Trustees	the directors of the Society;
United Kingdom	Great Britain and Northern Ireland; and
in Writing	written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form including by e-mail, or fax (to the extent legally permissible).

1.4 Words in the singular form include the plural and vice versa.

1.5 The words “person” or “people” include corporations and unincorporated associations, and the words “he”, “his” and “him” shall include the female equivalent.

1.6 Apart from the words defined above, any words or expression defined in the Act will have the same meanings in these Articles, provided they are consistent with the subject or context.

1.7 Headings are not part of the Articles.

1.8 These Articles exclude any model Articles created under the Companies Acts, including under section 19 of the Companies Act 2006.

**2.** Nothing in these Articles shall authorise an application of the property of the Society for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 or section 2 of the Charities Act (Northern Ireland) 2008.

### **3. Registered Office**

3.1 The registered office of the Society will be in England and Wales.

#### **4. Objects of the Society**

- 4.1 To advance pathology and facilitate communication between pathologists.

#### **5. Powers of the Society**

- 5.1 The Society has the following powers which may be used only to promote the Objects:-

- 5.1.1 to buy, take on a lease, share, hire or otherwise acquire property of any sort;
- 5.1.2 to sell, lease or otherwise dispose of all or any part of the property belonging to the Society but in exercise of this power the Society must comply as appropriate with Sections 117 to 123 of the Charities Act 2011;
- 5.1.3 to borrow money and to charge the whole or any part of the property belonging to the Society as security for the repayment of money borrowed, grant given or any other obligation but the Society must comply as appropriate with Sections 124 to 126 of the Charities Act 2011 if it wishes to mortgage land;
- 5.1.4 to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment any buildings and any other premises or structures or land;
- 5.1.5 to employ and pay any employees, officers, servants and professional or other advisers;
- 5.1.6 subject to any restrictions in the Charities Act, to borrow money, invite and receive contributions or grants, enter into contracts, seek subscriptions or raise money in any way including carrying on trade but not by means of Taxable Trading;
- 5.1.7 to give or receive guarantees or indemnities;
- 5.1.8 to promote or undertake study or research and disseminate the useful results of such research;
- 5.1.9 to produce, print and publish anything in any media;
- 5.1.10 to provide or procure the provision of services, education, training, consultancy, advice, support, counselling, guidance, grants, scholarships, awards or materials in kind;
- 5.1.11 to make social investments in pursuance of the Objects by any means;
- 5.1.12 to promote and advertise the Society's activities and to seek to influence public opinion and policy and regulation implemented or proposed to be implemented by government, local authorities or other public bodies by undertaking campaigning and, to the extent permitted by law, political activities;
- 5.1.13 to invest any money in any investments, securities or properties; and to accumulate and set aside funds for special purposes or as reserves; and to accumulate expendable endowment;

- 5.1.14 to undertake any charitable trust;
- 5.1.15 to make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants;
- 5.1.16 to establish, promote and otherwise assist any limited company or companies or other bodies for the purpose of acquiring any property or of furthering in any way the Objects or to undertake trading and to establish the same either as wholly owned subsidiaries of the Society or jointly with other persons, companies, government departments or local authorities and to finance such limited company or companies or other body by way of loan or share subscription or other means;
- 5.1.17 to transfer or dispose of, with or without valuable consideration, any part of the property or funds of the Society not required for the purpose of the Society in furtherance of the Society's Objects;
- 5.1.18 to establish, support, federate with or join or amalgamate with any companies, institutions, trusts, societies or associations;
- 5.1.19 to transfer to or to purchase or otherwise acquire from any charities, institutions, societies or associations any property, assets or liabilities, and to perform any of their engagements;
- 5.1.20 to open and operate bank accounts and other banking facilities including by using internet banking or other electronic authentication methods;
- 5.1.21 to accept any property upon or on any special trusts, or for any institutions or purposes either specified or to be specified by some person other than the Trustees;
- 5.1.22 to co-operate and enter into any arrangements with any governments, authorities or any person, company or association;
- 5.1.23 to insure any risks arising from the Society's activities;
- 5.1.24
  - (a) To purchase indemnity insurance out of the funds of the Society to indemnify any of the Trustees against any personal liability in respect of:
    - (i) any breach of trust or breach of duty committed by them in their capacity as charity trustees or trustees for the Society;
    - (ii) any negligence, default, breach of duty or breach of trust committed by them in their capacity as directors or officers of the Society or of any body corporate carrying on any activities on behalf of the Society; and
    - (iii) any liability to make contributions to the assets of the Society in accordance with section 214 of the Insolvency Act 1986.

- (b) Subject to clause 5.1.24(d) below, any insurance in the case of 5.1.24(a)(i) or 5.1.24(a)(ii) must be so framed as to exclude the provision of an indemnity for a person in respect of:
  - (i) any liability incurred by a Trustee to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);
  - (ii) any liability incurred by a Trustee in defending any criminal proceedings in which he is convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct, by him; and
  - (iii) any liability incurred by a Trustee to the Society that arises out of any conduct which he knew (or must reasonably be assumed to have known) was not in the interests of the Society or in the case of which he did not care whether it was in the best interests of the Society or not.
- (c) Subject to clause 5.1.24(d) below any insurance in the case of 5.1.24(a)(iii) shall not extend to any liability to make such a contribution where the basis of the Trustee's liability is his knowledge prior to the insolvent liquidation of the Society (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Society would avoid going into insolvent liquidation; and
- (d) To purchase out of the funds of the Society any additional indemnity insurance cover for the benefit of the Trustees that is permitted by law from time to time.

