Constitution of The British Association of Gynaecological Pathologists

DATE: 14 June 2024 as amended by resolution of 5 June 2026

1. Name

The name of the Charitable Incorporated Organisation ("the CIO") is The British Association of Gynaecological Pathologists.

2. National location of principal office

The CIO must have a principal office in England or Wales. The principal office of the CIO is in England.

3. Objects

The objects of the CIO are the relief of sickness and the preservation of health of women specifically in the pathology of gynaecological diseases through the promotion of good practice and the advancement of education of medical practitioners and others in the pathology of gynaecological diseases.

4. Powers

The CIO has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the CIO's powers include power to:

(1) take over either directly or as trustee the property, rights, privileges and undertaking, and to discharge the liabilities of, the Predecessor Organisation, and to give such indemnities in connection with the same as may properly and reasonably be required;

(2) Borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011, if it wishes to mortgage land;

(3) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

(4) sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;

(5) employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a member of the Council only to the extent that it is permitted to do so by clause 6 (Benefits and payments to the Council and connected persons) and provided it complies with the conditions of that clause;

(6) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

5. Application of income and property

(1) The income and property of the CIO must be applied solely towards the promotion of the objects.

(a) A member of the Council is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.

(b) A member of the Council may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

(2) None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO. This does not prevent a member who is not also a member of Council receiving:

(a) A benefit from the CIO as a beneficiary of the CIO;

(b) Reasonable and proper remuneration for any goods or services supplied to the CIO.

(3) Nothing in this clause shall prevent a member of Council or connected person receiving any benefit or payment which is authorised by Clause 6.

6. Benefits and payments to member of Council and connected persons

(1) General provisions

No member of Council or connected person may:

(a) buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;

(b) sell goods, services, or any interest in land to the CIO;

(c) be employed by, or receive any remuneration from, the CIO;

(d) receive any other financial benefit from the CIO;

unless the payment or benefit is permitted by sub-clause (2) of this clause, or authorised by the court or the prior written consent of the Charity Commission ("the Commission") has been obtained. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting members of the Council or connected persons' benefits

(a) A member of Council or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that a majority of the Council do not benefit in this way.

(b) A member of Council or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the CIO where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.

(c) Subject to sub-clause (3) of this clause a member of Council or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the member of Council or connected person.

(d) A member of Council or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England rate (also known as the base rate).

(e) A member of Council or connected person may receive rent for premises let by the trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The member of Council concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

(f) A member of Council or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

(3) Payment for supply of goods only – controls

The CIO and its Council may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:

(a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the member of Council or connected person supplying the goods ("the supplier").

(b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

(c) The other members of Council are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a member of Council or connected person. In reaching that decision the Council must balance the advantage of contracting with a member of Council or connected person against the disadvantage of doing so.

(d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the CIO.

(e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of the Council is present at the meeting.

(f) The reason for their decision is recorded by the Council in the minute book.

(g) A majority of the Council then in office are not in receipt of remuneration or payments authorised by clause 6.

(4) In sub-clauses (2) and (3) of this clause:

(a) "the CIO" includes any company in which the CIO:

(i) holds more than 50% of the shares; or

(ii) controls more than 50% of the voting rights attached to the shares; or

(iii) has the right to appoint one or more directors to the board of the company;

(b) "connected person" includes any person within the definition set out in clause 28 (Interpretation);

7. Conflicts of interest and conflicts of loyalty

A member of Council must:

(1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and

(2) absent himself or herself from any discussions of the Council in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interest of the CIO and any personal interest (including but not limited to any financial interest).

Any member of Council absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Council on the matter.

8. Liability of members to contribute to the assets of the CIO if it is wound up

If the CIO is wound up, the members of the CIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. Membership of the CIO

(1) Classes of membership

(a) There shall be 2 classes of membership:

i. Ordinary Members

ii. Life Members

(b) Where the term "member of the CIO" is used elsewhere in this constitution it shall include the members of the CIO in all classes of membership.

(2) Eligibility

Membership of the CIO is open to individuals who:

(i) Qualify to be a member of the CIO in one of the classes in accordance with the provisions in sub-clauses (3) to (4) below

(ii) Are either resident and working in the UK or in the case of overseas members are members working within the same field who are currently working outside the UK.

(iii) Are interested in furthering the CIO's purposes, and who, by applying for membership of the CIO, have indicated their agreement to become a member of the CIO and acceptance of the duty of members of the CIO set out in sub-clause (8) of this clause; and

(iv) Are admitted in accordance with the procedure set out in sub-clause (5) of this clause.

