

# **CONSTITUTION AND BY-LAWS OF THE INTERNATIONAL SOCIETY ON TOXINOLOGY**

## **ARTICLE I**

### ***NAME***

The name of this organization shall be the INTERNATIONAL SOCIETY ON TOXINOLOGY.

## **ARTICLE II**

### ***OBJECT***

The object of the Society is to advance knowledge on the properties and clinical aspects of poisons, toxins and antitoxins derived from animals, plants and microorganisms, and antivenoms and other treatments for toxin-induced illness, and to bring together those scholars and clinicians interested in these substances and their effects through a common Society and to support training and credentialing of medical doctors in the specialty of clinical toxicology.

## **ARTICLE III**

### ***NOT FOR PROFIT CLAUSE***

The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

## **ARTICLE IV**

### ***MEMBERS***

- Section 1.* The Society shall consist of Members, Associate Members, Student Members, Honorary Members and Corporate Members.
- Section 2.* Persons who have conducted and published original investigations in toxicology shall be eligible for Membership in the Society. On payment of annual Society dues they will be Financial Members for that year and entitled to vote at Society meetings.
- Section 3.* Persons who do not qualify for Membership but are working or interested in the field of toxicology shall be eligible for Associate Membership. On payment of annual Society dues they will be entitled to vote at Society meetings.
- Section 4.* Persons who are registered students studying an aspect of toxicology shall be eligible for Student Membership. Student members do not pay annual dues and are not entitled to vote at Society meetings.
- Section 5.* Persons who have, in the view of Council or the Society, made a special or unique contribution to toxicology, shall be eligible for Honorary membership in the Society. Honorary Members shall be exempt from paying annual dues to the Society, but shall have the same rights to vote as Financial Members.
- Section 6.* Organizations contributing to toxicology and the Society, which provide a regular Financial contribution to the Society, determined by Council, shall be eligible for Corporate Membership. Corporate Members shall be required to pay annual dues in an amount to be determined, year to year, by Council, but shall not have voting rights in the Society.
- Section 7.* Council shall have the right to establish subclasses of Membership as required to further the Objects of the Society. All such subclasses of Membership may attract annual dues as determined by Council which shall be additional to any dues required for the main classes of Membership (Article IV, Sections 2-4) and shall only be open

to Members of the Society who meet criteria approved by Council for the subclass of Membership.

*Section 8.*

A. Applications for Membership on behalf of the applicant shall be made by a Member of the Society on forms provided by the Secretary. The Member proposing a candidate must upon request submit to Council a letter in support of the candidate.

B. Applications for Associate Membership shall be submitted by the applicant on forms provided by the Secretary. Nomination by a Member of the Society is not required.

C. Applications for Student Membership shall be submitted by the applicant on forms provided by the Secretary. Nomination by a Member of the Society is not required, but proof of student status is required. Student membership status is only permissible while the person is a bona fide student.

D. A person shall be considered by Council for Honorary Membership if requested in writing by at least ten Financial Members. Honorary Membership shall be recommended by the Council of the Society, by a two thirds majority at secret ballot of the Council, conducted by the Secretary/Treasurer and shall become conferred following a simple majority vote of Financial Members at a general or special meeting of the Society.

Should a vote of Financial Members of the Society at a general or special meeting fail to attain a simple majority, then the person proposed for Honorary Membership shall not be eligible for reconsideration for such membership for a period of two years after the first failed vote and four years after a second or subsequent failed vote.

E. Applications for Corporate Membership shall be made to Council. An organization shall be considered by Council for Corporate Membership, by a two thirds majority at secret ballot of the Council, conducted by the Secretary/Treasurer and shall become conferred following a simple majority vote of Financial Members at a general or special meeting of the Society. Corporate Membership, once conferred, shall be reconsidered by Council every four years and reconfirmed following a simple majority vote of Financial Members at a general or special meeting of the Society.

Should a vote of Financial Members of the Society at a general or special meeting fail to attain a simple majority, then the organization proposed for Corporate Membership shall not be eligible for reconsideration for such membership for a period of two years after the first failed vote and four years after a second or subsequent failed vote.

*Section 9.*

The Secretary will, on request of a Council Member, circulate details of all applications for Membership, Associate Membership and Student Membership to all Council Members. After consideration Council Members may effect election and the Secretary will then inform the Member of such election. The Secretary may be delegated by Council to determine, on Council's behalf, if an application can be approved and effect election. A list of all members, including associate and student members, will be made available to all Members of the Society, not less than once a year. Applications for Corporate Membership and proposals for Honorary Membership shall be distributed to all Council Members, in accordance with Sections 5 and 6 (above).