5.1.25 to pay all the expenses and costs of establishing the Society;

5.1.26 to delegate upon such terms and at such reasonable remuneration as the Society may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment (an "investment" is an asset which is capable of producing income and may also increase in capital value);

Provided always that:-

- (a) the Managers are properly authorised to carry on investment business;
- (b) the delegated powers shall be exercisable only within clear policy guidelines drawn up by the Society;
- (c) the Managers are under a duty to report promptly to the Society any exercise of the delegated powers and in particular to report every transaction carried out by the Managers and report regularly on the performance of investments managed by them for the Society;
- (d) the Society is entitled at any time to review, alter or terminate the delegation or the terms thereof; and

- (e) the Society reviews the arrangements for delegation at intervals but so that any failure by the Society to undertake such reviews shall not invalidate the delegation;

5.1.27 to arrange for investments or other property of the Society to be held in the name of a nominee company (being a corporate body registered or having an established place of business in England and Wales) acting under the control of the Trustees or of a financial expert acting under their instructions, and to pay any reasonable fee required; and

5.1.28 to do anything else within the law which helps promote the Objects.

## **6. Use of income and property**

6.1 The income and property of the Society shall be applied solely towards the promotion of the Objects and no part of it shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to members of the Society or Trustees, and no Trustee may be appointed to any office of the Society paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Society except as permitted by law or by the Charity Commission or as permitted below under 'Allowed Payments' and then only after complying with any requirements of the Act and the Charities Act, PROVIDED this shall not prevent a member of the Society or a Trustee receiving any benefit as a beneficiary.

## **7. Allowed Payments**

7.1 The Society may pay:-

7.1.1 reasonable and proper payment to any member, officer, servant, employee, professional or other adviser of the Society who is not a Trustee for any goods or services supplied to the Society;

### **Payments for services and goods connected to those services**

7.1.2 reasonable and proper remuneration of a Trustee for services actually rendered to the Society or a subsidiary of the Society (save for services rendered in his capacity as a Trustee) and for goods that are supplied in connection with the provision of those services, PROVIDED THAT:-

- (a) the number of Trustees so remunerated in any accounting period shall not exceed a minority of the Committee of Trustees;
- (b) no resolution to approve such remuneration to a Trustee shall be effective unless it is passed at a meeting of the Committee of Trustees;
- (c) such Trustee shall not vote on any resolutions relating to his engagement by the Society or a subsidiary (as defined in the Act) of the Society;
- (d) the remuneration or maximum remuneration payable to the Trustee shall be set out either in the resolution approving such remuneration or in a written agreement between the Trustee and the Society; and

- (e) the Trustees are satisfied it is in the best interests of the Society for the services to be provided by that Trustee to the Society or on behalf of the Society for the remuneration or maximum remuneration agreed.

**Payments for goods not supplied in connection with services**

7.1.3 reasonable and proper payment for goods supplied by a Trustee that are not supplied in connection with services actually rendered to the Society or a subsidiary of the Society PROVIDED THAT:-

- (a) the amount or maximum amount of the payment for the goods is set out in a written agreement between the relevant Trustee and the Society under which that Trustee is to supply the goods to or on behalf of the Society;
- (b) the amount or maximum amount does not exceed what is reasonable in the circumstances for the supply of goods in question;
- (c) the other Trustees are satisfied it is in the best interests of the Society to contract with that Trustee rather than with someone else who is not a Trustee. In reaching such a decision the Trustees must balance the advantage of contracting with a Trustee against the disadvantages of doing so;
- (d) the relevant Trustee is absent from the part of any meeting at which there is discussion of the proposal to enter into such a contract with that Trustee;
- (e) the relevant Trustee does not vote on any such matter and is not counted in the quorum for that decision; and
- (f) a majority of the Trustees then in office are not in receipt of remuneration or payments authorised in Articles 7.1.2, 7.1.3, 7.1.4, 7.1.7, 7.1.10, or 7.1.11.

7.1.4 reasonable interest on the money lent by any Trustee;

7.1.5 reasonable out-of-pocket expenses to any Trustee;

7.1.6 reasonable and proper payment to a company of which a member of the Society or a Trustee holds not more than a hundredth of the capital;

7.1.7 reasonable and proper rent of premises demised or let by any Trustee;

7.1.8 to the extent permitted by law, reasonable and proper premiums in respect of any Trustee indemnity insurance policy taken out pursuant to Article 5.1.24 above;

7.1.9 any payment to a Trustee under the indemnity provisions in the Articles of Association;

7.1.10 a Trustee to be employed by, or receive any remuneration from the Society which is not authorised in this Article 7, provided the remuneration is authorised by court or the Charity Commission; and



7.1.11 in exceptional cases other payments or benefits but only with the prior written approval of court or the Charity Commission.

PROVIDED THAT no Trustee shall vote on or be present during the discussion of or voting on any decision to borrow money from or pay rent or make a payment or give any remuneration or a benefit to that Trustee other than the approval of any permitted indemnity insurance or the payment of an indemnity where such payment is to be made to a majority of the Trustees.

For the purposes of this Article 7 Trustee shall include any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Trustee or any person living with the Trustee as his partner.

A payment to a Trustee includes the payment to or the engagement of or remuneration of any firm or company in which the Trustee is: (i) a partner; (ii) an employee; (iii) a consultant; (iv) a director; or (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Trustee holds less than 1 per cent. of the issued capital.

