

# **BRITISH SOCIETY OF TOXICOLOGICAL PATHOLOGY**

BSTP  
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UK

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## **Constitution and Articles**

### **NAME**

- 1.0 The name of the Society is The British Society of Toxicological Pathology (BSTP).

### **OBJECTS**

- 2.0 This Society shall remain a non-profit charitable association. The Society is established with the following objects (2.1 - 2.2):
- 2.1 To foster training and advance education in toxicological pathology.
- 2.2 To advance pathology for the public benefit in all its aspects pertaining to the effects of extraneous substances and environmental agents to which man or other species are exposed by design or adventitiously.

### **POWERS**

- 3.0 In furtherance of the objects but not otherwise the Society may exercise the following powers (3.1 - 3.27):
- 3.1 To develop the role of toxicological pathologists in the design and interpretation of scientific studies, including investigating the safety of the above-mentioned agents (Clause 2.2).
- 3.2 To acknowledge a duty of care, which extends to encompass the environment in which all humans and animals have a right to live and thrive. The BSTP is fully committed to sustainability of the environment and aims include the reduction of energy demands, the use of renewable resources and the use of recycled products wherever possible.
- 3.3 To establish and support or aid in the establishment and support of any association or unincorporated body having similar objects (including any expert bodies and advisory committees), and to subscribe or guarantee money for charitable purposes in any way connected with the objects of the Society or calculated to further its objects.
- 3.4 To raise funds and invite and receive contributions from any person, association, unincorporated or incorporated body whatsoever by way of subscription or donation but not by taxable trading.
- 3.5 To cause to be written, printed or to be put on computer disk or otherwise originated and reproduced and republished or circulated (whether gratuitously or not) any newspapers, periodicals, magazines or books, pamphlets, leaflets or other documents or films or recorded media (with audio, visual or both).
- 3.6 To hold exhibitions, meetings, lectures, classes, seminars, workshops, conferences and courses either alone or with others.
- 3.7 To promote research, experimental work, scientific investigation and development into any aspect of the objects of the Society and its work and to disseminate the useful results of any such research for the public benefit.
- 3.8 To co-operate and enter into arrangements with any authorities, national, international, local or otherwise that may be advantageous to the purposes of the Society.

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- 3.9 To accept subscriptions, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate and to maintain and alter any of the same as are necessary for any of the objects of the Society and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate.
- 3.10 To issue appeals, hold public meetings, and take such other steps as may be required for the purpose of procuring or encouraging contributions to the funds of the Society in the form of donations, subscriptions or otherwise.
- 3.11 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, cheques and other instruments and to operate bank accounts in the name of the Society.
- 3.12 Subject to such consents as may be required by law, to borrow and raise money for the objects of the Society on such terms and conditions and on such security as may be thought fit.
- 3.13 To carry on trade in so far as either the trade is exercised in the actual carrying out of a primary object of the Society or such trade as is temporary and ancillary to the carrying out of the said objects.
- 3.14 To take and accept any gift of money, property or other assets, whether subject to any special trust or not, for anyone or more of the objects of the Society.
- 3.15 To subscribe for either absolutely or conditionally or otherwise acquire shares, stocks, debentures, debenture stock or other securities or obligations of any company.
- 3.16 To invest the monies of the Society not immediately required for its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may be imposed or required by law.
- 3.17 To make any charitable donation either in cash or assets for the furtherance of the objects of the Society.
- 3.18 To lend money and give credit, but only in the short term and to take security for such loans or credit and to guarantee or give security for the performance of contracts or obligations by any person or company as may be necessary for the work of the Society.
- 3.19 To pay out of the funds of the Society the cost of any premium of any insurance or indemnity to cover the liability of the Council (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default or wrongful omission, breach of duty or breach of trust of which they may be guilty in relation to the Society; PROVIDED that the policy will contain a provision which has the effect that the insurance shall not indemnify the trustees against:
  - a) fines;
  - b) the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of a trustee; and

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- c) liabilities to the charity which result from conduct which the trustee knew, or must be assumed to have known, was not in the interests of the charity, or which the trustee did not care whether it was in the interests of the charity or not.
- 3.20 To employ and pay any person or persons not being members of the Council to supervise, organise carry on the work of the Society.
- 3.21 To ensure and arrange insurance cover for and to indemnify its officers, employees and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit and also to arrange fidelity insurance and also insurance to meet any claims arising out of negligent advice.
- 3.22 To pay reasonable annual sums or premiums for or towards the provision of pensions for officers or employees for the time being of the Society and their dependants.
- 3.23 To apply monies in insuring any buildings or other property to their full value.
- 3.24 To amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Society and prohibit the payment of any dividend or profit to and the distribution of any other of their assets amongst their members.
- 3.25 To pay out of the funds of the Society the costs, charges, and expenses of and incidental to the formation of the Society and its registration as a Charity.
- 3.26 To establish local, regional or national branches (whether autonomous or not).
- 3.27 To do all such other lawful things as shall further the above objects or any of them.