*Section 10* Failure of a Member or Associate Member to pay the annual assessment (dues) for two successive years constitutes forfeiture of membership. The Member may be reinstated either at the discretion of the Secretary, or by majority vote of the Council, upon payment of the full amount of the assessment due.

*Section 11.* **Dues.** Each Member and Associate Member shall pay annual dues as be prescribed by the Council, and as approved by the membership at a general meeting or special meeting.

## **ARTICLE V ANNUAL MEETING**

There shall be a regular, formal “annual” meeting of the Society (referred to in this constitution as a “general meeting”) which, whenever possible, shall include a meeting of the Council (as determined in By-Laws Article II). The meeting shall be scheduled to occur once each year, except where Council decides that for practical reasons given the international membership of the Society, a meeting must be delayed beyond one year, such a delayed meeting must be held within two years of the previous meeting. The meeting will be held at a time and place prescribed in the ByLaws, or by notice communicated by electronic or other distribution means to each Member at least 90 days before the date of the meeting; the notice shall state the time, place, and agenda for the meeting. The Council has the right to postpone or cancel the annual meeting for one year if deemed necessary.

## **ARTICLE VI COUNCIL**

*Section 1.* The Council shall consist of the elected Executive Officers (President, Secretary/Treasurer, President Elect), the Immediate Past President, the current presidents and secretaries of the Regional Sections, the Editor-in-chief of Toxicon, the Chairperson or their proxy of any Board or other membership subclass governing body established by Council, and Financial Members elected from the membership. The individuals elected by the membership shall include two Members from each Region of the Society. The President shall act as Chairman of the Council or in the absence of the President, the following, in order of preference, shall act as Chairman; President Elect, Secretary/Treasurer, Immediate Past President.

*Section 2.* The purpose of the Council shall be to act as an administrative and governing body to further the activities and interests of the Society, on behalf of members. The Council is authorized to accept any donations of cash or property, voluntarily made to further the purpose of the Society.

*Section 3.* The Council shall meet at least once each year at a time and place designated by the President and shall recommend the dues of the membership. The meeting may be at a physical place, or virtual place such as through a teleconference or similar electronic meeting system. Greater than one half of the Members of the Council, but including at least one Executive Officer(President, Secretary/Treasurer, or President Elect) shall constitute a quorum for all purposes.

*Section 4.* The Members of the Council, excluding the Executive Officers, shall serve for a term of two years, with a maximum of two consecutive terms, and shall not be eligible for re-election for the two years immediately following their term of office. The Council is empowered to appoint Members to fill any vacancy that may occur.

*Section 5.* The Council is empowered to co-opt any Member, including an Associate or Student Member, to serve on Council for a specific purpose, up to a maximum of 3 such co-opted Members, but co-opted Members shall not have voting rights on Council.

## ARTICLE VII

### ***ELECTED EXECUTIVE OFFICERS***

*Section 1.* ***Number.*** The Executive Officers of the Society shall be President, President Elect, and Secretary/Treasurer.

*Section 2.* ***Election.*** The Executive Officers of the Society shall be elected by a majority vote of the Financial Members in a ballot by electronic or other distribution means, and will serve for a term of 4 years for the President and 4 years for the Secretary/Treasurer. Their term of office will begin immediately after the first World Congress (International Congress) following their election.

The President Elect shall assume the office of the President at the end of the regular term of office or at any time the office of the President becomes vacant. The President may serve for a maximum of two consecutive terms. The Secretary-Treasurer may be re-elected for further terms as agreed by Council.

*Section 3.* ***Vacancies.*** Any vacant office of the Society, other than that of the President, may be filled by a Financial Member elected at the next Society meeting. During the intervals between meetings of the Society, the Council may elect a Financial Member to fill a vacant office, and the Executive Officer so elected shall serve until the next meeting of the Society.

## ARTICLE VIII

### ***BOARD OF CLINICAL TOXINOLOGY***

*Section 1.* Council shall have the right to establish and modify a Board of Clinical Toxinology, for the purpose of furthering the development of expertise in the medical field of clinical toxinology.

*Section 2.* Council shall determine the constitution of and by-laws controlling function of the Board of Clinical Toxinology and shall have the right to modify the constitution and by-laws for the Board.