## **8. Alterations to these Articles**

8.1 No alterations to these Articles may be made which would cause the Society to cease to be a charity in law. Other alterations to these Articles may only be made by a special resolution at a general meeting or by a written special resolution. A special resolution will be validly passed at a general meeting if the Society gives the members at least 14 Clear Days' notice of the intention to pass a special resolution at the meeting. Where the special resolution is proposed to be passed at an annual general meeting 30 Clear Days' notice must be given of the intention to pass a special resolution. At least 75% of those voting at the either the general meeting or annual general meeting must vote in favour of the resolution. Such a special resolution may be passed on shorter notice if 90% of the total number of members having the right to vote agree to such short notice.

8.2 Alterations may only be made to:

8.2.1 the Objects; or

8.2.2 to any clause in these Articles which directs the application of property on dissolution; or

8.2.3 to any clause in these Articles which gives Trustees any benefit,

with the Charity Commission's prior written consent where this is required by law.

8.3 The Society shall inform the Charity Commission and Companies House of any alterations to the Articles and all future copies of the Articles issued must contain the alterations.

8.4 Alterations may also require the consent of other bodies.

## **9. Limited Liability**

9.1 The liability of the members is limited.

## **10. Guarantee by Members of the Society**

- 10.1 Each member of the Society undertakes that, if the Society is wound up while he is a member, or within one year after he ceases to be a member, he will contribute a sum not exceeding £1 to the assets of the Society for:-
- 10.1.1 payment of the debts and liabilities of the Society contracted before he ceases to be a member;
  - 10.1.2 payment of the costs, charges and expenses of winding up; and
  - 10.1.3 adjustment of the rights of the contributories among themselves.

## **11. Indemnity of Trustees**

- 11.1 To the extent permitted by law from time to time, but without prejudice to any indemnity to which a Trustee or other officer may otherwise be entitled, the Society may indemnify every Trustee or other officer out of the assets of the Society against all costs and liabilities incurred by him which relate to anything done or omitted or alleged to have been done or omitted by him as a Trustee or other officer save that no Trustee may be entitled to be indemnified:
- 11.1.1 for any liability incurred by him to the Society or any associated company of the Society (as defined by the Act for these purposes);
  - 11.1.2 for any fine imposed in criminal proceedings;
  - 11.1.3 for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;
  - 11.1.4 for any liability which he has incurred in defending any criminal proceedings in which he is convicted and such conviction has become final;
  - 11.1.5 for any liability which he has incurred in defending any civil proceedings brought by the Society or an associated company in which a final judgment has been given against him; and
  - 11.1.6 for any liability which he has incurred in connection with any application under the Act in which the court refuses to grant him relief and such refusal has become final.
- 11.2 To the extent permitted by law from time to time, the Society may provide funds to every Trustee or other officer to meet expenditure incurred or to be incurred by him in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by him as a Trustee or officer, provided that he will be obliged to repay such amounts no later than:
- 11.2.1 if he is convicted in proceedings, the date when the conviction becomes final; or
  - 11.2.2 if judgment is given against him in proceedings, the date when the judgment becomes final; or
  - 11.2.3 if the court refuses to grant him relief on any application under the Act, the date when refusal becomes final.

## **12. Conflicts of Interest**

- 12.1 To the extent required by law every Trustee shall fully disclose to the Committee the circumstances giving rise to any conflict or potential conflict including any direct or indirect interest in a proposed or existing transaction.
- 12.2 Where the duty of a Trustee to avoid a situation in which he has or can have a direct or indirect interest or duty that conflicts or possibly may conflict with the interests of the Society including a wish or duty to exploit any property, information or opportunity (as specified by section 175(1) of the Companies Act 2006) would otherwise be infringed in relation to a particular situation, transaction or arrangement, the duty is not infringed if the procedure set out below is followed:
- 12.2.1 the matter in relation to which that duty exists has been proposed to the Trustees at a meeting of the Trustees and has been authorised by them; and
- 12.2.2 any requirement as to the quorum of such meeting is met without counting the Trustee in question, or any other interested Trustee, subject to Articles 12.3 and 12.4; and
- 12.2.3 the matter was agreed to without any such Trustee voting, or would have been agreed to if the vote of any such Trustee had not been counted, subject to Articles 12.3 and 12.4.
- 12.3 In such a conflict of interest situation (including any authorisation of non-disclosure of information), where there are insufficient unconflicted Trustees present at the meeting to constitute a quorum, the unconflicted Trustees present shall be deemed to constitute a quorum for the purposes of authorising the conflict under Article 12.2 and the manner of dealing with the conflict, provided that:
- 12.3.1 they may only give such authorisation where they are satisfied that the conflicted Trustee or Trustees will not receive any direct or indirect benefit other than one permitted by these Articles; and
- 12.3.2 the total number of Trustees at the meeting (whether conflicted or unconflicted) is equal to or higher than the quorum of the Committee.
- 12.4 In the event that all of the Trustees present at the Committee meeting are conflicted in respect of a particular conflict of interest situation, the conflicted Trustees present at a meeting may authorise the conflict and the manner of dealing with the conflict and shall constitute a quorum for the purposes of such authorisation, provided that they satisfy the requirements set out in Article 12.3.1 and 12.3.2 above.
- 12.5 The duty to deal with conflicts referred to in Article 12.2 applies in the case of the exploitation of property, information or opportunity even if the Society is not taking, or could not take, advantage of the opportunity.
- 12.6 The Trustees shall observe the other duties and rules in the Act, and such other rules as the Committee adopts, as to the management of conflicts of duty or interest.
- 12.7 The Committee may by resolution passed in the manner set out in this Article, authorise a Trustee not to disclose to the Committee confidential information relating to a conflict of interest provided that it may not authorise the withholding of information relating to a direct or indirect personal benefit for the Trustee.

