



2015

MEDICAL SCIENCE
LIAISON ASSOCIATION
(www.msla.org.uk)

MSLA Constitution

1. Name

The Association will be known as the Medical Scientific Liaison Association (MSLA).

2. Aims

The aims of the MSLA are to provide a common platform in the UK and Ireland to drive value, credibility and sustainability of the Medical and Scientific Liaison (MSL) role. The MSLA mission is to:

- Create a cross company common forum to share and drive best practice
- To define and leverage standards of practice to ensure credibility
- To demonstrate and grow the value of the “MSL” role within the pharmaceutical industry and with external stakeholders whilst respecting commercial confidentiality company propriety information.

It is intended, but not limited to, support and help to enhance field based medical and scientific pharmaceutical-industry professionals by:

- Advocating the highest professional standards of conduct within the Association of British Pharmaceutical Industry code of practice (hereinafter known as the ABPI code)
- Promoting the MSL role within the pharmaceutical industry and to other organisations
- Providing a platform for the exchange of knowledge, skills and experience within the field based MSL role
- Creating a forum for the advancement of all aspects of the MSL professional role
- Endorsing the provision of high quality training alongside continued professional development
- Creating and fostering relations with appropriate external bodies

3. Membership

3.1 Individual Membership will be open to bonafide residents of the UK and Ireland only who are currently working within the medical department of a pharmaceutical, biomedical or medical devices company; exception to this will be for anyone working in an allied capacity e.g. Pharma compliance company, MSL skills company and recruitment agency. This will be at the discretion of the Committee (see Section 5.1), who will have full power and authority to refuse any application for Membership, without being obliged to offer public reasoning. The Committee will also have the power to withdraw Membership from any Member whose conduct conflicts with the aims of the MSLA (see also Section 4). Applications for Membership should be submitted to the Committee via the MSLA Secretary. It should be noted that only those members working within the medical department of a pharmaceutical, biomedical or medical devices company may hold elected office. Members are able to: vote on MSLA affairs; be eligible to become Members of the elected Committee (if working within the medical department of a pharmaceutical, biomedical or medical devices company) and any other working parties, except where there is a conflict of interest or competing interest between their role on the Committee or working party, the MSLA's activities and their routine business activities. An individual will be considered a Member of the MSLA once Membership fees have been cleared. Entitlement to the use of any MSLA qualification (post-nominal) is limited to the duration of Membership with the exception of any such post-nominal gained by examination or certification offered by the MSLA. Members can take part in all MSLA activities, events, and functions.

3.2 The Membership year will run from the date of joining for a further 12 months

3.4 The annual individual Membership fee will be £40, payable upon application for Membership. The Membership fee may be changed through routine AGM & EGM resolution; the MSLA will notify the Members appropriately.

3.7 The MSLA reserves the right to levy annual subscriptions from Members (see Section 10.2) as well as to charge a discounted admission fee for Members attending it's events. Non-members wishing to attend may not avail themselves of any such discount.

3.8 The MSLA will maintain an up-to-date list of the names, qualifications, job-status, contact details and business addresses of Members. The Membership list will not be released externally. The MSLA will not

use the Membership list for any commercial purpose other than for legitimate MSLA activities as agreed by the committee. In submitting an application for Membership it is understood that such personal information of the prospective Member will be held in a private and electronic database and such an application accords release and permission to the MSLA for the same within the Data Protection Act 1998. In submitting an application for Membership, the prospective Member understands that from time to time contact with the Member about MSLA activities is necessary and gives permission for the same.

4. CONDUCT OF MEMBERS

4.1 Regardless of whether or not the Member's company is a member of the ABPI, the conduct of all Members must be compatible with the aims of the MSLA and uphold the ABPI code of conduct.

4.2 Members will notify the Secretary of any changes in their status and contact details.

4.3 No individual Member will represent the views of the MSLA without the express written permission of the Committee.

4.4 Members wishing to resign will do so in writing to the Secretary.

4.5 The MSLA should not be viewed as an "arbitration house" and thus individual Members or Member-collectives may not ask for involvement in any contentious, conflict or legal issues between Members, Member-collectives, individuals and or their employers.

4.6 All issues or concerns about the MSLA or it's Members should be raised with the Secretary.

4.7 Any Member (individual, corporate or fellow) found to be in breach of the ABPI-code, in spirit or fact, shall have their Membership of the MSLA automatically rescinded with an option for appeal to the Committee who will pass a final and binding judgment. In the event of the appeal not being upheld, the offending Member will have their Membership terminated forthwith and not be eligible for Membership until a further 12 months has lapsed – commencing from the date of origin of issue.

Removal of Committee Members:

A member of the executive committee, including the Chair, may be expelled from the MSLA if they are found to be in breach of the spirit and purpose of the MSLA or its constitution.

A member of the executive committee, including the Chair, may be required to step down from the committee if there is considered to be a conflict of interest with their circumstances. This includes, but is not limited to, being employed in a non-MSL role.