*Section 3.* Membership of the Board of Clinical Toxinology shall be restricted to registered medical practitioners who meet criteria established by the Board and by Council.

*Section 4.* The functions and activities of the Board of Clinical Toxinology shall be determined by the Board and by Council and supervised by Council in accordance with the constitution and by-laws of the Board as established by Council.

## ARTICLE IX

### ***COMMITTEES***

*Section 1.* ***Credentials Committee.*** Council is empowered to create and dissolve, as it determines, a Credentials Committee to undertake assessment of applications for Membership on behalf of the Secretary and Council. The Committee shall be elected by the Council and shall serve for a term of two years.

*Section 2.* ***Other Committees.*** Other Committees of the Society may be constituted for the promotion of the objectives of the Society, and shall consist of a limited number of Financial Members, with their number, jurisdiction, and tenure determined by Council.

**ARTICLE X**  
**AMENDMENT OF CONSTITUTION**

This Constitution may be amended at any meeting of the Society by the affirmative vote of a majority of the Financial Members present in person or represented by proxy provided that notice of the proposed amendment is given to the membership at least 90 days before the meeting at which the amendment is offered.

**ARTICLE XI**  
**ADOPTION AND AMENDMENT OF BY-LAWS**

By-Laws may be adopted, amended, or rescinded at any meeting of the Society by the affirmative vote of a majority of the Financial Members present or represented by proxy provided that notice of the proposed actions is given to the membership at least 90 days before the meeting where such action is to be considered.

**ARTICLE XII**

THE EFFECTIVE DATE OF THE CONSTITUTION This Constitution will be deemed to be effective from the date of most recent revision. The most recent revision was approved on July 13th, 2012, in accordance with the rules and articles of this Constitution and the Society.

**ARTICLE XIII**  
**DISSOLUTION CLAUSE**

In the event of the Society being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes and which has rules prohibiting the distribution of its assets and income to its members.

**BY-LAWS-ARTICLE I**  
**MEMBERS AND MEETINGS OF MEMBERS**

- Section 1.* **General meeting.** The general meeting shall be held at a time and place approved by the Society during a previous general meeting, regularly at the World Congresses or Regional Congresses, or if a time or place for the meeting has not been prescribed, it will be determined by the Council. The Council shall have power to change the time or place of a meeting when circumstances so require.
- Section 2.* **Special meetings.** Special meetings of the Society may be called at any time by the President at the request of the Council, or on receipt of a written request of not less than one-third of the Financial Members.
- Section 3.* **Notice of meetings.** Notice of the time, place, and purpose or purposes of general and special meetings of the Society shall be given to the Financial Members by electronic or other distribution means at least 90 days before the meeting.
- Section 4.* **Quorum.** At any general or special meeting of the Society, fifteen Financial Members must be present or represented by proxy to constitute a quorum. A meeting may be adjourned by vote of a majority of the Financial Members present.
- Section 5.* **Voting.** At every meeting of the Society each Financial Member shall be entitled to one vote in person or represented by proxy. The proxy shall be duly appointed by instrument in writing subscribed by the Financial Member appointing the same and bearing date not more than 11 months prior to the meeting.

*Section 6.* ***Business of the general meeting.*** The business of the general meeting of the Society shall be:

(a) to elect Executive Officers and members of the Council as prescribed by the Constitution;

(b) to determine the time and place for the next general meeting;

(c) to fix the annual dues;

(d) to consider the annual Financial statement and balance sheet presented by the Council and to arrange for any action therewith as seems appropriate;

(e) to consider reports of the Council and Committees, and motions relating to the adoption of such reports, either in whole or in part, and to arrange for such action to be taken thereon, if appropriate and

(f) to consider any resolutions that can properly be considered to affect the purpose of the Society and its membership.

*Section 7.* ***Scientific Congresses of the Society.*** The Society exists for the principal purpose of furthering the science of toxinology and to that end shall promote interchange of ideas and research in toxinology through scientific meetings of the Society which shall be designated as Society Congresses.

The Executive Officers and Council shall work with the officers and members of Society Regional Sections to ensure regular Society Congresses are scheduled. By-Law XI governing Regional Sections of the Society shall guide the Executive Officers and Council in determining a schedule for Society Congresses.

The Society, through the Executive Officers and Council, shall have final say on the place, timing, budget, scientific and social programs for all Society Congresses.