12.8 Nothing contained in this Article shall authorise a Trustee to receive any benefit not permitted elsewhere in these Articles.

### **13. Rights of Inspection**

13.1 A copy of the Articles and any Regulations must be available for inspection by the members of the Society at the Office or at a single alternative inspection location if applicable. Any member who requests a copy of the Articles of Association must be sent a copy.

### **14. Register of Members**

14.1 The Society must keep at the Office a register of members showing their name, postal address, category of membership, and dates of becoming a member and ceasing to be a member.

14.2 Subject to any restrictions permitted by the Act, the register is available for inspection by the members of the Society without charge and any other person on payment of a fee prescribed by the Society, subject to any maximum fee imposed by law. Subject to the Act, where a person seeks to inspect the register, the Society must within five working days either comply with the request or apply to the Court for permission not to comply with the request.

14.3 There shall be three categories of membership:

14.3.1 ordinary members;

14.3.2 senior members; and

14.3.3 concessionary members,

as defined in the By-Laws from time to time.

14.4 The Committee may establish classes of associate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as the Committee thinks fit, and may admit and remove such associate members in accordance with By-Laws made by the Committee, provided that an associate member shall not be a member of the Society for the purposes of the Articles or the Act.

14.5 All members must pay the subscriptions (if any) that the Committee decides from time to time. The Committee may fix differing rates for subscriptions for different members or categories of members.

### **15. Membership**

15.1 The number of members of the Society is unlimited. They remain members until they cease to be members in accordance with these Articles.

15.2 The subscribers to the Memorandum and such other persons who are admitted to membership in accordance with these Articles shall be the members of the Society.

15.3 The Trustees may determine criteria for membership, contained within the By-Laws but are not obliged to admit any person satisfying any such criteria as members and

may decline in their absolute discretion any person's application and need not give reasons for such decision.

- 15.4 The Committee shall inform the members of any new members that have been admitted to membership each year at the annual general meeting.

**16. No transfer of Membership**

- 16.1 None of the rights of any member of the Society may be transferred or transmitted to any other person.

**17. Ending of Membership**

- 17.1 A member stops being a member of the Society if:

17.1.1 the member resigns from membership by giving notice in Writing to the Society; or

17.1.2 the member ceases to satisfy the relevant criteria for membership;

17.1.3 membership is ended under Article 18; or

17.1.4 the member's subscription (if any) remains unpaid one year after it is due and the Committee resolves to end that member's membership; or

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

17.1.6 the member dies.

**18. Removal from Membership**

- 18.1 The Committee may terminate membership by giving the member notice in Writing.

- 18.2 No later than 28 days after receiving that notice the 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 sub-committee appointed by the Committee. The 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 member.

**19. Annual General Meetings**

- 19.1 Subject to Article 19.2, the Society shall hold an annual general meeting in addition to any other general meeting in every calendar year. The annual general meeting must be specified as such in the notices calling it.

- 19.2 The first annual general meeting must be held within 18 months of the incorporation of the Society.

**20. Other General Meetings**

- 20.1 All general meetings except annual general meetings are called general meetings.

## **21. Calling of Other General Meetings**

- 21.1 The Committee may call a general meeting whenever they wish. Such a meeting must also be called by the Committee if not less than 5% of the members of the Society request it in accordance with the Act.

## **22. Notice of General Meetings**

- 22.1 An annual general meeting must be called by giving at least 30 Clear Days notice and a general meeting must be called by giving at least 14 Clear Days notice in Writing (for the purposes of this Article “in Writing” includes notice given by website in accordance with Article 62.4). Such notices must specify the **place (unless it is an electronic only meeting)**, date, time and the general nature of any business and, in the case of a special resolution the exact wording of the resolution must be set out in the notice. The notice must also include a statement informing the members of their right to appoint a proxy to exercise their rights to attend, speak and vote at the meeting. Notice of the meeting must be given to everyone entitled by these Articles to receive it and must be given in accordance with these Articles. A meeting may be held on shorter notice if it is agreed by not less than 90% of the members entitled to attend and vote at it.
- 22.2 At an annual general meeting the business usually conducted will be the election of Trustees in place of those retiring, the election of Trustees appointed to fill a vacancy since the last annual general meeting, and where necessary the appointment of auditors and the fixing of the remuneration of the auditors.
- 22.3 Where the Society’s auditors are deemed reappointed in accordance with the Act, the Trustees shall fix the auditors’ remuneration.

## **23. Quorum for General Meetings**

- 23.1 Business may be transacted at a general meeting only if a quorum of members is present when the meeting begins to deal with its business. A quorum is 5% of the total number of members, or 20 persons, whichever is the least whether present in person or by proxy.
- 23.2 **If an electronic meeting is to be held or members are given the option to access the meeting electronically, a person shall also be considered present if they have electronically accessed the meeting, are able to hear the chair of the meeting speak and have the ability to vote on any resolutions at the meeting.**

## **24. Adjournment if no Quorum**

- 24.1 If the meeting is called by the demand of members, it must be dissolved if, within half an hour after the appointed starting time, a quorum is not present. If called in any other way, the meeting may be adjourned to another day, time and place as the Committee may decide. Articles 26.2 and 26.3 shall apply to such an adjourned meeting.
- 24.2 If no quorum is present at the adjourned meeting within half an hour of the appointed starting time, the member or members present at that time shall constitute the quorum for that meeting.

## **25. Chairman of a General Meeting**

25.1 The Chair (if any) of the Committee should normally preside as chairman at every general meeting of the Society. If there is no Chair, or if he is not present within 15 minutes after the appointed starting time or is unwilling to take the chair, the Committee shall select the chairman of the meeting and in default the members at the meeting shall select a chairman.