(3) Ordinary Members

To qualify as an Ordinary Member an individual shall either:

(a) possess a registrable medical qualification, be in good standing with the General Medical Council or relevant regulatory body in their country of practice and be following a career in pathology with an interest in gynaecological pathology; or
(b) be a scientist or health care practitioner in a field of medicine related to gynaecological pathology

(4) Life members

The Council may resolve to appoint as a Life Member any individual who is distinguished for eminent services to medicine and especially to the cause of gynaecological pathology and to furthering the purposes of the CIO.

(5) Admission procedure

The Council:

(a) may require applications for membership of the CIO to be made in any reasonable way that they decide including but not limited to nominations to the Secretary which shall be made via the CIO's website;

(b) shall, if they approve an application for membership of the CIO, notify the applicant of their decision within 21 days;

(c) may refuse an application for membership of the CIO if they believe that it is in the best interests of the CIO for them to do so;

(d) shall, if they decide to refuse an application for membership of the CIO, give the applicant their reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal;

(e) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership of the CIO shall be final.

(6) Membership Fees and rights

(a) The CIO may require the members of the CIO to pay subscription fees to the CIO.

(b) The Council shall, subject to sub-clause (c) of this clause, by 31 November in each year, determine and notify the members of the subscription fees for each class of membership of the CIO to apply from 1 January in the subsequent year and the benefits of membership of the CIO for each class.

(c) Any individual who becomes a member of the CIO during the year shall pay the respective membership fee on a pro-rata basis for the appropriate part of the year.

(d) Membership fees for the year starting on 1 January shall be due for payment by 31 January of the relevant year, and the fee payable shall be determined by the individual's level of membership as at 1 January.

(7) Transfer of membership

Membership of the CIO cannot be transferred to anyone else.

(8) Duty of members

It is the duty of each member of the CIO to exercise their powers as a member of the CIO in the way they decides in good faith would be most likely to further the purposes of the CIO.

(9) Termination of membership

(a) An individual's membership of the CIO comes to an end if:

(i) the individual dies; or
(ii) the individual sends a notice of resignation to the Council; or
(iii) any sum of money owed by the individual to the CIO is not paid in full within three months of its falling due;
(iv) They are struck off from the General Medical Council or other regulatory body or

(v) the Council decide that it is in the best interests of the CIO that the individual should be removed from membership of the CIO, and pass a resolution to that effect.

(b) Before the Council take any decision to remove any individual from membership of the CIO they must:

(i) inform the individual of the reasons why it is proposed to remove them from membership of the CIO;

(ii) give the individual at least 21 clear days' notice in which to make representations to the Council as to why they should not be removed from membership of the CIO;

(iii) at a duly constituted meeting of the Council, consider whether or not the individual should be removed from membership of the CIO;

(iv) consider at that meeting any representations which the individual makes as to why the individual should not be removed; and

(v) allow the individual, or the individual's representative, to make those representations in person at that meeting, if the individual so chooses.

(10) Informal or associate (non-voting) membership

(a) The Council may create associate, affiliate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.

(b) Other references in this constitution to "members of the CIO" and "membership of the CIO" do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations

(11) First Members of the CIO

(a) The first members of the CIO shall be the individuals named in clause 12(5) of this constitution as the first members of Council who shall each be admitted to the class of membership the Council considers appropriate for their individual circumstances.

(b) Any existing member of the Predecessor Organisation who is eligible to be a member of the CIO and is not in arrears in respect of any sums due to the Predecessor Organisation shall be admitted as a member of the CIO in the class of membership the Council considers appropriate for their individual circumstances, provided that they have prior to such date indicated their willingness to become a member of the CIO in such form as the Council shall consider appropriate.

10. Member's decisions

(1) General Provisions.

Except for those decisions that must be taken in a particular way as indicated in sub-clause (4) of this clause, decisions of the members of the CIO may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause or by written resolution as provided in sub-clause (3) of this clause provided that no member of the CIO whose membership subscriptions are in arrears shall be eligible to vote unless, before voting, they pay all sums outstanding to the CIO.