## **MEMBERSHIP**

- 4.0 Membership shall be open to any individual who is interested in furthering the objects of the Society and who completes an application form as prescribed by the Council and who is qualified for membership as described below. There shall be no limit to the number of members.
- 4.1 Election to membership shall be by the Council. Applications for membership will usually be considered at the next available Council meeting and applicants will be notified of the Council's decision within 4 weeks of the date of that meeting. The Council shall have the right for good and sufficient reason to reject an application for membership. Criteria for such rejection will include, but not be limited to:
- a) The applicant does not satisfy the criteria set out in 4.5 and 4.7.
- b) The Council does not consider that the applicant will represent the best interests of the Society.
- c) The applicant has been prosecuted, disciplined, or otherwise known to be involved in behaviour likely to bring Toxicological Pathology into disrepute, such as falsification of scientific data, breaches of legislation protecting laboratory animals, recklessly or knowingly endangering the safety of clinical trial volunteers.

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- 4.2 Members who wish to leave the Society should notify their intention in writing. Their membership will cease immediately on receipt of such notice.
- a) Written notice of the member's intention to leave has been received.
  - b) The member fails to pay any agreed subscription within 6 weeks of the due date subject to reinstatement at the discretion of Council at the next available Council meeting on payment of all arrears in full.
  - c) The member becomes insolvent, or a receiver or liquidator is appointed.
  - d) The Council does not consider that the member represents the best interests of the Society, subject to the procedures described in 4.6.
  - e) The member has been prosecuted, disciplined, or otherwise known to be involved in behaviour likely to bring Toxicological Pathology into disrepute, such as falsification of scientific data, breaches of legislation protecting laboratory animals, recklessly or knowingly endangering the safety of clinical trial volunteers, subject to the procedures described in 4.6.
- 4.4 Members of the Society may be required to pay an annual subscription of such amount and on such date as may be determined from time to time by the Society in General Meeting and failure to pay the fee within 6 weeks of the due date set by Council may lead to forfeiture of Membership and require formal re-application to join the Society (subject to reinstatement at the discretion of Council at the next available Council meeting on payment of all arrears in full).
- 4.5 No paid employee whether in full or part time employment of the Society shall be eligible for membership of the Society or of the Council.
- 4.6 A meeting of the full Council may consider it to be in the interest of the Society that the membership of an individual be withdrawn for good and sufficient reason. If after full consideration of the pertinent facts a 75% majority of the Council vote in favour of his/her expulsion, the membership will be terminated. PROVIDED that all representations by the member concerned shall be considered by the Council before such action is taken, including the right of the member to present his/her case in person before the entire Council.
- 4.7 Membership shall be in one of the following categories (4.8 – 4.11):
- 4.8 **Foundation Membership:**  
Individuals who contributed to the foundation of the Society at the meeting held at the Royal College of Veterinary Surgeons on Wednesday, 22 August 1984. They will have all the privileges of Ordinary Members as described in 4.9.
- 4.9 **Ordinary Membership:**  
Individuals applying for Ordinary Membership should normally be actively engaged in toxicological or experimental pathology and their experience and training must be acceptable to Council. Also, individuals who are recognised by Council to have an active interest in or are actively supporting toxicological and experimental pathology, and whose experience and training

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are acceptable to Council, may apply for Ordinary Membership of the Society. Application when submitted should include a curriculum vitae and any other relevant supporting material together with supporting letters from two Members of the Society. Ordinary Members shall have all the privileges of Membership, including the right to vote and hold office, and they shall pay an annual fee.

#### 4.10 **Honorary Membership:**

#### 4.11 **Emeritus Membership**

Any member of the BSTP of good standing who has fully retired from the field of toxicology or toxicologic pathology and is not engaged for profit in toxicology or toxicologic pathology, either in a part-time or full-time professional capacity, may be designated an Emeritus Member by the BSTP Council on receipt of a written request. Emeritus members are not required to pay an annual Society subscription. They will have all the privileges of Ordinary Members as described in 4.9.

