

The Constitution  
Of  
The British Society for Haemostasis and  
Thrombosis  
Amended March 2021

## **1. Name**

The Society shall be called “The British Society for Haemostasis and Thrombosis” (“the Society”).

## **2. Objectives**

The objectives of the Society are the advancement of public education and the promotion of those branches of medical science concerned with haemostasis and thrombosis. In furtherance of the above objectives, but not further or otherwise, the Society shall have the following powers:

- 2.1. The Society shall provide a forum for discussion of the problems of haemostasis and thrombosis, encourage research bearing on these problems provided the useful results of such research are published and promote, arrange, organise and conduct conferences, meetings, discussions, seminars and the reading of learned papers.
- 2.2. The Society may make grants to charitable institutions and individuals for the purpose of furthering any of its objectives.

## **3. Officers**

- 3.1. The Officers of the society shall be a President, Secretary, Treasurer and either a President-Elect or a Past-President.
- 3.2. The Committee will elect from the membership the President, Secretary and Treasurer of the Society. The President will be elected every two years. They will also serve 1 year as President-Elect and a final year as Past-President. The Secretary and the Treasurer shall be appointed for a period of three years and shall be eligible for re- appointment, but, neither the Secretary nor Treasurer shall hold office for more than six consecutive years.

## **4. Committee**

- 4.1. The business of the Society shall be conducted by a Committee consisting of the President, the President-Elect or the immediate past-President, the Secretary, the Treasurer (the “Officer Committee Members”) and ordinary members (“the Ordinary Committee Members”). The Committee shall have power to co-opt other members.
- 4.2. The Ordinary Committee Members shall serve three-year terms and may be re-elected for a further three years by the Committee. Two Ordinary Committee Members may be elected every year at the Business Meeting (as hereinafter defined). Members retiring from the Committee shall not be eligible for re-election during the following three years. No member of the Committee shall remain on the Committee for a period in excess of ten consecutive years save by the unanimous approval of the Committee and in any event, no longer than a total of 12 years.
- 4.3. Nominations for membership of the Committee shall be made by the membership of the Society. From these nominations the Committee will prepare a list of nominees for election. Election shall be made by postal or electronic ballot.
- 4.4. The President (or in his absence, the Secretary) will invite the Chairman, or another representative, or any company which may from time to time be a subsidiary of the society, to attend committee meetings.
- 4.5. The quorum for a Committee meeting shall be three members of the Committee, one of whom must be an Officer Committee Member.
- 4.6. The conduct of meetings of the Committee shall be regulated by the President. If the President is not present at the meeting the members of the Committee shall appoint a Chairman of the meeting.
- 4.7. Any decision concerning the operation or interpretation of the Constitution of the Society shall rest with the Committee.
- 4.8. The officers and committee members shall act as Trustees as defined by the Charity Commission and as such, shall be responsible for the running of the Society and charity.
- 4.9. Co-opted members who represent the interests of other societies or provide specialist services to the committee may be appointed by the President as necessary. They may observe and take part in discussions, but shall have no voting rights.

- 4.10. Committee members may participate in ordinary committee meetings by teleconference / video link (where these facilities are available) when it is difficult for them to attend in person.

## **5. Membership**

- 5.1. Persons eligible for membership shall be those who have, in the opinion of the Committee, demonstrated that they have an active interest in the field of haemostasis and thrombosis.
- 5.2. Membership applications should be made by the applicant using the procedure detailed on the Society's website.
- 5.3. Names of eligible candidates will be circulated, as they arise, to committee members for approval.
- 5.4. The Secretary shall keep a register of the Members.
- 5.5. On retirement, Members shall be entitled to become Senior Members. Senior Members shall retain the rights and privileges of Members, except voting rights, without payment of any further subscriptions.
- 5.6. The Committee may from time to time resolve to admit persons who, in its opinion, have made distinguished contributions in the field of haemostasis and thrombosis to be Honorary Members. Honorary Members shall enjoy all the rights and privileges of Members, including voting rights, without payment of any subscription. The expression "Member" or "Members" in this Constitution (other than in clause 6) shall include Honorary Members unless the context otherwise requires.
- 5.7. The Committee may expel or suspend any Member or Senior Member whose conduct is such as may in its opinion be injurious to the Society provided that no Member or Senior Member shall be expelled or suspended without the opportunity of appearing personally before the Committee in his/her own defence. A Member or Senior Member so expelled or suspended shall forfeit all rights and privileges of membership or senior membership (as the case may be).