All members of the Society, from all categories, shall be entitled to attend Society Congresses, providing they pay any Congress fees that may be set for a Congress, except where such fees are waived, such as for invited speakers in some cases. Any person involved in toxinology, even though not a member of the Society, may be permitted to attend, at the discretion of the Congress organizers and Council, provisional on payment of any fees that may be set, but as a general principle the regular fees for attending a Society Congress shall be higher for a non-member or a Member who is non-Financial, than for a Financial Member or Financial Associate Member or a Student Member.

## **BY-LAWS-ARTICLE II**

### ***COUNCIL***

*Section 1.* ***Meetings.*** The Council shall meet at each general meeting for the purpose of transaction of business, and if a majority of the Council be present, no prior notice of

such meeting need be given. Special meetings of the Council may be held at the call of the President, or upon the written request of four members of the Council, and shall be called by the Secretary/Treasurer. Meetings of Council, held either in person or through electronic communication, may be called by the Secretary/Treasurer to discuss and, where appropriate, decide on action in response to matters concerning the Society as may arise from time to time and no notice is required if the meeting shall be held by electronic communication except that Councilors shall have at least 48 hours to respond as part of the electronic communication process.

*Section 2.* **Notice of meetings.** Notice of all meetings of the Council shall be given by electronic or other distribution means at least 15 days before the meeting, except where the Secretary/Treasurer calls an electronic communication meeting as noted in Section 1 (above), or in regard to general meetings of the Society where a meeting of Council is a requirement as noted in Section 1 (above).

*Section 3.* **Chairman.** At all in-person meetings of the Council the President, or in his absence the President-Elect, shall preside.

*Section 4.* **Quorum.** At all meetings of the Council the act of a majority of those members present shall be the act of the Council. In the absence of a quorum of the Council at a regular meeting of the Society and when it becomes apparent that decisions vital to the Society are necessary, the Financial Members on the Editorial Board of *Toxicon*, in coordination with the Council Members, shall make the necessary decisions.

### **BY-LAWS-ARTICLE III ANNUAL AND Financial REPORTS**

The Council shall submit annually to the Society for adoption and approval a report on the general state and proceedings of the Society for the past year, a balance sheet and Financial statement for the past year.

### **BY-LAWS-ARTICLE IV CUSTODY OF PAPERS, ADDRESSES AND REPORTS**

All papers, addresses and reports read before the Society, or accepted by the Society, shall be lodged with the President and become the property of the Society. Publications of these reports in the official Journal of the Society, or in any other way, may be recommended by the Council or appropriate Committee.

### **BY-LAWS-ARTICLE V EXECUTIVE OFFICERS OF THE SOCIETY**

*Section 1.* **Duties.** The Executive Officers of the Society shall perform the duties usually performed by such officers, together with such duties as shall be prescribed by the Constitution and ByLaws or by the Society or Council.

*Section 2.* **The President.** The President shall preside at all meetings of the Society and meetings of the Council. The President shall be an *ex officio* member of all committees, except the Nomination Committee. The President shall have general charge and supervision of the business and affairs of the Society.

*Section 3.* **The President-Elect.** At the request of the President, or in the event of his absence or disability, the President-Elect may perform any or all duties of the President.

*Section 4. The Secretary-Treasurer* shall: 1) attend to the giving of all notices of the Society; 2) have custody of all of the Society's funds and securities, subject to such regulations as may be imposed by the Council; 3) make such payments on behalf of the Society, subject to the control of the Council; 4) enter regularly into the records of the Society full and accurate account of all money received and paid, or obligations incurred on behalf of the Society, and shall exhibit such records at all reasonable times to any Financial Member of the Society on written request to the office of the Society; 5) provide a report on the Financial situation of the Society at each general meeting; 6) provide a report to Council on new membership applications; 7) may be required to give bond for the faithful performance of his duties should the Council advise.

#### **BY-LAWS-ARTICLE VI**

##### ***LIABILITY OF COUNCIL MEMBERS AND EXECUTIVE OFFICERS***

Each Council member or Executive Officer, or former Council member or Executive Officer of the Society, shall be indemnified by the Society against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of his/her being or having been a Council member or an Executive Officer of the Society, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his/her duties as such Council member or Executive Officer.

#### **BY-LAWS-ARTICLE VII**

##### ***CONTRACTS***

The Council, except as provided in the By-Laws may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances; and unless so authorized by the Council, no officer, agent or employee shall have power or authority to bind the Society by any contract or engagement or to pledge its credit or render it liable Financially for any purpose or amount.