(2) Taking ordinary decisions by vote

Subject to sub-clause (4) of this clause, any decision of the members of the CIO may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting (including votes cast by a postal or email ballot)

(3) Taking ordinary decisions by written resolution without a general meeting

(a) Subject to sub-clause (4) of this clause, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:

(i) A copy of the proposed resolution has been sent to all the members eligible to vote and

(ii) A simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature (or in the case of an organisation which is a member, by execution according to its usual procedure), by a statement of their identity accompanying the document, or in such other manner as the CIO has specified.

(b) The resolution in writing may comprise several copies to which one or more members has signified their agreement.

(c) Eligibility to vote on the resolution is limited to members who are members of the CIO on the date when the proposal is first circulated in accordance with paragraph (a) above.

(d) The Council may, at the request of either not less than 50 of the members of the CIO or the President, make a proposal for decision by the members of the CIO.

(e) The Council must within 21 days of receiving such a request comply with it if:

(i) the proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;

(ii) the proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members of the CIO; and

(iii) effect can lawfully be given to the proposal if it is so agreed.

(f) Sub-clauses (a) to (c) of this clause apply to a proposal made at the request of members of the CIO or the President.

(4) Decisions that must be taken in a particular way

(a) Any decision to remove a member of Council must be taken in accordance with clause 14 (2).

(b) Any decision to amend this constitution must be taken in accordance with clause 26 of this constitution (Amendment of Constitution)

(c) Any decision to wind up or dissolve the CIO must be taken in accordance with Clause 27 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of Charities Act 2011.

11. General meetings of the members

(1) Types of general meeting

There must be an annual general meeting (AGM) of the members of the CIO. The first AGM must be held within 18 months of the registration of the CIO, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the Council's annual report, and must elect members of the Council as required under clause 12.

Other general meetings of the members of the CIO may be held at any time.

All general meetings must be held in accordance with the following provisions.

(2) Calling general meetings

(a) The Council:

(i) must call the annual general meeting of the members of the CIO in accordance with sub-clause (3) of this clause, and identify it as such in the notice of the meeting; and

(ii) may call any other general meeting of the members at any time.

(b) The Council must, within 21 days, call a general meeting of the members of the CIO if:

(i) they receive a request to do so from at least 10% of the members of the CIO, and

(ii) the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.

(c) If, at the time of any such request, there has not been any general meeting of the members of the CIO for more than 12 months, then sub-clause (b)(i) of this clause shall have effect as if 5% were substituted for 10%.

(d) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.

(e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.

(f) Any general meeting called by the Council at the request of the members of the CIO must be held within 28 days from the date on which it is called.

(g) If the Council fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.

(h) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.

(3) Notice of general meetings

(a) The Council, or, as the case may be, the relevant members of the CIO, must give at least 14 clear days notice of any general meeting to all of the members, and to any member of Council of the CIO who is not a member.

(b) If it is agreed by not less than 90% of all members of the CIO, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3) (a) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.

(c) The notice of any general meeting must:

(i) state the time and date of the meeting:

(ii) give the address at which the meeting is to take place;

(iii) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and

(iv) if a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration;

(v) include, with the notice for the AGM, the annual statement of accounts and Council's annual report, details of persons standing for election or re-election as trustee, or where allowed under clause [22] (Use of electronic communication), details of where the information may be found on the CIO's website.

(d) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

(e) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the CIO.

(4) Chairing of general meetings

The President shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the CIO who are present at a general meeting shall elect the Secretary to chair at the meeting and if unavailable shall elect one of the members to chair the meeting.

(5) Quorum at general meetings

(a) No business may be transacted at any general meeting of the members of the CIO unless a quorum is present when the meeting starts.

(b) Subject to the following provisions, the quorum for general meeting shall be 15 members.

(c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.

(d) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must be notified to the CIO's members at least seven clear days before the date on which it will resume.

(e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.

(f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the Council but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

(6) Voting at general meetings

(a) Any decision other than one falling within clause 10(4) (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting (including postal votes). Every member has one vote.

(b) A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person or by proxy at the meeting.

(c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.

(d) A poll may be taken:

(i) at the meeting at which it was demanded; or

(ii) at some other time and place specified by the chair; or

(iii) through the use of postal or electronic communications.

(e) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.

(f) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

(7) Proxy voting

(a) Any member of the CIO may appoint another person as a proxy to exercise all or any of that individual's rights to attend, speak and vote at a general meeting of the CIO. Proxies must be appointed by a notice in writing (a "proxy notice") which:

(i) states the name and address of the individual appointing the proxy;

(ii) identifies the person appointed to be that individual's proxy and the general meeting in relation to which that person is appointed;

(iii) is signed by or on behalf of the individual appointing the proxy, or is authenticated in such manner as the CIO may determine; and

(iv) is delivered to the CIO in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.