## **26. Adjournment of a General Meeting**

26.1 The chairman of the meeting may, at a meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place.

26.2 No business may be transacted at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.

26.3 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting. Apart from that, it is not necessary to give any notice of an adjourned meeting nor of the business to be done at it.

## **27. Voting on Resolutions**

27.1 At any general meeting a resolution put to the vote of the meeting is decided by a show of hands by members unless a poll is demanded (before or after the result of the show of hands is declared). A poll may be demanded by the chairman of the meeting or ten members, save that no poll may be demanded on the election of a chairman of a meeting or on any question of adjournment. Members may vote by proxy.

27.2 Members may appoint a proxy who need not be a member of the Society. The proxy may be appointed by the member to exercise all or any of the member's rights to attend, speak, vote and demand a poll at a meeting of the Society.

## **28. Proxies**

28.1 A person holding a proxy may vote on any resolution.

28.2 An instrument appointing a proxy shall be in Writing executed by or on behalf of the appointer and shall be in the form set out below or in any usual or common form or in such other form as the Trustees may approve. If the appointer does not direct the proxy how to vote on a particular resolution, the proxy may vote as he thinks fit. The instrument of proxy shall, unless the contrary is stated in such instrument of proxy, be valid for any adjournment of the meeting as well as for the meeting to which it relates. The instrument appointing a proxy and any authority under which it is executed shall be deposited at the Office or at such other place or with such other person as the notice for the meeting shall specify at least 48 hours prior to the general meeting or adjourned meeting (excluding any day that is not a working day).

28.3 A vote given or poll demanded by proxy or by the duly authorised representative of a body corporate shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Society at the Office or at such other place at which the instrument of proxy was duly deposited at least 48 hours before the commencement of the meeting or adjourned meeting (excluding any day that is not a working day).

28.4 A proxy in the following or a similar form will be acceptable:

“I

a member of The Pathological Society of Great Britain and Ireland

hereby appoint the Chair of the Society or if he is not present the chairman of the Meeting\*

.....

as my proxy to vote for me on my behalf at the [annual] general meeting of the Society to be held on the \_\_\_\_\_ day of \_\_\_\_\_ and any adjournment thereof.

Unless otherwise instructed, the proxy will vote as he thinks fit

Signed on the \_\_\_\_\_ day of \_\_\_\_\_ .

\*If you do not wish to appoint the Chair or the chairman of the meeting, please delete the reference to the Chair/chairman of the meeting and insert the name and address of your appointee in the space that follows.

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and may contain directions as to how the proxy is to vote on any resolution.”

**29. Postal or Electronic Voting**

29.1 The Committee may by a resolution approved by 75% of the Trustees present at a Committee meeting authorise the use of a postal or electronic ballot for the election of Trustees or the passing of any resolution. In the event that the Committee so elects to hold a postal or electronic ballot, it must inform the members that they have the right to choose whether to cast their votes electronically or by post.

**30. Declaration of chairman is final**

30.1 Unless a poll is demanded, the chairman of the meeting's declaration that a resolution has been carried by a particular majority or lost on a show of hands and an entry saying so in the minute book is conclusive evidence of the result. The number or proportion of the votes need not be entered in the minute book.

30.2 The demand for a poll may be withdrawn.

**31. When a poll is taken**

31.1 Polls will be taken whenever the chairman of the meeting says so. Business which is not the subject of a poll may be dealt with before, during or after the poll.

31.2 The chairman of the meeting will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting.

**32. Voting and Speaking**

32.1 Every member including the chairman of the meeting (if he is a member) has one vote at general meetings. The chairman of the meeting does not have a casting vote at general meetings.



- 32.2 On a show of hands or on a poll every member present in person or by proxy shall have one vote.
- 32.3 The auditor or reporting accountant has the right to attend general meetings and to speak at general meetings on any part of the business of the meeting which concerns him as auditor or reporting accountant.
- 32.4 A Trustee shall have the same rights as members to attend and speak at general meetings but shall not be entitled to vote at general meetings, unless the Trustee is also a member.

### **33. Electronic Meetings**

- 33.1 The Board may decide to hold a general meeting including an annual general meeting as a physical meeting, an electronic meeting (virtual meeting) or a combination of the two (a hybrid meeting).
- 33.2 Where electronic access to a general meeting is permitted, the access must be via suitable electronic means agreed by the Board, and members accessing the meeting electronically must be able to hear the chair of the meeting speak and have the ability to vote on any resolutions at the meeting in order to form part of the quorum.
- 33.3 Where an electronic only meeting is to be called, the Charity shall not be required to specify in the notice of the general meeting the place of the meeting, but it must provide sufficient information to allow members to access the meeting.
- 33.4 All resolutions put to the members at electronic general meetings and hybrid general meetings shall be voted on by a poll. Such poll votes may be cast by such electronic or other means as the Board in its sole discretion deems appropriate for the purposes of the meeting.
- 33.5 All other provisions set out in these Articles in respect of the calling and holding of the general meeting, to include but not limited to, the quorum for the meeting, proxy voting, chairing of the meeting and the procedures to be followed at electronic only or hybrid meetings shall still apply save as amended by Article 26.
- 33.6 If a member, due to technological failings, is unable to attend a general meeting electronically or is only able to attend part of the general meeting, this shall not invalidate the meeting. The chair of the meeting shall however have the discretion to adjourn the hybrid or electronic meeting if such technological failings in their opinion substantially affect the holding of the meeting. All business conducted at the general meeting up to the time of adjournment shall be valid. If the meeting is so adjourned the Board shall determine the new date for the meeting.
- 33.7 The Board may make any arrangement and impose any requirement or restriction as is necessary to ensure the identification of those taking part in any electronic or hybrid general meeting and the security of the electronic communication. In this respect the Board is able to authorise any voting application, system or facility for electronic meetings as it sees fit.
- 33.8 The Board may take reasonable measures and may make such Regulations as it deems necessary, relating to the holding of electronic and hybrid general meetings from time to time. Such Regulations may include, but are not limited to including, provisions relating to etiquette and communication in meetings and voting in meetings.