#### 4.12 **Interpretation:**

Where in this Constitution the term Member is used without other qualification it means Foundation, Ordinary, Honorary or Emeritus Members.

### **GENERAL MEETINGS**

5.0 The Society shall in each year hold an Annual General Meeting at such time and place as the Council shall determine. Not more than 15 months shall elapse between the date of one General Meeting and the next.

5.1 The Society will have one general meeting a year to conduct the general business of the Society including:

- a) Consideration of the report of the Council on the previous year's work and the audited or examined financial statements.
- b) Consideration of any resolution proposed by the Council; or on the requisition of not less than 3 members of the Society having the right to vote at an Annual General Meeting, provided that the requisition is received by the secretary not less than 30 days before the meeting.

5.2 Every two years the business of the Annual General meeting shall additionally include:

- a) The election of members of Council for the coming two years subject to Clauses 13.0 – 13.10.
- b) The election of a President, Junior Vice-President, Secretary and Treasurer for the coming two years subject to Clauses 13.0 – 13.10.

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c) Appointment of an auditor or independent examiner.

5.3 An Extraordinary General Meeting shall be convened with at least 30 days notice by the Council or by 10% of Ordinary Members giving written notice to the Honorary Secretary with reasons for convening the meeting.

6.0 Notice of all meetings will be delivered to all members at least 30 days before the date of the meeting PROVIDED that accidental failure to notify any member shall not invalidate the meeting and PROVIDED that a general meeting called with shorter notice shall be deemed to be valid if so agreed and 95% of all members entitled to attend vote thereat. The notice shall include the date place and time of the meeting and details of any resolutions to be passed.

## **TRANSACTION OF BUSINESS AT A GENERAL MEETING**

7.0 No business may be transacted at a general meeting unless a quorum is present. A quorum at a general meeting shall consist of ten Members.

7.1 If within 30 minutes of the appointed time of the meeting a quorum is not present or during a meeting a quorum ceases to be present the meeting shall stand adjourned to such other time and place as the Council shall determine.

7.2 The President of the Society shall preside as Chair of every general meeting and if within 15 minutes of the time appointed for the meeting the Chair is not present the members present who are entitled to vote shall appoint a Council member, or, if none is present any member of the Society entitled to vote, to act as Chair for the meeting.

## **VOTES OF MEMBERS**

8.0 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before or upon the declaration of the result of the show of hands a poll by secret ballot be demanded by the Chair and by at least 5 members present in person or by proxy. A poll so demanded shall be taken at such time and place and in such manner as the Chair shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

8.1 Votes may be given on a show of hands or on a poll, either personally or by proxy, provided that on a show of hands every person entitled to vote whether as a member or as proxy shall have one vote only, however many proxies he/she holds.

8.2 In the case of an equality of votes whether on a show of hands or on a poll, the Chair of a meeting shall be entitled to a casting vote in addition to any other vote he/she may have.

8.3 A proxy shall be appointed in writing by instrument in such form as the Council require, signed by the appointer and delivered to the office specified in the notice convening the meeting not less than 48 hours before the time for holding the meeting. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

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- 8.4 A resolution in writing signed by ALL members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and as effective as if the same had been passed at a General Meeting duly convened and held.

## **POWERS AND DUTIES OF THE COUNCIL**

- 9.0 The affairs and property of the Society shall be controlled and managed by a management committee (The Council) which may exercise all such powers of the Society as are not required by this Constitution to be exercised by the Society in General meeting. In particular the Council shall:

- 9.1 Control the admission to and termination of membership of the Society in accordance with the relevant provisions of this Constitution.

- 9.2 Make and vary regulations for the conduct of the affairs of the Society including the conduct and recording of meetings.

- 9.3 Submit to the Annual General Meeting a report together with the audited or examined accounts of the Society for the immediately preceding financial year.

- 9.4 Make and vary regulations for the establishment of local branches, subcommittees, advisory bodies, or expert groups as may be necessary or appropriate.

## **APPOINTMENT AND RETIREMENT OF COUNCIL MEMBERS**

- 10.0 The Council shall consist of not less than 5 and not more than 9 members of the Society. Subject to all relevant clauses of this Constitution all members of the Society and any other person who is eligible and willing to become a member shall be eligible for election to the Council.

