

ARTICLES OF ASSOCIATION

OF

THE ASSOCIATION FOR CLINICAL BIOCHEMISTRY AND LABORATORY MEDICINE

Preliminary

- 1.1 In these articles:
 - “the Act” means the Companies Act 1985 including any statutory modifications or re-enactment of it for the time being in force;
 - “the Association” means The Association for Clinical Biochemistry and Laboratory Medicine;
 - “Council” means the Council of Management of the Association;
 - “the Federation” means the Federation of Clinical Scientists,
- and unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification of it not in force when these articles become binding on the Association.
- 1.2 The Association is established for the purposes expressed in the memorandum of association.
- 1.3 Words expressed in the singular shall include the plural and vice versa, masculine words shall include the feminine, and words describing persons include corporations.
- 1.4 The provisions contained in Table A, Regulations 37, 39, 41-53, 56, 58, 60-63 (as those regulations are modified by Table C so as to apply to a company limited by guarantee) and Regulation 59 shall apply to the Association. Where the above Table A Regulations conflict with these Articles, the latter shall prevail.

Membership

- 2 Individuals who are described as Members of the Association are also Members of the Federation. Individuals who wish to be Members of the Federation but who do not seek further participation in the Association are described as Members of the Federation. Companies or other corporate bodies may be admitted as Corporate Members of the Association. Members may be admitted to different categories of membership.
- 3 Subject to the approval of a general meeting Council may make and vary Bye-laws regulating the admission of Members, eligibility to belong to particular classes or categories of membership, subscriptions and voting rights applicable to different classes or categories of membership and generally the rights and obligations of all Members.
- 4 Members are expected to conform to the highest ethical and professional standards in their work, their public life and their relations with the Association and their fellow Members and to comply with the Code of Professional Conduct of the Association; they must not act so as to injure the Association or its reputation, nor must they give the impression that they are acting or speaking for the Association unless they are authorised to do so. Bye-laws may be made to assist Members in fulfilling these obligations.
- 5 A member may resign his membership by giving notice in writing to the Association. Membership may be terminated:
 - 5.1 by the Company Secretary (or any officer acting in that capacity) if a member's subscription remains unpaid 3 months after the due date; or
 - 5.2 by a Resolution of Council if a member fails to observe any applicable rule of the Association (including the Code of Professional Conduct of the Association) or injures or brings into disrepute the Association or the profession of Clinical Biochemistry and/or Laboratory Medicine; but such a Resolution must be passed by a two-thirds majority of votes cast and the member must have been given the opportunity to defend his conduct.

Regions and Local Sections

- 6.1 The Association shall be organised in such geographical regions as may be determined by Council.
- 6.2 Local Sections of the Association may be formed within the Association regions subject to the approval of Council.
- 6.3 The business of each region shall be conducted by a regional committee, having due regard for the fair representation of sections within the region. The rules of each region and section shall be subject to the approval of Council. All Members of regional committees shall serve in an honorary capacity.
- 6.4 Regions or Sections shall hold scientific, social and business meetings alone or in conjunction with other Regions or Sections of the Association or with other organisations. Committees may appoint ad hoc committees alone or jointly to further these activities.
- 6.5 All Regional and Sectional activities shall be reported to the Company Secretary of the Association.
- 6.6 Regional Committees may requisition funds from the Director of Finance for the expenses of the Regional Committees, at a rate per capita which will be defined in the Bye-laws.

General Meetings

- 7 The provisions contained in Table A, Regulations 37, 39, 41-53, 56, 58, 60-63 (as those regulations are modified by Table C so as to apply to a company limited by guarantee) and Regulation 59 shall apply to the holding of General Meetings.
- 8 The Voting rights of different classes and categories of membership are prescribed from time to time in Bye-laws.
- 9 All Members are entitled to receive notice of and to attend all general meetings of the Association whether or not they are entitled to vote.
- 10 A quorum at a General Meeting shall consist of 30 Ordinary Members or other categories of Members having the right to vote at General Meetings.