### **34. Written Agreement to Resolution**

- 34.1 Except in the case of a resolution to remove a Trustee or the auditors before the expiry of their term, members may pass a valid resolution without a meeting being held. But for the resolution to be valid:
- 34.1.1 it must be in Writing;
  - 34.1.2 in the case of a special resolution it must be stated on the resolution that it is a special resolution, and it must be Signed by at least 75% of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;
  - 34.1.3 in the case of an ordinary resolution it must be Signed by a majority of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;
  - 34.1.4 it may consist of two or more documents in identical form Signed by members; and
  - 34.1.5 the passing of the resolution must comply with any other requirements of the law from time to time.
- 34.2 A written resolution is passed when the required majority of eligible members have signified their agreement to it.
- 34.3 A written resolution passed in accordance with this Article 33 has effect as if passed by the Society in general meeting.

### **35. Society Meetings**

- 35.1 The Society may hold other Society meetings which shall be held in accordance with the By-Laws. For the avoidance of doubt, these meetings shall not be general meetings of Society for the purposes of the Act.

### **36. Management by the Committee**

- 36.1 The business of the Society is managed by the Committee. They may pay all the expenses of promoting and registering the Society. They may use all powers of the Society which are not, by the Act or by these Articles, required to be used by a general meeting of the Society.

### **37. The Keeping of Minutes**

- 37.1 The Committee must have a record of minutes:-
- 37.1.1 of all appointments of officers by the members;
  - 37.1.2 of the names of the Trustees present at each of its meetings and of any sub-committee of the Committee; and
  - 37.1.3 of all resolutions and proceedings at all meetings of:
    - (a) the members;
    - (b) the Committee; and

(c) sub-committees of the Committee.

**38. The Make-up of the Committee**

38.1 The first Committee consists of those people named in Form IN01 filed under Section 9 of the Companies Act 2006 and sent to the Registrar of Companies or as otherwise authenticated electronically when the Society is formed. They hold office for the term for which that person was elected or appointed. Should there be any Trustee-elects when the Society is formed they shall then replace the corresponding Trustee and shall hold office for the term that person was elected.

38.2 After that, the Committee consists of:-

38.2.1 up to five elected officer Trustees, elected in accordance with Article 38;

38.2.2 up to twelve elected Committee Trustees, elected in accordance with Article 38;

38.2.3 the elected chair of sub-committee Trustees (except for the chair of the trainees sub-committee), elected in accordance with Article 38; and

38.2.4 up to six co-opted Trustees, appointed in accordance with Article 39.

For the avoidance of doubt, no person is eligible to hold more than one Trustee position at any time.

**39. Elected Trustees**

39.1 All elected Trustees shall be elected by secret ballot of the members of the Society at an election to be held in accordance with the By-Laws.

39.2 The terms of office for all elected Trustees shall be as set out in the By-Laws. All elected Trustees may be re-elected for further terms by the members as specified in the By-Laws.

39.3 All elected officer Trustees must be either ordinary or senior members at the time of nomination, election and at all times thereafter until he ceases to be a Trustee. If an elected officer Trustee ceases to be an ordinary or a senior member of the Society before the end of his term of office, he shall be deemed to have automatically resigned his position with immediate effect.

39.4 The elected Officer Trustees shall be elected to posts set out in the By-Laws. The duties of each elected Officer Trustee shall be as set out in the By-Laws

39.5 All elected Committee Trustees must be either ordinary or senior members at the time of nomination, election and at all times thereafter until he ceases to be a Trustee. If an elected Committee Trustee ceases to be an ordinary or a senior member of the Society, before the end of his term of office, he shall be deemed to have automatically resigned his position with immediate effect.

39.6 All elected chair of sub-committee Trustees (except for the chair of the trainees sub-committee) must be either ordinary or senior members at the time of nomination, election and at all times thereafter until he ceases to be a Trustee. If an elected chair of sub-committee Trustee ceases to be an ordinary or a senior member of the Society,

before the end of his term of office, he shall be deemed to have automatically resigned his position with immediate effect.

- 39.7 Elected chair of sub-committee Trustees shall be elected to chair the sub-committees that are specified in the By-Laws. In reference to Article 37.2.4 and for the avoidance of doubt, the chair of the trainees sub-committee shall not be a Trustee, but may be invited to attend Committee meetings as an observer and shall not form part of the quorum nor have voting rights on the Committee.

#### **40. Co-opted Trustees**

- 40.1 The Committee may appoint up to six persons to be co-opted Trustees, who need not be members of the Society.
- 40.2 A co-opted Trustee shall be appointed for a term of office as set out in the By-Laws and may be reappointed for further terms by the Committee as specified in the By-Laws.

#### **41. Undergraduate Observer**

- 41.1 The Committee may invite a person who is an undergraduate, to attend meetings of the Committee as an observer. For the avoidance of doubt, the undergraduate shall not be a Trustee and shall not form part of the quorum nor have voting rights on the Committee.

#### **42. Change in composition of the Committee**

- 42.1 The make-up and number of the Committee may be varied by amendment to these Articles but at no time may the number of the Committee be reduced to below three.

