



## ARTICLES OF CONSTITUTION October 2024

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#### 1. The Council:

- 1.1 The Council is known as the “International Council for Standardization in Haematology” (ICSH). The ICSH was originally founded as a standardizing committee associated with the European Society of Haematology in Lisbon on 31<sup>st</sup> August 1963.

#### 2. Purpose:

- 2.1 The ICSH is a not-for-profit organisation that aims to achieve reliable and reproducible results in laboratory analysis in the field of diagnostic haematology.
- 2.2 The ICSH coordinates Working Groups of Experts to examine laboratory methods and instruments for haematological analyses, to deliberate on issues of standardization and to stimulate and coordinate scientific work as necessary towards the development of international standardization materials and guidelines.
- 2.3 The ICSH will work in cooperation with any international organization with allied interests to promote the goals of the ICSH.

### 3. **The Management Board:**

- 3.1 The Council shall be directed by a Management Board (hereafter called the "Board"). Members of the Board become directors of the company for the purposes of the Companies Act 2006 and charity trustees for the purposes of the Charities Act 2011.
- 3.2 The Board is comprised of no fewer than five and no more than ten members, with the exact number of members to be designated from time to time by resolution of the Board.
- 3.3 The members of the Board shall be appointed for a term of 3-years and may be re-appointed for an additional 3-years by the Board (excepting Past Chair/Chair Elect, who shall serve in this role for 1 year). Under exceptional circumstances, a member may serve for more than 2 terms, as determined by the Board.
- 3.4 The members of Board shall comprise the Chair, up to two Vice-Chairs (one of whom should represent haemostasis), Past Chair/Chair Elect (as appropriate), Scientific Secretary, Treasurer and Ordinary Members.
- 3.5 The Chair shall be appointed from the Board by the Board members.
- 3.6 Membership of the Board is open to haematologists, haematology laboratory scientists / medical scientists / biomedical scientists. The Chair may invite applications for membership of the Board from the General Assembly, as necessary, from time to time. Any appointments to the Board must be approved by a majority of the members of the Board.
- 3.7 Members give their time voluntarily; there is no remuneration. Expenses for ICSH activities will be reimbursed, when appropriate.
- 3.8 All Board members must disclose any conflicts of interests at the time of appointment and annually thereafter. These include any relevant financial relationships the member (or his or her immediate family or partner) has with any commercial entity related directly or indirectly to laboratory haematology. The Chair and Board shall determine if a conflict is sufficient to disqualify the member in any particular manner. Employees of any for-profit technological or industrial company that conducts business of any kind in laboratory haematology are not eligible to serve as members of the Board.
- 3.9 Individuals may be co-opted to join the Board as *ex officio* members as required to add expertise. Those who are *ex officio* will be invited to attend meetings of the Board but will not be voting members. Expenses to attend the Board meeting and associated General Assembly will be reimbursed in accordance with the ICSH policy.
- 3.10 An ICSH Board member may be appointed by the Board to liaise with affiliated organisations, such as International Society for Laboratory Hematology; College of American Pathologists; Joint Committee for Traceability in Laboratory Medicine). From time to time a non-ICSH Board member may be recruited to take on such liaison roles on behalf of the ICSH.
- 3.11 The Board shall meet at least once per year. This will usually be at the time of the General Assembly. Other meetings of the Board may be held via online

links. A quorum is defined as the presence of a majority of Board members then in office. Members shall vote or correspond by electronic means when not in person. If a decision upon which votes are cast is split, the Chair shall have the deciding vote. If there are items of urgency requiring decision, then this can be conducted by a “flying minute” by electronic means. The relevant background will be provided, a motion proposed and suggested outcome. If no response is received, it will be assumed that the motion as put is supported. Unanimous support is required for the motion to pass.

- 3.12 The duties and responsibilities of the members of the Board are as follows:
  - 3.12.1 The Chair shall preside over the Board and General Assembly and represent ICSH in official matters.
  - 3.12.2 The Vice Chair(s) shall assist the Chair, assume the duties of the Chair in the absence of the Chair and perform duties on behalf of the ICSH as required by the Chair.
  - 3.12.3 The Vice-Chair Haemostasis will preside over the annual ICSH haemostasis meeting.
  - 3.12.4 The Scientific Secretary shall oversee the commissioning and conduct of ICSH projects and Working Groups. This includes ensuring the scientific validity of proposals; adherence to designated time schedules, and ethical conduct (in collaboration with the Working Group chair); overseeing the review of published ICSH documents; handling proposals for new projects; collaborating with the chairs of Working Groups, as necessary, to facilitate timely and successful project completion.
  - 3.12.5 The Treasurer shall record the monies received and expended, present detailed annual financial accounts of the ICSH at meetings of the Board and disburse funds for meetings and approved Working Groups. Financial statements will be prepared annually after the end of the accounting year and shall comply with the Charities Act 2011, the Companies Act 2006, the Memorandum and Articles of Association, and Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS102).
- 3.13 The Board may engage the services of administrative personnel (such as Executive Officer and Information Officer) as necessary to support the work of the ICSH. Administrative personnel shall not be members of the Board and shall be remunerated at a rate determined annually by the Board.
- 3.14 The Board may amend the Constitution, from time to time, as necessary for the operations of the ICSH.
- 3.15 Attendance of the Board at the General Assembly and Haemostasis meeting (as necessary) will be supported for travel and accommodations costs according to the ICSH reimbursement rules.