(b) The CIO may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

(c) Proxy notices may (but do not have to) specify how the proxy appointed under

them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

(d) Unless a proxy notice indicates otherwise, it must be treated as:

(i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

(ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

(e) A member of the CIO who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the CIO by or on behalf of that individual.

(f) An appointment under a proxy notice may be revoked by delivering to the CIO a notice in writing given by or on behalf of the member of the CIO by whom or whose behalf the proxy notice was given.

(g) A notice revoking a proxy appointment only take effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

(h) If a proxy notice is not signed or authenticated by the member of the CIO appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that individual's behalf had authority to do so.

(8) Remote Voting

(a) The CIO may, if the Council so decide, allow the members to vote by post, electronic mail ("email") or by another electronic format to elect members of the Council or to make a decision on any matter that is being decided at a general meeting of the members of the CIO (a "remote vote").

(b) The Council must appoint at least two persons independent of the CIO to serve as scrutineers to supervise the conduct of the postal/email/electronic ballot and the counting of votes.

(c) If postal, email and/or electronic voting is to be allowed on a matter, the CIO must send to members of the CIO not less than 21 days before the deadline for receipt of votes cast in this way:

i. a notice in an electronic format approved by the Council, if the member of the CIO has agreed to receive notices in this way under clause 20 (Use of electronic communication) of this constitution, including an explanation of the purpose of the vote and the voting procedure to be followed by the member, and a voting form capable of being returned by authenticated electronic submission, by email or by post to the CIO, containing details of

the resolution being put to a vote, or of the candidates for election, as applicable;

ii. a notice by post to all other members of the CIO, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the member of the CIO, and a postal voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable.

(d) The voting procedure must require all forms returned by post to be in an envelope with the member of the CIO's name and signature, and nothing else, on the outside, inside another envelope addressed to 'The Scrutineers for The British Association of Gynaecological Pathologists', at the CIO's principal office or such other postal address as is specified in the voting procedure.

(e) The voting procedure for votes cast by email must require the member of the CIO's name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure.

(f) Email votes must be returned to an email address used only for this purpose and must be accessed only by a scrutineer.

(g) The voting procedure for votes cast by any other electronic format must require the member of the CIO's access to the electronic voting system and their ability to vote to be authenticated in the manner specified in the voting procedure.

(h) Votes cast in an electronic format other than email must only be accessed by a scrutineer or an independent party authorised by the Council.

(i) The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.

(j) The scrutineers must make a list of names of members of the CIO casting valid votes, and a separate list of members of the CIO casting votes which were invalid. These lists must be provided to the member of Council or other person overseeing admission to, and voting at, the general meeting. A member of the CIO who has cast a valid postal, email or electronic vote must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which they have already cast a valid vote. A member of the CIO who has cast an invalid vote by post, email or other electronic means is allowed to vote at the meeting and counts towards the quorum.

(k) For postal votes, the scrutineers must retain the internal envelopes (with the member of the CIO's name and signature). For email or electronic votes, the scrutineers must cut off and retain any part of the email or electronic vote that includes the member of the CIO's name. In each case, a scrutineer must record on this evidence of the member of the CIO's name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.

(l) Votes cast by post, email or other electronic means must be counted by all the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by post, email or other electronic means and the number of votes received which were invalid.

(m) The scrutineers must not disclose the result of the postal/email/electronic ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.

(n) Following the final declaration of the result of the vote, the scrutineers must provide to a member of the Council or other authorised person bundles containing the evidence of members of the CIO submitting valid postal votes; evidence of members of the CIO submitting valid email votes; evidence of members of the CIO submitting valid electronic votes; evidence of invalid votes; the valid votes; and the invalid votes.

(o) Any dispute about the conduct of a postal, email or electronic ballot must be referred initially to a panel set up by the Council, to consist of two members of the Council and two persons independent of the CIO. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Services.

(9) Adjournment of meetings

The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

(10) Attendance at meetings

Members of the CIO may, subject to the discretion of the Council, invite guests to attend any general meeting that is classified by the Council as being a scientific meeting, provided that:

(a) the guest, or the member of the CIO on behalf of the guest, pays the appropriate registration fee for the scientific meeting as determined by the Council;
(b) the guest attends as an observer and has no right to take part in any vote held at the meeting; and
(c) the Council may refuse to admit the guest and/or accept the registration fee in circumstances where they are of the opinion it would not be in the best interests of the CIO for the guest to attend the meeting.