- 10.1 Council members act as the trustees of the charity.

- 10.2 At every other Annual General Meeting the members of the Council shall retire but will retain office until the end of the meeting. A retiring member shall be eligible for re-election.

- 10.3 Members will be elected to serve on Council for a period of two years with the exception of the Chair of the Education Subcommittee which will be for a period of four years.

- 10.4 Members may forward candidates for consideration for the office by three of them giving written notice to the Council two months in advance of the appropriate General Meeting.

- 10.5 The Society may at any Annual General Meeting fill any vacancies on Council.

- 10.6 The Council may from time to time appoint a member, or person willing to become a member, of the Society as a member of Council to fill a casual vacancy or by way of addition to the Council provided that the prescribed maximum is not exceeded. Any member so appointed shall retain his/her office only until the end of the next Annual General Meeting.

- 10.7 The Council may from time to time co-opt up to four members, or persons willing to become members, of the Society as additional members of the Council, provided that the number of co-opted members shall not exceed one third of the total membership of the Council. Any member so co-opted shall retain his/her office only until the end of the next Annual General Meeting, but

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they may at the discretion of the Council be co-opted for a further period of service. Co-opted members shall, at the discretion of the Council, be able to vote on some or all of the business of the Council.

## **OFFICE BEARERS**

- 11.0 The officers shall be President, Senior Vice President, Junior Vice President, Honorary Secretary, Honorary Treasurer, and Chair of the Education Subcommittee.
- 11.2 The President of the Society is entitled to chair the meetings of the Council and all general meetings of the Society. This post will be held by a Member of the Society for two years.
- 11.3 The Junior Vice President is the President Elect and he/she is entitled to assume the office of President at the end of the current President's term of office.
- 11.4 The retiring President is entitled to assume the office of Senior Vice President, who will act as Vice Chair of Council and General Meetings.
- 11.5 In the event of the Junior Vice President being unwilling to assume the role of President, then the President will be appointed by a General Meeting of the Society from the elected members of Council.
- 11.6 In the event of the President being unwilling to assume the role of Senior Vice President, then a Senior Vice President will be appointed by a General Meeting of the Society from the elected members of Council.
- 11.7 The Secretary shall be present at the general meetings of the Society and its Council, superintend their respective minutes, conduct the correspondence of the Society, and supervise the general day to day business of the Society under the direction of the Council. The post of Honorary Secretary will be held by a member for a period of two years; the Secretary may offer himself/herself for re-election. In the event of the secretary being absent at a meeting or unwilling to act then the Chair of the meeting will appoint a Council member to act as Secretary for that meeting.
- 11.8 The Honorary Treasurer will receive all subscriptions and other moneys payable to the Society. He/she will discharge all accounts and pay all sums of money under the direction of the Council. He/she shall deposit all funds belonging to the Society in a Banking Institution or Building Society approved by Council.
- 11.9 The Honorary Treasurer will present the accounts of the Society to Council and a General Meeting annually for the Memberships' approval. He/she will obtain the approval of an auditor or external examiner before presenting them to the Society. In the event of the treasurer being absent at a meeting or unwilling to act then the Chair of the meeting will appoint a Council member to present the accounts to that meeting.
- 11.10 The accounts document will be kept for a minimum of five years or for one year following the dissolution of the Society.



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11.11 The post of Honorary Treasurer will be held by a member for a period of two years; the Treasurer may offer himself/herself for re-election.

## **NO CONFLICT OF INTEREST**

12.0 No member of the Council or of any committee appointed by the Council shall supply or be directly interested in the supply of goods or services to the Society except by way of free gift or on a basis which shows no profit or gain directly or indirectly to the member concerned, PROVIDED that this clause shall not apply to:

- a) the repayment to members of the Council or any committee appointed by them of reasonable out-of-pocket expenses.
- b) a member of the Council who holds not more than 1% of a Company providing goods or services to the Society.

12.01 For the avoidance of doubt, members of Council may not receive honoraria for giving or preparing talks for presentation at meetings of the Society, or for preparing other materials for publication in any format by the Society, except as reasonable out-of-pocket expenses.

12.02 All members must disclose the nature and extent of any material interest they have, whether direct or indirect (for example by family link) and shall abstain from voting on any matter in which they have a personal interest.