#### **43. Notification of change of members of the Committee to the Registrar of Companies**

- 43.1 All appointments, retirements or removals of Trustees and the Company Secretary (if appointed) must be notified to the Registrar of Companies.

#### **44. Filling vacancies in the Committee**

- 44.1 Should an elected Trustee resign before the end of their term or is removed from office by virtue of Article 44 or 45 the Committee in its sole discretion may decide whether to hold a postal or electronic vote under Article 29 to fill the position. Where a postal or electronic vote is not held to fill a vacancy, an election shall be held in accordance with Article 38 and the By-Laws.

#### **45. Ending of Committee Membership**

- 45.1 A Trustee ceases to hold office if he:-
- 45.1.1 becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 45.1.2 becomes barred from membership of the Committee because of any order made under the Act, the Company Directors Disqualification Act 1986 (or any regulations made under it) or the Charities Act 2011; or

- 45.1.3 is considered by the Committee to have become incapable whether mentally or physically of managing his own affairs and a majority of the other Trustees resolve that he must cease to hold office; or
- 45.1.4 resigns the office by notice in writing to the Society but only if at least three Trustees will remain in office when the resignation takes effect; or
- 45.1.5 is absent from 2 consecutive meetings of the Trustees and it is resolved by a majority of the other Trustees present and voting at a meeting of the Committee to remove him; or
- 45.1.6 breaches his duties under the Act and in particular the duties for the proper management of conflicts of interest and the Committee resolves to remove him by a resolution by 75% of the other Trustees present and voting at a meeting and that prior to such a meeting the Trustee in question has been given written notice of the intention to propose such a resolution at the meeting; or
- 45.1.7 is removed from office under Article 45; or
- 45.1.8 is removed from office by a resolution of at least 75% of the other Trustees present and voting at a Committee meeting at which at least half of the serving Trustees are present provided that prior to such a meeting the Trustee in question has been given written notice of the intention to propose such a resolution at the meeting; or
- 45.1.9 dies.

#### **46. Removal of a Trustee by a General Meeting**

- 46.1 5% of the members may require the Committee to call a general meeting by following the procedure set out in the Act. They may propose a resolution to remove a Trustee before the end of his period of office at that meeting, in accordance with the procedure set out in the Act.

#### **47. Meetings of the Committee**

- 47.1 The Committee may meet, adjourn and run its meetings as it wishes, subject to the rest of these Articles.
- 47.2 Questions arising at any meeting must be decided by a majority of votes. Every Trustee has one vote including the Chair. If the votes are equal, the Chair has a second or casting vote.
- 47.3 The Society, if requested by the General Secretary or any three Trustees, must summon a meeting of the Committee.
- 47.4 Meetings may be held in person, by telephone, or by suitable electronic means agreed by the Committee in which all participants may communicate with all other participants.

#### **48. Quorum for the Committee**

48.1 The quorum necessary for business to be done at a Committee meeting is five. A Trustee shall not be counted in the quorum at a meeting in relation to a resolution on which he is not entitled to vote. This is subject to Article 12.

**49. Committee's Right to Act Despite Vacancies on the Committee**

49.1 The Committee may act despite any vacancy on the Committee, but if the number of Trustees falls below the quorum, it may act only to summon a general meeting of the Society or to appoint further co-opted Trustees as may be allowed under the Articles.

**50. A Resolution may be Approved by Signature Without a Meeting**

50.1 A resolution in Writing Signed by all of the Trustees or any sub-committee is as valid as if it had been passed at a properly held meeting of the Committee or sub-committee. The resolution may consist of several documents in the same form Signed by one or more members of the Committee or sub-committee.

**51. Validity of Acts Done at Meetings**

51.1 If it is discovered that there was some defect in the procedure at a meeting or the appointment of a Trustee or that he was disqualified, anything done before the discovery is as valid as if there were no defect or disqualification.

**52. Delegation by the Committee**

52.1 The Committee may delegate the administration of any of its powers to individual Trustees or sub-committees and any such Trustee or sub-committee must conform to any rules that the Committee imposes on it or are set out in the By-Laws.

52.2 The By-Laws will set out the general remit and composition of the sub-committees.

52.3 All acts and proceedings of sub-committees or Trustees must be reported to the Committee as soon as possible.

**53. Meetings of Sub-Committees**

53.1 A sub-committee may meet and adjourn whenever it chooses.

53.2 If at any meeting the sub-committee's chair is not present within 10 minutes after the appointed starting time, the sub-committee members present may choose one of their number to be chairman of that meeting.

53.3 Questions at the meeting must be decided by a majority of votes of the sub-committee members present. In the case of an equality of votes, the chairman of the sub-committee meeting shall have a casting vote.

53.4 A sub-committee must have minutes entered in minute books.

53.5 If it is discovered that there was some defect in the procedure at a meeting of a sub-committee, or in the appointment of a sub-committee member, anything done before such discovery at any meeting of the sub-committee is as valid as if there were no defect.

**54. Appointment and Removal of the Company Secretary**

54.1 The Committee may but, need not appoint a Company Secretary and may decide his period of office, pay and any conditions of service, and may remove him from office.

## **55. Actions of Trustees and Company Secretary**

55.1 The Act says that some actions must or may be taken both by a Trustee and by the Company Secretary. If one person is both a Trustee and Company Secretary, that one person may not act in the capacity of both Trustee and Company Secretary for any business that requires the action of both a Trustee and the Company Secretary.