12. The Council

(1) Functions and duties of the Council

The Council shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. It is the duty of each member of the Council:

(a) to exercise his or her powers and to perform his or her functions as a member of the Council of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO; and

(b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard particular to:

(i) any special knowledge or experience that he or she has or holds himself or herself out as having; and

(ii) if he or she acts as a member of the Council of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

(2) Eligibility for membership of the Council

(a) Every member of the Council must be a natural person.

(b) No one may be appointed as a member of the Council:

- If they are not a member of the CIO

- If he or she is under the age of 18 years; or

- If he or she would automatically cease to hold office under the provisions of clause 14(1)(f).

(c) No one is entitled to act as a member of the Council whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the Council decide, his or her acceptance of the office of member of the Council.

(3) Composition of the Council

(a) There must be at least nine members of the Council of whom five should be appointed Officers and four shall be elected Councillors. If the number falls below this minimum, the remaining members of the Council may act only to call a meeting of the Council, or appoint a new member of the Council. The role of President Elect need not be counted towards this number.

(b) The maximum number of members of the Council is fifteen. The Council may not appoint any member of the Council if as a result of the number of members of the Council would exceed the maximum.

(4) Officers

(a) The Officers of the CIO shall comprise the individuals holding the following Positions (and references to these positions elsewhere in this constitution shall be the individuals holding these positions):

i. President
ii. President Elect
iii. Treasurer
iv. Secretary
v. Meetings Secretary
vi. International Secretary

(b) The Officers shall be appointed by a resolution of the Council at a meeting of the Council that shall take place immediately before the AGM and the appointment shall take effect following the AGM. To be eligible to be appointed as an Officer an individual must:

(i) be a serving member of the Council or have served previously on the Council (or on the Council of the Predecessor Organisation);

(ii) indicate to the Council their agreement to become an Officer, if appointed by the Council; and

(iii) be nominated in writing to the Secretary by members of the Council at least three months before expiry of their term.

(c) No individual may vote in relation to their own appointment as an Officer.

(d) The term of office of the President shall be three years. The individual shall not be eligible to be reappointed as the President or onto the Council for a period of 6 years una tantum. The term of the President Elect shall last for two years after which time they shall become President and serve for a term of three years and shall be subject to the same restriction of re-election.

(e) All UK members of the CIO shall be eligible to be elected President or President Elect. The Secretary shall accept nominations for President or President Elect 12 months before the current President is due to retire. A ballot of the members shall be held to elect a new President on simple majority. The President shall take up office at the expiry of the retiring President's term upon ratification of the appointment by the Council. A President need not have prior experience as a Council member. In the event there is no nomination for President Elect members may send their nominations for President to the Secretary in the normal way.

(f) The term of office of the Secretary, Treasurer, Meetings Secretary and International Secretary shall be three years at the end of which term the individual shall be eligible for re-election as an Officer for a further term of three years. A retiring Officer may only be eligible for reappointment after a break of three years.

(g) All Council members who are not designated as Officers shall be known as Councillors and shall hold office for a period of three years and shall be elected by ballot of members on simple majority. Following completion of their term of office Council members may be eligible for appointment as Officers.

(h) If a Councillor is appointed as an Officer before the expiry of their term of office as a Councillor, their term of office as a Councillor shall expire automatically at the point they are appointed as an Officer.

(5) First members of Council

Subject to any provisions of this constitution to the contrary:

(a) The first Officers are as follows and shall serve for the following terms:

(i) Jason Wong as the President for a term of three years

(ii) Nirav Gandhi as the Treasurer for a term of three years

(iii) Pinias Mukonoweshuro as the Secretary for a term of three years;

(iv) Rupali Arora as the Meetings Secretary for a term of three years

(v) Sarah Bell as the International Secretary for a term of three years

(b) The first Councillors are as follows and shall serve the following terms:

(i) Koen Van de Vijver for a term of three years

(ii) Mahfooz Basha Mohamed for a term of three years

(iii) Laura Louise Casey for a term of three years

(iv) Katherine Miriam Mountford for a term of three years

(v) Nataliya Piletska for a term of three years

(vi) Jonathan Crook for a term of three years

13. Information for new members of the Council

The Council will make available to each new member of the Council, on or before his or her first appointment:

(a) a copy of this constitution and any amendments made to it; and

(b) a copy of the CIO's latest annual report and statement of accounts.