## **6. Subscriptions**

- 6.1. Each Member shall pay an annual subscription which shall be determined from time to time by the Committee.
- 6.2. The annual subscription shall be payable yearly in advance on 1st January in every year.
- 6.3. The Treasurer shall keep proper records of subscriptions paid.
- 6.4. Any Member whose subscription is two years in arrears and who has been duly notified of the fact by E-mail or in writing, shall, if the Committee sees fit, cease to be a Member.

## **7. Meetings**

- 7.1. The Society shall hold at least one meeting a year at which the ordinary business of the Society shall be transacted ("the business meeting").
- 7.2. Other meetings of the Society may periodically be held and (apart from extraordinary general meetings as hereinafter referred to) such periodic meetings shall be called "scientific meetings".
- 7.3. At one business meeting in each calendar year the Secretary shall present a report and the Treasurer shall present the independently reviewed accounts.
- 7.4. At least six weeks' notice shall be given to Members of any business meeting. Notice of any resolution to be proposed must reach the Secretary at least one month before the meeting. The agenda of each business meeting shall be circulated to each Member at least two full weeks prior to the meeting.
- 7.5. The Committee shall select papers to be presented at the scientific meetings. Scientific papers may also be presented at the business meeting.
- 7.6. Subject to the aforementioned requirement that a business meeting be convened and held at least once in every year, the Committee may convene meetings whenever it thinks fit provided always that it shall convene an extraordinary general meeting on the request in writing of not less than 25 Members to the Secretary. Meetings shall be held at such hour and place as the Committee shall appoint.
- 7.7. The quorum for a business meeting shall be 20 voting Members of the Society. In the

- absence of a quorum the President (or other chairman of the meeting) shall adjourn the meeting and convene the adjourned meeting for such date and time as he/she shall decide.
- 7.8. Resolutions at meetings shall be deemed passed upon a favourable vote of a majority of the votes cast except that a resolution for altering this Constitution shall require
    - i) a favourable vote of two-thirds of the votes cast; and
    - ii) a resolution for the election of Members of the Society or for the dissolution and winding up of the Society or any resolution at any extraordinary general meeting shall require a favourable vote of three-quarters of the votes cast.
  - 7.9. Each Member present shall have one vote on every resolution except that any member who is unable to attend a meeting may vote by post providing his postal vote reaches the Secretary at least 24 hours before the hour of the meeting.
  - 7.10. The conduct of meetings (including the manner of casting of votes) shall be regulated by the Chairman of the meeting who shall be the President. If the President is not present at a meeting the Members present shall appoint the chairman of the meeting.
  - 7.11. A declaration by the President (or other chairman of the meeting) that a resolution has been carried by the requisite number of votes or lost shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.
  - 7.12. Members may introduce non-members as visitors to scientific meetings. Such visitors may submit scientific papers or other communications to the Society. Only Members may attend at business meetings.
  - 7.13. Any Member and any visitor of his who wishes to attend a scientific meeting shall pay such entrance fees (if any and which may differ as between Members and visitors) as the Committee shall from time to time determine.