## **56. The Seal**

56.1 Any Seal may only be used by the authority of the Committee.

56.2 The Committee may decide by what means and in what form any Seal is to be used.

56.3 Unless otherwise decided by the Committee, if the Society has a Seal and it is affixed to a document, the document must also be signed by at least two authorised persons.

56.4 For the purposes of this Article, an authorised person is:

56.4.1 any Trustee of the Society;

56.4.2 the Company Secretary (if any); or

56.4.3 any person(s) authorised by the Committee for the purpose of signing documents to which the Seal is applied.

## **57. Proper Accounts must be Kept**

57.1 Accounts shall be prepared in accordance with the Act and the Charities Act.

## **58. Books must be Kept at the Office**

58.1 The accounts must be kept at the Office or at other places decided by the Committee. The accounts must always be open to inspection by Trustees.

## **59. Inspection of Books**

59.1 The Trustees must decide whether, how far, when, where and under what rules the accounts may be inspected by members who are not Trustees. A member who is not a Trustee may only inspect the accounts or a document of the Society if the right is given by law or authorised by the Trustees or a general meeting.

## **60. Accounts and Returns**

60.1 The Committee must, for each financial year, send a copy of its annual accounts and reports (or summary financial statements where appropriate) to every person who is entitled to receive notice of general meetings.

60.2 Copies need not be sent to a person for whom the Society does not have a current address (as defined in the Act).

60.3 The deadline for sending out the accounts and reports (or summary financial statements) is as follows:

- 60.3.1 the deadline for filing the Society's accounts and reports (or summary financial statements) with Companies House, as prescribed by the Act; or
- 60.3.2 if earlier, the date on which the Society actually files the accounts and reports (or summary financial statements) with Companies House.
- 60.4 To the extent required by law, the Committee must file the accounts and reports (or summary financial statements) with Companies House within any deadlines specified by law.
- 60.5 The Committee must file with the Charity Commission the accounts and reports (or summary financial statements) and all annual returns and other documents that are required to be filed, within any deadlines specified by the Charity Commission.

## **61. Appointment of Reporting Accountants or Auditors**

- 61.1 The Society must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Society's income or assets from time to time makes this a legal requirement.

## **62. Service of Notices**

- 62.1 The Society may give notices, accounts or other documents to any member either:
  - 62.1.1 personally; or
  - 62.1.2 by delivering them or sending them by ordinary post to the member's registered address; or
  - 62.1.3 if the member has provided the Society with a fax number, by sending them by fax to that member. This is subject to the member having consented to receipt of the notice, documents or accounts in this way, where this is a legal requirement; or
  - 62.1.4 if the member has provided the Society with an e-mail address, by sending them by e-mail to that address. This is subject to the member having consented to receipt of the notice, documents or accounts in this way, where this is a legal requirement; or
  - 62.1.5 in accordance with the provisions for communication by website set out below.

If the member lacks a registered postal address within the United Kingdom, the notice, accounts or documents may be sent by email or to any postal address within the United Kingdom which he has given the Society for that purpose or in accordance with Article 62.1.1, 62.1.3, 62.1.4 or 62.1.5 above. However, a member without a registered postal address in the United Kingdom who has not provided a postal address in the United Kingdom or consented to receiving the notice, accounts or documents by email, shall not be entitled to receive any notice, accounts or other documents served by the Society.

If a notice, accounts or other documents are sent by post, they will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing them. If sent by fax or email they will be treated as properly sent if the Society receives no indication that they have not been received.



- 62.2 If sent by post in accordance with this Article, the notice, accounts or other documents will be treated as having been received 48 hours after the envelope containing them was posted if posted by first class post and 72 hours after posting if posted by second class post. If sent by fax or email, the notice, accounts or other documents will be treated as having been received 24 hours after having been properly sent.
- 62.3 The Society may assume that any fax number or e-mail address given to it by a member remains valid unless the member informs the Society that it is not.
- 62.4 Where a member has informed the Society in Writing of his consent, or has given deemed consent in accordance with the Act, to receive notices, accounts or other documents from the Society by means of a website, such information will be validly given if the Society sends that member a notification informing him that the documents forming part of the notice, the accounts or other documents, may be viewed on a specified website. The notification must provide the website address, the place on the website where the information may be accessed and an explanation of how it may be accessed. If the information relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.

### **63. Accidental Omission of Notice**

- 63.1 Sometimes a person entitled to receive a notice of a meeting does not receive it because of accidental omission or some other similar reason. This does not invalidate the proceedings of that meeting.

### **64. Who is Entitled to Notice of General Meetings**

- 64.1 Notice of every general meeting must be given to:-
- 64.1.1 every member (except those members who lack a registered postal address within the United Kingdom and have not given the Society a postal address for notices within the United Kingdom or consented to receiving notice by email);
  - 64.1.2 the reporting accountants or auditor of the Society;
  - 64.1.3 all Trustees.
- 64.2 No one else is entitled to receive notice of general meetings.

### **65. Regulations & By Laws**

- 65.1 The Committee may make and amend such regulations, by-laws or standing orders as it sees fit. These must not be inconsistent with the Articles or such that they would otherwise need to be made by a special resolution. No regulation may be made which invalidates any prior act of the Committee which would otherwise have been valid.

### **66. Winding-up of the Society**

- 66.1 A general meeting may decide at any time to dissolve the Society. If the Society is wound up or dissolved, and there remains any property after all debts and liabilities have been met, the property must be given or transferred to some other charitable

institution or institutions. This other institution(s) must have objects which are the same as or similar to those of the Society.

- 66.2 The institution or institutions will be chosen by the Trustees of the Society at or before the time when the Society is wound-up or dissolved.

Accepted at AGM 08.07.21