**4. Corporate Members:**

- 4.1 Corporate Membership is open to companies involved in, or with a link to, the practice of any aspect of laboratory haematology. Each Corporate Member in good standing is normally invited to send up to two representatives from their organization to attend the ICSH General Assembly and ICSH Haemostasis Meetings (as appropriate). The exact number of representatives from each Corporate Member will be determined by the Chair.
- 4.2 Corporate Members are required to pay an annual unrestricted financial grant with these monies to support the activities of the ICSH. These membership dues will be set annually by the Board.
- 4.3 Corporate Member representatives should include persons of good international scientific standing with expertise in the subject areas of current and proposed standardization projects at the General Assembly and Haemostasis meetings. Corporate Members are encouraged to assign specific representatives to participate regularly at General Assembly and Haemostasis meetings to ensure continuity of discussions.
- 4.4 Corporate Members have the opportunity to review and comment on ICSH guidance documents.

**5. Affiliate Members:**

- 5.1 Affiliate Membership is open to all national and regional committees or test boards and to international, regional or national haematological and clinical pathology societies. National committees should be registered in their countries, in accordance with local law, or be a constituent part of a registered organization. There will be no limitation of number of such Affiliate Members.
- 5.2 Each Affiliate Member is invited to send a representative to the General Assembly. The number of representatives of each Affiliate Member will be determined by the Chair.
- 5.3 Affiliate Members have the opportunity to review and comment on ICSH guidance documents.
- 5.4 Affiliate Membership requires payment of an unrestricted annual financial grant to support the activities of the ICSH.
- 5.5 Affiliate Members are to communicate and promote ICSH documents to their members, via online and other published means, to ensure that the decisions are put into operation in their countries. International, regional or national standardizing committees or test boards are to remain in contact with the Board and support the work of ICSH. Links to ICSH publications should be provided wherever possible.
- 5.6 Any international, regional or national body that is not an Affiliate Member but wishing to attend the General Assembly will make application to the Board, who will have the right to reject or to recommend for election.

**6. Other Sources of Income:**

- 6.1 ICSH is open to the receipt of educational grants and support from other groups (if deemed acceptable by the Board)

- 6.2 ICSH can receive payments for ICSH generated materials
- 6.3 ICSH can receive royalty payments and for ICSH generated intellectual property

**7. ICSH Guidance and Standardization Documents:**

The aim of the ICSH is to prepare standards and guidelines in areas of laboratory haematology practice. These are undertaken by Working Groups led by a Chair.

- 7.1 New proposals for standardization projects must be submitted via the ICSH website for consideration for initial consideration by the Scientific Secretary.
- 7.2 The Scientific Secretary will make recommendations to the Board on project proposals and membership of the Working Group.
- 7.3 The Working Group chair will be appointed by the Board.
- 7.4 The Working Group Chair will recommend to the Board a team of scientific experts, with broad international representation (as appropriate), with appropriate and relevant expertise in the designated field of study.
- 7.5 Each Working Group must include at least one member of the Board.
- 7.6 All Working Group members will be required to disclose conflicts of interests and confirm they can work to designated time schedules and, together with the Chair, that they perform ethically.
- 7.7 Any financial support required for an approved project must be detailed for evaluation and approval by the Treasurer and the Board at the time of application. The ICSH will not pay wages for manpower, fees or other honoraria to Working Group members. Reimbursement for travel and accommodation expenses, if required, shall comply with the ICSH reimbursement rules and be limited to funding for one Chair only from each Working Group, and to the cost of a return economy class airfare, by the most direct route, to attend the General Assembly and Haemostasis meetings.
- 7.8 New proposals that have been approved by the Board will be discussed at the General Assembly.
- 7.9 The Chair of the Working Group will be responsible for all reports to the Board and should maintain regular contact with the Board to provide status reports on Working Group activities. The Chair (or approved delegate) for each Working Group will present a report to the Board at the General Assembly allowing for discussion. The Board will authorize all Working Groups on an annual basis to ensure that progress is made and that each Working Group is held accountable to the ICSH for timely delivery and report of its findings.
- 7.10 Regular updates should be provided to the Scientific Secretary and/or Vice Chair Haemostasis and the project progress should be presented at the ICSH General Assembly
- 7.11 A Final Draft should be completed within 2 years, although projects may be extended at the discretion of the Board. The final draft should be sent to the Executive Officer, who will circulate the document to all Board members, as well as relevant Corporate and Affiliate Members, with 2 weeks to reply. It is at the discretion of the Working Group Chair and the Board, whether the document is amended in response to comments received.