Conflict of interest

The identification, confirmation of the presence of a conflict of interest and the responsibility for its resolution rests with the MSLA committee in consultation with the conflicted individual or group.

Procedure for the expulsion of Executive Committee members will be as follows:

The Executive shall give at least 14 days written notice to the Executive Member concerned that a resolution of suspension will be moved at a specified meeting of the Executive.

The Executive Member concerned shall be entitled to be present and speak at that meeting but may not vote. After hearing any comments made by the Executive Member the Executive may resolve to suspend the Executive Member and notify him or her of the decision as soon as possible after the meeting. If satisfied that the suspended Executive Member has or is likely to damage the MSLA's interests the Executive may expel that Executive Member by a vote passed by a quorum of the active Executive Members.

5. MSLA Committee Offices

5.1 The affairs of the MSLA will be conducted by a Committee consisting of three Executive Officers and up to four other Members. Members are only be eligible to join the Committee if they are actively working in an MSL / MSL-management function or any other closely allied medical function within a medical department of a pharmaceutical, biomedical or medical devices company. The Executive Officers will be: a Chairperson, Secretary and Treasurer. Four Members of the Committee, including an Executive Officer, will constitute a quorum. Each Member of the Committee will be elected to serve for one year, after which they will stand down, and will be eligible for re-election. Committee Members will be elected by a direct, secret or postal ballot of Members of the MSLA held during the course of an Annual General Meeting (AGM) or Extraordinary General Meeting (EGM). New Committee Members will serve a period of one year from the end of the AGM, moving forward. They will be eligible for re-election to the Committee after a period of one year, at the next AGM or EGM.

5.2 The Committee will then elect the three Executive Officers from within its ranks or if this is not possible, from people who have previously served a year on the Committee. In the event of the resignation, Membership cancellation / expulsion from MSLA or retirement of an Executive Officer, the Committee will have the right to appoint a replacement from within its own Committee Membership. The Committee will have the right to fill other vacancies occurring during its year of office by co-option from the Membership, but co-opted Members must stand down at the next AGM, retaining the right to stand for election alongside any other interested parties.

5.3 The Chairperson will be elected from the Committee in office during an AGM or EGM to take up his/her post from the end of the AGM or EGM. Nominees for Chairperson must be proposed and seconded by Members of the Committee. In the event of more than one candidate standing, the Chairperson will be chosen by secret ballot of the Committee. The Chairperson will hold office for one year (renewable). The Chairperson will be required, as are all Committee Members to stand for re-election to the Committee after one year on the Committee according to section 5.1. In the event of a Chairperson not being re-elected to the Committee by the Membership, a replacement Chairperson will be chosen from within the ranks of the Committee by the above procedure. A similar procedure will be adopted to nominate an immediate replacement in the event of a Chairperson needing to stand down, resign, has a Membership cancellation or expulsion from MSLA or natural retirement from his/her post during a term of office. The Treasurer may hold a consecutive two-yearly position covering complete tax years in order to satisfy accounting and auditing practice. The Treasurer or replacement is permitted to be re-elected / elected at an AGM or EGM by majority vote.

5.4 Sub-Committees / work-streams The Committee will appoint, as necessary, sub-committees / work-stream, working parties or individuals to be responsible to it for special tasks. The main Committee will define the composition, the objectives and the terms of reference of any sub-committee / work-stream, working party of individual appointed. The sub-committee / work-stream, working party or individual will be obliged to submit a report of its progress and accounts of its finances, as appropriate, to the main Committee at regular intervals or when specifically asked. The sub-committee / work-stream, working party or individual so appointed may not act on behalf of the MSLA except with the prior minuted consent of the main Committee. From time to time it may become necessary to avail the services of an individual who is not a Member of the MSLA. Such an individual may be invited to join the sub-committee or working party in an advisory and temporary capacity. Selection of such individuals must follow a 'tendering' or 'quotes' process to ensure cost effectiveness and value for money. The appointment of an adviser to a sub-committee / work-streams or working party requires the approval of the main Committee and may only be ratified by a majority vote of the Committee. Advisers to sub-committees / work-streams or working parties cannot vote on any MSLA activity.

5.5 Auditors Two auditors (neither of whom will be a Member of the Committee, but at least one of whom should be an experienced and long-standing Member of MSLA) will be elected annually, by simple majority of votes cast, at the AGM or EGM if necessary.

6. Elections

6.1 The Chairman and Secretary will give notice of vacancies for the Committee not less than 60 days before an AGM or EGM. Election of the Committee will be by secret or postal ballot and the Chairperson and Secretary will give notice of the auditor-agreed methods of counting to be used. MSLA Members will be given a ballot paper together with the manifestos of all candidates not less than 30 days before the AGM or EGM. Members will return their ballot papers to the Secretary before or at an AGM or EGM by a date to be specified. Counting of votes will take place before or during the AGM or EGM and tellers will consist of two Members of the Committee not standing for re-election. In the event of a tie for the last place on the Committee the previous Member of the Committee, not standing for re-election, will have the casting vote. The result of the ballot will be declared by the Secretary at the AGM or EGM.