## **8. Special Trustees**

- 8.1. The Committee shall select not less than two nor more than four Members who are willing to act as special trustees of the Society. The Special Trustees shall be appointed by the President.
- 8.2. Where by reason of death resignation or removal of a Special Trustee it is necessary that a new Special Trustee be appointed, the Committee shall select a Member willing to act as such and such Member shall be appointed as a new Special Trustee by the President.
- 8.3. A Special Trustee may be removed from office by resolution of the Committee.
- 8.4. Every Special Trustee on ceasing to be a Special Trustee shall forthwith do all such acts and execute all such documents and instruments as may be necessary to vest the assets of the Society in the continuing Special Trustees and the new Special Trustee or Special Trustees (as the case may be) and shall do all acts and things as may be necessary to give effect thereto.
- 8.5. There shall be vested in the Special Trustees all the assets of the Society other than cash required for current purposes which shall be under the control of the Treasurer provided that where there are three or four Special Trustees of the Society the Committee may select any two Special Trustees to hold and deal with any particular assets. The Treasurer will be the chair of the Special Trustees who have a supportive advisory role of matters related to the Treasury. The Treasurer will have the casting vote.
- 8.6. The Special Trustees shall deal with the assets so vested in them in such manner as the Committee shall direct. Such direction shall be given by a duly passed resolution of the Committee.

## **9. Finance**

- 9.1. All monies raised by or on behalf of the Society shall be applied to further the objects of the Society and for no other purpose.
- 9.2. The Treasurer shall keep proper accounts of the Society's finances.
- 9.3. The accounts shall be independently prepared and reviewed by a qualified accountant, who shall not be a Member of the Society. In the event that the charity needs to be audited, this will be done by an independent accountant holding an audit qualification.
- 9.4. The Society may solicit and receive donations, endowments, grants and other financial assistance in furtherance of its objects.

- 9.5. All monies received by the Society shall be paid into an account in the name of the Society at bankers appointed by the Committee, which account shall be operated in such manner and on such authorities as the Committee shall from time to time direct.
- 9.6. The Committee shall have the power to form a wholly owned subsidiary company with the purpose of organising the financial aspects of the Society's conferences and carrying out all trading activities. The company will be registered as a limited company. The Board of the company will include an independent Chairman and two ordinary members of the Society. Additional members will be the President, President- elect, Treasurer and Secretary.

## **10. Indemnity**

- 10.1. The Trustees and members of the Committee shall not be liable (otherwise than as Members) for any loss suffered by the Society as a result of the discharge of their respective duties on its behalf, except such loss as arises from their respective wilful default, and they shall be entitled to an indemnity out of the assets of the Society for expenses and other liabilities incurred by them in the discharge of their respective duties.

## **11. Dissolution**

- 11.1. The Society may be dissolved by a resolution passed at a business meeting or an extraordinary general meeting as hereinbefore provided. Dissolution shall take effect from the day when the resolution is passed and the Committee shall be responsible for winding-up of the assets and liabilities of the Society.
- 11.2. If upon the winding-up or dissolution of the Society there shall remain after the satisfaction of all debts and liabilities any surplus whatever, the same shall not be paid to or distributed among the Members but shall be given or transferred to any other charitable institution or institutions selected by the Committee and having objects concerned with the study of or research into thrombosis or haemostasis.

## **12. Notices**

- 12.1. A notice or other document may be served by the Society upon any Member either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Member at his registered place of address.
- 12.2. Each Member shall from time to time notify the Society in writing of an address in the United Kingdom at which notices may be served on him, which shall be deemed his registered place of address.

## **13. Rules**

- 13.1. The Committee may from time to time adopt and issue rules which shall come into force as it shall direct provided always that such rules shall be subject to amendment or annulment by resolution of the Members at a business meeting and provided further that such rules shall not be inconsistent with the provisions of this Constitution.

## **14. Amendment of Constitution**

- 14.1. 1) This Constitution may be altered only at a business meeting or at an extraordinary general meeting. The alteration shall come into effect six weeks after the date of such meeting or six weeks after every Member has been notified of the proposed alteration.
- 14.2. No alteration may be made which would cause the Society to cease to be a charity at law or which would authorise the application of any funds for a purpose which was not exclusively charitable.
- 14.3. The objects of the Society, as outlined in clause 2, may not be changed.