- 7.12 The final, edited and corrected document will be circulated to the Board with a request to respond within 2 weeks. The Working Group Chair may then prepare the document for submission to an appropriate journal for publication.
- 7.13 A Disclaimer should be included stating that “While the advice and information in this guidance document are believed to be true and accurate at the time of going to press, neither the ICSH nor the authors accept any legal responsibility for the content.”
- 7.14 When these are approved, they will be circulated by the ICSH to members of the General Assembly, to international, regional or national standards organisations, and as widely as possible to international, regional or national haematology and allied societies and individual haematologists. The Board will take responsibility for the production and distribution of any standard materials for international reference, if required.
- 7.15 All documents issued or published by, or on behalf of the ICSH will be ‘free to read’.

## **8. General Assembly:**

- 8.1 The General Assembly is composed of the Board, and representatives of Corporate Members and Affiliate Members and Working Group Chairs
- 8.2 Other individuals with specific expertise in the field of laboratory haematology may, from time to time, be invited by the Chair to the General Assembly (“invited experts”) as deemed necessary for the operations of the ICSH.
- 8.3 The General Assembly shall meet annually, and whenever possible, to coincide with haematology conferences of international scope. The format of the meeting will consist of the activity report of the Board, proposed projects, discussion and decisions regarding the work performed by Working Groups and presentations on projects completed in the preceding year.
- 8.4 If deemed necessary by the Chair, a decision will be made through open voting by simple majority. If the decision is split, the Chair shall have the deciding vote. Each Corporate Member, Affiliate Member, and Working Group Chair shall have one vote. Voting can take place at the General Assembly or by electronic means at the request of the Board.
- 8.5 The Minutes of the General Assembly shall be circulated by the Board by electronic means to all members of the General Assembly as soon as possible after the meeting. Amendments to the Minutes of the General Assembly may be requested within two weeks of the distribution of the Minutes, before they are finalised.
- 8.6 In addition to the Board, Corporate Members, Affiliate Members, Working Group Chairs and any invited experts may be invited to attend specific sessions of the General Assembly at the discretion of the Chair.

## **9. Haemostasis Meeting:**

- 9.1 The Haemostasis Sub-group is a special interest group of ICSH with Terms of Reference, as approved by the Board. There will be an annual ICSH

Haemostasis Meeting chaired by the Vice-Chair Haemostasis. The Haemostasis Meeting shall be held on the occasion of a suitable international haemostasis meeting.

- 9.2 Members of the Board, Corporate Members, Affiliate members, Working Group chairs (as appropriate to haemostasis) and invited experts or observers with an interest in haemostasis may be invited to attend at the discretion of the Vice Chair.
- 9.3 Haemostasis proposals and project updates will be presented.
- 9.4 Recommendations from the ICSH Haemostasis meeting for new projects will be presented to the Board for approval.
- 9.5 New proposals that have been approved by the Board will be presented to and discussed at the General Assembly.

**10. Other Meetings:**

- 10.1 ICSH Special Interest Groups may be formed as required (e.g. flow cytometry; haemoglobinopathies). Participants of Special Interest Group would meet at the ICSH General Assembly or another relevant haematology conference or online.
- 10.2 ICSH educational meetings may be convened from time to time.
- 10.3 The ICSH may contribute to other haematology meetings, in accordance with signed Memorandum of Understanding (e.g. International Society for Laboratory Hematology), or by invitation.
- 10.4 The ICSH shall attend meetings of the Joint Committee for Traceability in Laboratory Medicine in its role as an Executive Member.

**11. Scholarships and Awards:**

- 11.1 The ICSH will provide opportunities for scientists and haematologists (including in-training) to further the Purpose of ICSH through awards and / or scholarships.
- 11.2 The awards will be advertised and promoted through the ICSH membership (Board, Corporate Members, Affiliate Members) and via the ICSH website.
- 11.3 An ICSH Selection Committee of the Board will review all applications and make recommendations of award winners to the Board.
- 11.4 The ICSH Board will determine the winners of the awards.
- 11.5 Award and scholarship holders will be required to present reports to the ICSH and acknowledge the ICSH in any publications and presentation.
- 11.6 Scholarship holders will have an opportunity to present at the General Assembly. Appropriate reimbursement will be provided.

**12. Dissolution:**

- 12.1 Should the ICSH be dissolved, all assets will be distributed to an agreed designated, charitable, international haematology organisation.