Council of Management

- 11 Members of Council are the Directors of the Association for the purposes of the Act.
- 12 Council shall consist of the President, Past President/President Elect, Director of Finance (Treasurer), Director of Education, Training & Workforce, Director of Scientific Affairs, Director of Clinical Practice, Director of Regulatory Affairs, Director of Publications & Communications, Company Secretary, three Ordinary Members of Council elected by the whole Association (“National Members”) and one Ordinary Member elected by each Region (“Regional Members”). Other members may be invited to attend Council in a non-voting position.
- 13 All Members of Council shall serve in an honorary capacity.
- 14 Council shall make and may vary rules and operating procedures governing the nomination, election, periods of office and eligibility for re-election of Members of Council. These rules and operating procedures shall be framed so far as possible so that:
 - 14.1 all Members of Council must be Ordinary Members of the Association throughout their periods in office;
 - 14.2 the President is elected by Council and confirmed at a general meeting, following a period of consultation which ensures as far as is possible that a single candidate stands unopposed for election with the overwhelming support of Council and the Members;
 - 14.3 the President is ex-officio a member of Council; eligibility for the post of President is restricted to those who are, or have been, elected members of Council.
 - 14.4 the election of other Directors is governed by the Bye-laws;
 - 14.5 maximum periods in office are established with the consent of the membership, in all cases terminating at the conclusion of an annual general meeting;

- 14.6 there is a regular infusion of new Members of Council but that normally in any year not more than one-third of the officers cease to be eligible to continue in office.
- 15 The President shall preside at Council Meetings and at General Meetings; in his absence the Past President/President Elect shall preside or in his absence a Director elected by Members of Council who are present at the meeting shall preside.
- 16 The President shall during his period in office preside at all scientific and social functions of the Association, but he may nominate the President Elect or Past President to take his place.
- 17 The elected successor of any member of Council may attend Council Meetings but shall have no vote. Council may invite other persons to attend Council Meetings but they shall have no votes.

Powers of Council

- 18 Council is responsible for managing all the affairs of the Association and is authorised to exercise all its powers (except Federation matters which are dealt with in Articles 30-36 below), subject to the Act, the Memorandum and Articles of Association, and any directions given by special resolution of the Members.

Bye-laws

- 19 Council may make and vary Bye-laws on any matter concerning the operation of the Association.
- 20 Details of any new Bye-law or any variation in existing Bye-laws must be included in the notice of the next annual general meeting after the new Bye-law or variation has been made by Council.
- 21 Bye-laws shall be effective from the time they are made by Council until they are submitted to the next annual general meeting except as provided in this article 21. Where a Bye-law or the variation of a Bye-law conflicts with an existing rule previously approved by the Members or where Council thinks fit for any other reason, the Bye-law or variation shall be submitted to the members for approval at the annual general meeting referred to in article 20 and shall not be effective until it has been approved at such meeting. At such meeting, the new Bye-law or the variation may be approved, amended or rejected by a simple majority of votes cast.

Proceedings of Council

- 22.1 Council may decide when to hold Council Meetings and how such meetings are to be convened and conducted, but there must be a minimum of three meetings per annum. Unless otherwise decided by Council, the dates of meetings for the forthcoming year will be set at the annual November Council Meeting. Such dates are subject to change by Council, but not less than 14 days notice may be given for each meeting unless Council Members agree shorter notice.
- 22.2 A properly convened meeting at which a quorum is present may exercise all the powers of Council. The quorum shall be ten voting Members.
- 22.3 Proposals arising at a meeting shall be decided by a majority of votes; if the votes are equal the Chair of the meeting (usually the President) has a casting vote.
- 22.4 Members of Council may continue to act even though there are vacancies in their number.
- 22.5 Any Resolution signed by all the Members of Council is as valid as if it had been passed at a Council Meeting.
- 22.6 Members of Council must declare any personal interest in the matters being transacted and Council will decide on their eligibility to vote on the matter or be counted in a quorum.
- 22.7 No decision or action taken by Council or a Member of Council shall be invalidated because of some defect in the appointment or continued appointment of Council or Member of Council.
- 22.8 Proper Minutes shall be kept of all decisions taken by Council.

Committees Appointed by Council

- 23.1 Council shall appoint an Executive Committee to consist of the following Directors of the Association: President, Past President/President Elect, Director of Finance, Director of Education, Training & Workforce, Director of Scientific Affairs, Director of Clinical Practice, Director of Regulatory Affairs, Director of Publications & Communications and Company Secretary. The Executive Committee may invite Members and other persons to attend its meetings in a non-voting capacity.
- 23.2 The function of the Executive Committee, for which it shall be accountable to Council, shall be:
- to prepare business for Council's attention;
 - to deal with matters which do not fall within the province of other committees appointed by Council;
 - to co-ordinate, where necessary, the topics which need to be referred to standing committees;
 - to transact emergency business and take action on matters which cannot wait until the next Council meeting.
- 23.3 Council may delegate any of its powers to any of its committees consisting wholly or partly of its Members, but all voting Members of such committees must be Ordinary Members or other categories of Members having the right to vote at General Meetings. The President of the Association and the Company Secretary are ex-officio Members of any such committee.
- 23.4 Any such committee shall conform to any regulations imposed upon it by Council. The proceedings and other actions of such committees shall be governed by the Articles regulating the proceedings of Council as far as they are capable of applying.