6.2 The results of this ballot, or any other ballot conducted by the MSLA may be subject to scrutiny by either internal or external auditors.

7. Meetings

7.1 The AGM will be held during the Annual Conference and will include an annual report from the Committee via the Chairperson and Secretary; presentation of the financial accounts by the Treasurer, and announcement of the result of any elections to the Committee and the appointment of auditors. Members will be notified by the Chairperson or Secretary beforehand of the date and place of the meeting. Any notice of motion whatsoever must be submitted to the Secretary, in writing, for an AGM or EGM. The Secretary will notify Members of the agenda. Issues deemed important may be raised at an AGM or EGM without notice.

7.2 An EGM Meeting may be called either:-

- By a Member of the Committee or an Executive Officer
- By a written petition signed by at least 20% of the MSLA current Membership; the petition will be delivered to the Chairperson and Secretary who will then be obliged to call an EGM within 40 days.

7.3 In either case Members will be notified of the date, place and agenda at least 5 days before the EGM.

7.4 For voting on all matters except Constitutional amendments, all proposals will be carried by a simple majority of votes cast. In the event of lack of consensus, a nominal-revote must ensue.

7.5 If, in the opinion of the Committee any matter is regarded as a “major” issue, that issue may be decided by either a secret or postal ballot of all Members, with proposals carried by a simple majority of ballot papers received except in the case of Constitutional amendments.

7.6 “Simple” issues will be agreed as such by the Committee and decided, by either a secret or postal ballot of all Committee Members. In the event of lack of consensus, a nominal-revote must ensue.

7.7 The Committee will communicate / meet at sufficiently regular intervals to carry out the necessary MSLA functional work and not less than three times in any given AGM-year.

8. Meeting Minutes

8.1 The Secretary will keep records of all meetings and produce minutes for confirmation. The Minutes of all such meetings will be subject to confirmation by the Committee.

8.2 Sub-committees, working parties or individuals appointed by the main Committee for special tasks must also produce records of their activities for submission to the main Committee.

8.3 Minutes will be available for inspection by any Member, upon written request to the Secretary, stating that they remain the property of the MSLA and are not for public distribution. Any such distribution may be grounds for termination of membership.

9. Alteration of Constitutional Rules

9.1 Periods of notice for motions to change the rules, are as defined in the section on meetings. No alteration or amendment of these rules will take place except by ballot of Members at an AGM or EGM. Alternatively, at the discretion of the Committee or at the request of 20% of Members by signed petition, the Chairperson and Secretary will order a secret or postal ballot on a proposal to change the rules, with results announced at the AGM or at an EGM.

9.2 To be adopted, any proposed constitutional changes must be supported by at least 61% of all votes cast.

10. Finance

10.1 The financial year will run from 1st April to 31st March or inline with the UK fiscal year should that change.

10.2 The subscription year will be the 12 months from the date the Member joined the MSLA and all subsequent anniversaries.

10.3 Subscription rates for the coming year will be decided by vote at the AGM on the advice of the Treasurer. The subscription monies collected are intended to cover any and all expenses as directed by the Committee in the function of the MSLA and its activities. It should be noted that the MSLA is a not for profit organisation.

10.4 The Treasurer will keep a record of all income and expenditure and a statement of account will be presented to the Committee and then for subsequent approval by the Membership at an AGM or EGM or when requested by the Committee, as appropriate.

10.5 The Treasurer may draw funds upon the MSLA for amounts not exceeding £3000 at any one time. For amounts exceeding this sum, a written agreement must bear the signature of the Chairperson and Secretary.

10.6 Committee Members, or persons appointed on behalf of the Committee, are generally expected to meet all their own attendance expenses in the course of the MSLA's work.

10.7 At such time as growth of the MSLA warrants, paid staff may be employed at the expense of the MSLA.

11. Indemnity

Members of the Committee will not be liable (otherwise than as Members) for any loss incurred by the MSLA as a result of the discharge of their respective duties on its behalf, except such loss as arises from their respective wilful default.

12. Winding Up

12.1 Any proposal to fully wind up the MSLA must be supported by at least 61% of those present and voting at the AGM or EGM. The Committee will then hold a secret or postal ballot, which must be completed at a further AGM or EGM not less than 30 days later. The secret or postal ballot must ratify the earlier vote, to wind up the MSLA, by a 61% majority of all votes cast.

12.2 If the MSLA were to wind up, a final audit must take place. If the financial position of the MSLA when wound up would be one of net debt, the Committee will be empowered to levy a supplementary subscription from the Members, only, for the purpose of recouping such debt.

12.3 After payment of any and all of the MSLA's debts and liabilities, and a cooling off period of 3 months to ensure no remaining liabilities, remaining funds after winding up will be given to a UK based charity, selected by the Committee Members.