14. Retirement and removal of members of the Council

(1) A member of the Council ceases to hold office if he or she:

(a) retires by notifying the CIO in writing (but only if enough members of the Council will remain in office when the notice of resignation takes effect to form a quorum for meetings);

(b) is absent without the permission of the Council from all their meetings held within a period of six months and the Council resolve that his or her office be vacated;

(c) dies;

(d) in the written opinion, given to the CIO, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;

(e) is removed by the members of the CIO in accordance with sub-clause (2) of this clause; or

(f) is disqualified from acting as a charity trustee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

(g) Is struck off the medical register by the General Medical Council or other regulatory body.

(2) A member of the Council shall be removed from office if a resolution to remove that member of the Council is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a two-thirds majority of votes cast at the meeting.

(3) A resolution to remove a member of the Council in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of CIO.

15. Taking of decisions by the Council

Any decision may be taken either:

(1) at a meeting of the Council; or

(2) by resolution in writing or electronic form agreed by a majority of all of the members of the Council, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the members of Council have signified their agreement. Such a resolution shall be effective provided that:

a. a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the members of the Council; and
b. the majority of all of the members of the Council have signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the Council have previously resolved, and delivered to the CIO at its principal office or such other place as the Council may resolve within 28 days of the circulation date.

16. Administrative Secretary

(1) The Council may appoint any individual who is willing to act as the Administrative Secretary for such term at such remuneration and on such conditions as the Council think fit. From time to time the Council may decide to remove such person and to appoint a replacement.

(2) The Council may delegate the day to day management of the affairs of the CIO in accordance with the directions of the Council to the Administrative Secretary, by such means, to such an extent, in relation to such matters and on such terms as they think fit.

17. Delegation by the Council

(1) The Council may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The Council may at any time alter those terms and conditions, or revoke the delegation.

(2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the Council, but is subject to the following requirements:

(a) a committee may consist of two or more persons, but at least one member of each committee must be a member of the Council;

(b) the acts and proceedings of any committee must be brought to the attention of the Council as a whole as soon as is reasonably practicable; and

(c) the Council shall from time to time review the arrangements which they have made for the delegation of their powers.

18. Meetings of the Council

(1) Calling meetings

(a) Any member of the Council may call a meeting of the Council.

(b) Subject to that, the Council shall decide how their meetings are to be called, and what notice is required.

(2) Chairing of meetings

The members of the Council may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the Council may appoint one of their number to chair the meeting.

(3) Procedure at meetings

(a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is half the number of the members of the Council, at least one of whom must be a member of the Council, or such larger numbers as the Council may decide from time to time. A member of the Council shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.

(b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.

(c) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

(4) Attendance at meetings of the Council

The following:-

(a) Gynaecological Pathology Subspecialty representative on the SAC of the Royal College of Pathologists

(b) Organiser of the National Gynaecological Pathology EQA Scheme who is also the Chair of the EQA Steering Group

(c) A UK based pathology trainee representative

shall be entitled to attend and participate in the meetings of Council, but shall not have a vote on any matter voted on by the Council.

(5) Participation in meetings by electronic means

(a) A meeting may be held by suitable electronic means agreed by the Council in which each participant may communicate with all the other participants.

(b) Any member of the Council participating at a meeting by suitable electronic means agreed by the Council in which a participant or participants may communication with all the other participants shall qualify as being present at the meeting.

(c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

19. Saving provisions

(1) Subject to sub-clause (2) of this clause, all decisions of the Council, or of a committee, shall be valid notwithstanding the participation in any vote of a member of the Council:

(a) who was disqualified from holding office;

(b) who had previously retired or who had been obliged by the constitution to vacate office;

(c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without the vote of that member of the Council and that member of the Council being counted in the quorum, the decision has been made by a majority of the Council at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a member of the Council to keep any benefit that may be conferred upon him or her by a resolution of the Council or of a committee if, but for clause (1), the resolution would have been void, or if the member of the Council has not complied with clause 7 (Conflicts of interest).

20. Use of electronic communications

(1) General

The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

(a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;

(b) any requirements to provide information to the Commission in a particular form or manner.

(2) **To the CIO**

Any member of the CIO or the Council may communicate electronically with the CIO to an address specified by the CIO for the purpose, so long as the communication is authenticated in a matter which is satisfactory to the CIO.