Publications

- 24.1 The Association may publish a Journal devoted to Clinical Biochemistry and Laboratory Medicine either alone or in collaboration with any other organisation or organisations. The Editorial Board or the Association's representatives on the Editorial Board of such a journal, and the Editors of all the Association's publications, shall be appointed by Council in consultation with the other organisations concerned. The Members of the Editorial Board shall retire each year but are eligible for reappointment from year to year until any maximum period of continuous tenure of office determined by Council has been completed, after which they shall be ineligible for re-appointment until a further period of one year has elapsed.
- 24.2 Council may nominate representatives on the editorial boards of such scientific journals as may from time to time invite such representation.
- 24.3 Council may nominate representatives to such other bodies as may from time to time be desirable.

The Seal

- 25 The Seal shall only be used by the authority of Council. Council may decide who shall sign any document to which the Seal is affixed and until otherwise decided it shall be signed by two Members of Council.

Accounts

- 26 Council shall ensure that proper books of account are kept and that each year audited accounts are laid before the Members in accordance with the Act. Members of Council shall have the right to inspect accounting records. Council may decide to what extent other Members of the Association are allowed to inspect accounting records.

Notices

- 27.1 Notices calling meetings of Council need not be in writing. All other notices required to be served under these Articles must be given in writing, which term includes all methods of reproducing words in a visible form.
- 27.2 The Association may give any notice or deliver any document to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address. A Member whose registered address is not within the United Kingdom and who gives to the Association an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address but otherwise no such Member shall be entitled to receive any notice from the Association.
- 27.3 A notice or document sent by post shall be deemed to have been given or delivered on the day following that on which the envelope containing the

notice or document was posted. Proof that the envelope was properly addressed, prepaid and posted shall be conclusive evidence that notice was given or the document was posted. Any notice or other document not sent by post but left at a registered address shall be deemed to have been served or delivered on the day it was left. A notice or document transmitted by email, via website or by other electronic means will be valid provided that the recipient has given his prior consent to this method of communication. The onus is on the member to provide a current valid email address.

Indemnity

- 28 To the extent permitted by law, the Association will indemnify and may provide insurance for every Member of Council against any liability, loss or expense which they may suffer in carrying out their duties or otherwise arising from their appointment as Members of Council, and they will not be liable for any loss or damage to the Association arising in this way.

Dissolution

- 29 If the Association is wound up or dissolved the provisions contained in Clause 7 of the Memorandum of Association shall be observed.

The Federation of Clinical Scientists

- 30 That part of the Association which is responsible for trade union activities shall be called the Federation of Clinical Scientists (the "Federation").
- 31 All Members of the Association other than Corporate Members and Overseas Members are Members of the Federation.
- 32 The Committee of the Federation shall engage in the regulation of relations between the individual United Kingdom Members of the Federation and employers or employers' associations and shall generally conduct the affairs of the Federation in accordance with these Articles and the Rules of the Federation, and will be accountable to Council for so doing.
- 33 The Committee of the Federation shall draw up and may vary the Rules of the Federation subject to the approval of Council, and may draw up and vary Bye-laws of the Federation subject to the subsequent approval of the Members. The composition of the Committee of the Federation and the method of electing or appointing persons to serve on it shall be in accordance with Bye-laws of the Federation. The President and Company Secretary of the Association have the right to attend all meetings of the Federation and of the Committee of the Federation.
- 34 All Members of the Federation may vote on the election of persons to represent them on the Committee of the Federation.
- 35 The Association will manage the funding of the Federation on a basis to be agreed between Council and the Committee of the Federation. Proper accounts of the Federation expenditure shall be kept and these shall be presented at each Annual General Meeting of the Association as a clearly defined part of the Association's accounts, together with a report of the Federation's activities over the preceding year.
- 36 In the event of a dispute arising between Council and the Committee of the Federation, the matter under dispute shall be put in the form of a Resolution which shall be adopted or rejected by a secret ballot of all voting Members of the Association and the Federation.