#### **BY-LAWS-ARTICLE VIII**

##### ***FISCAL YEAR***

The fiscal year of the Society shall begin on the first day of January in each year and shall end on the thirty-first day of the following December.

#### **BY-LAWS-ARTICLE IX**

##### ***PUBLICATIONS***

The official journal of the Society is *Toxicon*. Council shall recommend to the publisher of *Toxicon* (Elsevier) who should be appointed as Editor-in-chief, but the publisher shall have final say on who is appointed. Tenure for this position is not defined and is determined by the publisher. Society Newsletters will be edited by the Secretary/Treasurer of the Society in order to inform the membership on current Society affairs.

Council may determine, by majority vote, to recommend to the membership of the Society that a further publication or publications be designated as official publications of the Society, but such a recommendation shall only come into effect if a majority of Financial Members vote in favor of the recommendation at a properly constituted general or special meeting of the Society.



## **BY-LAWS-ARTICLE X**

### ***REDI AWARD***

In recognition of distinguished work in the field of toxinology the Society confers the Redi Award at successive international meetings as determined by Council. The Redi Award consists of a framed award describing the merits of the awardee and a Financial contribution to help cover expenses associated with attendance at the meeting.

The recipient is selected by the Redi Award Committee (R.A.C.) which consists of the Editor of Toxicon (chairman), past and present Executive Officers of the Society and former Redi awardees. It is the duty of the chairman to request that members of the Committee propose nominations one year in advance of the next presentation. A list of all persons previously nominated and those being currently proposed is then sent to all members of the R.A.C., who then select three names, noting their first, second and third choices.

The chairman will award 3 points for 1st place votes, 2 points for 2nd place and 1 point for third place. The awardee is chosen on the basis of the largest number of points, but must receive 25% of the total points counted.

If no candidate reaches this level there shall be a second ballot between the three highest candidates. (Or: If 2 or more candidates receive approximately (within three votes) the same number of votes, a second ballot will be circulated. In the event two or more candidates receive the same number of votes in the final ballot, or a difference of less than three, the award will be shared equally.)

## **BY-LAWS-ARTICLE XI**

### ***REGIONAL SECTIONS***

To promote the aims of the Society and to encourage local participation in the discipline of toxinology Regional Sections may be established. These must be approved by the Council. At Regional meetings a Regional President, a Regional Secretary (and if necessary up to three additional members as officers) may be selected. They will serve a fixed term, but can be re-elected. Council shall determine the length of the fixed term and shall modify this fixed term, as necessary, to fit with meeting schedule rosters, but the fixed term shall not be less than 2 years and not more than 4 years.

Council will determine the meeting schedule roster between Regions, such that each Region is regularly responsible for organizing both Regional and World Congresses of the Society, according to the roster.

A Regional Section of the Society encountering difficulty in organizing their rostered meeting may apply to Council to have their roster position deferred and Council can determine to allow such deferment, providing another Regional Section can appropriately agree to swap roster positions with the Region seeking deferment.

At the time of adoption of this Constitution the Society has three Regional Sections; European, Pan-American and Asia-Pacific Sections. The roster for meetings of the Society is based on the number of Regional Sections, and their ability to regularly host full Sectional and World Congresses. Council shall determine the roster and shall amend the roster, as necessary, depending on prevailing circumstances, including the addition of new Sections and the dissolution of current Sections.

The Officers of a Regional Section will be responsible for organizing scientific meetings (Congresses) of the Society in those years in which they are rostered to do so, by direction of Council.

Regional Sections may not collect fees or other monies for the Section. All Financial affairs will be the responsibilities of the Secretary/Treasurer of the Society. Exceptions due to special circumstances should be discussed with and agreed by the Council.

The Society does not indemnify any officer of a Regional Section, or Executive Officer of the Society, or any Member of the Society, who incurs any debt or obligation in the course of organizing a meeting of and on behalf of the Society, except where such indemnity is agreed by Council under By-Law VII, but requires that the Executive Officers and Council of the Society be involved in the planing, budgeting and scientific and social programs for the meeting. Notwithstanding the lack of indemnity, the Society, as determined by the Executive Officers and Council may, at their discretion, agree to provide Society funds in support of the meeting, with such conditions and guarantees as may be determined in each such case. The use to which such funds may be put shall be at the sole discretion of the Executive Officers and Council.

Members of IST are automatically members of a Regional Section in their specific region, provided their Financial obligations to the Society are current.