## **DISQUALIFICATION OF COUNCILLORS AND OFFICE BEARERS**

13.0 The Council shall have the right to disqualify any of its members from continuing in office if any of the following apply (13.1 - 13.10):

13.1 The individual has given written notice of their intention to leave the Society or the Council or their Office.

13.2 The individual fails to pay any agreed subscription within 6 weeks of the due date subject to reinstatement at the discretion of Council at the next available Council meeting on payment of all arrears in full.

13.3 The member becomes insolvent, or a receiver or liquidator is appointed.

13.4 The Council does not consider that the member represents the best interests of the Society, subject to the procedures described in 4.6.

13.5 The member has been prosecuted, disciplined, or otherwise known to be involved in behaviour likely to bring Toxicological Pathology into disrepute, such as falsification of scientific data, breaches of legislation protecting laboratory animals, recklessly or knowingly endangering the safety of clinical trial volunteers, subject to the procedures described in 4.6.

13.6 They become incapable for medical reasons of fulfilling the duties of their office and such incapacity is expected to continue for a period of more than 6 months.

13.7 They become an employee of the Society.

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- 13.8 They become absent (without permission or knowledge of other Council members) for more than 3 consecutive meetings of the Council and the Council members resolve to remove them from office.
- 13.9 They become disqualified in law from acting as a trustee as per Clause 14.7.
- 13.10 If the individual being considered for disqualification is chairing the meeting (see 14.2), the Council have the right to resolve to appoint a temporary Chair while the issue is discussed.

## **PROCEEDINGS OF THE COUNCIL**

- 14.0 The Council may regulate its meetings as it thinks fit but shall hold at least four meetings a year and no more than five months shall elapse between one Council meeting and the next.
- 14.1 A meeting of the Council at which a quorum is present shall be competent to exercise all the powers vested in the Council generally, unless otherwise stated in other clauses of this Constitution. A quorum shall be one third of the Council subject to a minimum of three.
- 14.2 The President of the Society, or in his/her absence the Senior Vice-President (if any) shall be entitled to preside at all meetings of the Council, but, if at any meeting neither the President nor the Senior Vice-President is present within 15 minutes of the appointed time, or if present is unwilling to preside, the members of the Council may choose one of their number to be the Chair of the meeting.
- 14.3 The proceedings of the Council shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option, qualification or continuance in office of any member.
- 14.4 The Council may at any time delegate any of its powers to subcommittees whether standing or ad hoc and may make the necessary appointments and regulations for their proceedings. Subject to any such regulation any committee so appointed shall conform generally to the regulations herein of the proceedings of the Council. Any such committee shall report all acts and proceedings to the Council as soon as possible and shall incur expenditure only as approved by the Council.
- 14.5 The following powers may not be delegated to subcommittees:
- a) The introduction of any new policy or change in policy that could have a significant impact on the Society.
  - b) Incurring expenditure without the approval of Council.
  - c) Making appointments to the subcommittee without the approval of Council.
- 14.6 A resolution in writing signed by ALL members for the time being of the Council shall be as valid and as effective as if the same had been passed at a Council Meeting duly convened and held.
- 14.7 Any member of the Council who is disqualified by law from acting as a trustee shall automatically cease to be a member of the Council.
- 14.8 The Council shall keep written minutes of its meetings.



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## **CHANGES IN THE CONSTITUTION**

- 15.0 Amendments to the Constitution shall be first submitted to the Honorary Secretary in writing for consideration by the Council. The proposed amendments and recommendations of the Council shall be submitted to the Membership by correspondence two months before the appropriate business meeting. A three-quarters majority vote of those voting at that meeting shall be required for adoption of a proposed amendment. No amendment may be made to Clause 2.0 – 2.2 (Objects) or this clause without prior written approval of the Commissioners.

## **DISSOLUTION OF THE SOCIETY**

- 16.0 The Society may be wound up by a recommendation for dissolution from Council receiving a three-quarter vote from the Members present at a general business meeting.
- 16.1 The Membership should be advised of this recommendation by post one month before the meeting.
- 16.2 Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement for the final accounting period of the Charity must be sent to the Commissioners.

## **INDEMNITY**

- 17.0 Every trustee, officer or auditor of the Society shall be indemnified out of the assets of the Society against any loss or liability which he or she may sustain or incur in connection with the execution of his or her duties of office including, without prejudice to that generality, any liability incurred in defending any proceedings whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted by the court for liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.