(3) **By the CIO**

(a) Any member of the CIO or the Council, by providing the CIO with his or her email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO his or her unwillingness to receive such communications in that form.

(b) The Council may, subject to compliance with any legal requirements, by means of publication on its website:

(i) provide the members with the notice referred to in clause 11(3) (Notice of general meetings);

(ii) give members of the Council notice of their meetings in accordance with clause 19(1) (Calling meetings); and

(iii) submit any proposal to the members of the CIO or members of the Council for decision by written resolution or postal vote in accordance with the CIO's powers under clause 10 (Members' decisions), 10 (3) (Decisions taken by resolution in writing), or 11 (8) Remote voting) of this constitution.

(c) The Council must:

(i) take reasonable steps to ensure that members of the CIO and members of the Council are promptly notified of the publication of any such notice or proposal;

(ii) send any such notice or proposal in hard copy form to a member of the CIO and members of the Council who has not consented to receive communications in electronic form.

21. Keeping of Registers

The CIO must comply with its obligations under the General Regulations in relation to the keeping of, and provisions of access to, registers of members of the CIO and the Council.

22. Minutes

The charity must keep minutes of all:

(1) appointments of Officers or members of Council made by the Council;

(2) proceedings at general meetings of the CIO;

(3) meetings of the Council and committees including:

- the names of the individuals present at the meeting;
- the decisions made at the meetings; and
- where appropriate the reasons for the decisions;

(4) decisions made by the Council otherwise than in meetings.

23. Accounting records, accounts, annual reports and returns, register maintenance

(1) The Council must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of account, and to the preparation of annual reports and returns. The statements of account, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, within 10 months of the financial year end.

(2) The Council must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

24. Rules

The Council may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the CIO on request.

25. Disputes

If a dispute arises between members of the CIO about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

26. Amendment of constitution

As provided by sections 224-227 of the Charities Act 2011:

(1) This constitution can only be amended:

(a) by resolution agreed in writing by all members of the CIO; or

(b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO.

(2) Any alternation of clause 3 (Objects), clause 27 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by the Council or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.

(3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

(4) A copy of every resolution amending the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

27. Voluntary winding up or dissolution

(1) As provided by the Dissolution Regulations, the CIO may be dissolved by the resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:

(a) at a general meeting of the members of the CIO called in accordance with clause 11 (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:

(i) by a resolution passed by a 75% majority of those voting, or

(ii) by a resolution passed by the decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or

(b) by a resolution agreed in writing by all members of the CIO.

(2) Subject to the payment of all the CIO's debts:

(a) Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.

(b) If the resolution does not contain such a provision, the Council must decide how any remaining assets of the CIO shall be applied.

(c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.

(3) The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:

(a) the Council must send with their application to the Commission:

(i) a copy of the resolution passed by the members of the CIO;

(ii) a declaration by the Council that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and

(iii) a statement by the Council setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution;

(b) the Council must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any member of the Council of the CIO who was not privy to the application.

(4) If the CIO is to be wound up or dissolved in any other circumstances, the provision of the Dissolution Regulations must be followed.

28. Interpretation

In this constitution:

"**charity trustee**" means a charity trustee of the CIO.

The "**Communications Provisions**" means the Communications Provisions in Part 9 of the General Regulations

"**connected person**" means:

(a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee;

(b) the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;

(c) a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above;

(d) an institution which is controlled –

(i) by the charity trustee or any connected person falling within sub-clause (a), (b), or (c) above; or

(ii) by two or more persons falling within sub-clause (d)(i), when taken together;

(e) a body corporate in which –

(i) the charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or

(ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 shall apply for the purposes of interpreting the terms used in this constitution.

Council means the Officers and Councillors who are all charity trustees of the CIO

Councillors means the individuals elected to serve on the Council by the members of the CIO in accordance with clause 12 (5) of this constitution

"**Dissolution Regulations**" means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

"**General Regulations**" means the Charitable Incorporated Organisations (General) Regulations 2012.

Officers means the individuals appointed to hold the positions detailed in clause 12 (4) of this constitution

"**Ordinary members"** means members of the CIO who qualify to be a member in accordance with clause 9.3 of this constitution.

A "**poll**" means a counted vote or ballot, usually (but not necessarily) in writing.

Predecessor Organisation means the unincorporated association known as the "British Association of Gynaecological Pathologists" governed by a constitution dated November 2008.