

**ARTICLES OF INCORPORATION
OF
THE INTERNATIONAL SOCIETY ON TOXINOLOGY**

The undersigned Incorporator hereby establishes a nonstock, nonmember corporation subject to the requirements of the laws of the Commonwealth of Virginia, pursuant to the provision of Chapter 10, of Title 13.1 of the Code of Virginia, 1950, as amended (the "Virginia Nonstock Corporation Act"), and to that end, hereby adopts Articles of Incorporation as follows:

**ARTICLE I
NAME**

The name of this corporation shall be the INTERNATIONAL SOCIETY ON TOXINOLOGY (the "Corporation" or "Society").

**ARTICLE II
OBJECT, PURPOSES AND POWERS**

The Corporation is organized and shall be operated exclusively for scientific, educational, testing for public safety or charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation shall have all powers and authorities now or hereafter conferred upon nonstock, not-for-profit corporations organized under the laws of the Commonwealth of Virginia; provided, however, that (a) no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its officers, directors, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes for which it is organized, (b) no substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as provided in Section 501(h) of the Internal Revenue Code of 1986, as amended, (the Code)), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office, and (c) the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

More specifically, the object of the Corporation is to promote and advance the study and knowledge of toxinology in all its aspects, encompassing poisons, venoms and toxins from animals, plants and micro-organisms, and their derivatives and treatments; to promote the highest principles of practice and ethics in persons engaged in the science of toxinology and

related disciplines; to develop the expertise of medical doctors in the specialty of clinical toxicology; and to bring together those scholars and clinicians interested in these substances and their effects through a common Society.

ARTICLE III DISSOLUTION

Upon the dissolution of the Corporation, the assets of the Corporation shall be applied and distributed in accordance with the requirements of Section 13.1-907 of the Virginia Nonstock Corporation Act, as follows: (a) all liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor; (b) assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements; (c) assets received and held by the Corporation subject to limitations permitting their use only for charitable, eleemosynary, benevolent, educational or similar purposes, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies or organizations engaged in activities substantially similar to those of the Corporation and organized and operated exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, pursuant to a plan of distribution adopted as provided in the Virginia Nonstock Corporation Act or as a court may direct; and (d) distribute all of its remaining assets to such other corporations determined by the Board of the Corporation to be pursuing a similar mission and which are organized and operated exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by the Circuit Court for the City of Charlottesville, Virginia or, if the principal office of the Corporation is not located within such locality at the time of dissolution of the Corporation, then by a court of competent jurisdiction of the city or county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV REGISTERED AGENT AND OFFICE

The initial registered office of the Corporation shall be located in the City of Charlottesville, Virginia, and the address of the initial registered office shall be 530 East Main Street, Charlottesville, VA 22902. The name of the initial registered agent, whose business address is identical with such registered office, shall be Mark J. Nelson, who is a resident of the Commonwealth of Virginia and a Member of the Virginia State Bar.

ARTICLE V MEMBERS

Section 1. The Society shall consist of Full Members, Student Members, Honorary Members, Affiliate Organisation Members and Corporate Members.

Section 2. Persons who have conducted and published original investigations in toxinology or who are working or interested in the field of toxinology shall be eligible for Membership in the Society. On payment of annual Society dues, they will be Full Members for that calendar year and entitled to vote at Society meetings.

Section 3. Persons who are registered students studying an aspect of toxinology shall be eligible for Student Membership. On payment of any annual fee which will be determined by Council, they will become registered Student Members for that calendar year, entitled to any rights that may be defined, from time to time, by Council.

Section 4. Persons eligible for full Membership of the Society and who opt to pay a one-time fee which shall be determined by Council shall be Life Members and shall not have to pay further annual dues, but shall be thereafter entitled to all the rights and privileges of Full Membership.

Section 5. Persons who have, in the view of the Council or of the Society, made a special or unique contribution to toxinology, 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, except for voting, as Full Members.

Section 6. Not-for-profit scientific organisations directly involved in toxinology, such as national or regional toxinology societies or their equivalent, may apply to Council to join the Society as Affiliate Organisation Members and each such application shall be considered by Council. The applicant organization that agrees to the conditions stipulated by Council and on payment of any dues determined by Council, shall become an Affiliate Organisation Member.

Section 7. Organizations contributing to toxinology and the Society, which provide a regular financial contribution to the Society shall be eligible for Corporate Membership. Corporate Members shall be required to pay annual dues in an amount to be determined by Council, but shall not have voting rights in the Society.

Section 8. Council shall have the right to establish subclasses of Membership as required to further the purposes or objects of the Society.

Section 9. Applications. Applications for membership shall be made to the Secretary or their IST Council approved nominee, or directly via the IST website, as described in the By Laws of the Society.

Section 10. Dues. Each Member shall pay annual dues as prescribed by the Council, and as approved by the membership at a general meeting or special meeting.

Section 11. Failure of a Member to pay the annual dues for two successive years shall constitute 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 appropriate dues.

Section 12. Termination of membership. The Society may by a majority decision of Council expel any Member: whose conduct is detrimental to the Society or interests of the Society, or who brings the Society into disrepute or contempt, or who willfully and persistently refuses to comply with this constitution or any of the By Laws of the Society, or who has committed a willful breach of this constitution or any of the By Laws of the Society. On termination of Membership, any dues paid to the Society shall be forfeit and not refundable to the former Member.

ARTICLE VI ANNUAL MEETING

There shall be a regular, formal annual meeting of the Society (referred to in these Articles as a "general meeting") which, whenever possible, shall include a meeting of the Council (as determined in the By Laws of the Corporation). The meeting will be held at a time and place prescribed in the By Laws, or by notice communicated by electronic or other distribution means to each Member within the time periods required by Virginia Code § 13.1-842; 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. As provided in Virginia Code § 13.1-838, the failure to hold an annual meeting at the time stated in or fixed in accordance with the Society's By Laws does not affect the validity of any corporate action.

ARTICLE VII COUNCIL

Section 1. The Board of Directors of the Society (which may be referred to herein and in the By Laws as the "Board" or the "Council") shall consist of the elected Executive Officers (President, Secretary, Treasurer, President Elect), the Immediate Past President, the current Chairpersons of the Regional Sections, the immediate past lead local organisers of the last three Scientific Congresses of the Society, and the Editor-in-chief of Toxicon. When relevant, Secretary Elect and Treasurer Elect as well as Past Secretary and Past Treasurer shall be part of the Council for one year before and after their tenure, respectively. The President shall act as Chairperson of the Council or in the absence of the President, the following, in order of preference, shall act as Chairperson: President Elect, 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 purposes of the Society.

Section 3. The Council shall meet at least two times each year as described in the By Laws. 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 Council is empowered to appoint Members to fill any vacancy that may occur.

Section 5. One young student/scientist from each region, who should be either a Student Member or Full Member, shall be included in Council as an Observer (non-voting). These young members shall be elected by Student Members of the respective regions.

Section 6. One nominated representative from the Corporate Committee shall be included in Council as an Observer (non-voting).

Section 7. The Council is empowered to co-opt any Member, including a Student Member, to serve on Council for a specific purpose, up to a maximum of three such co-opted Members, but co-opted Members shall not have voting rights on Council.

ARTICLE VIII ELECTED EXECUTIVE OFFICERS

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

Section 2. Election. The Executive Officers of the Society shall be elected as described in the By Laws by a majority vote of the Members in a ballot by electronic or other distribution means and will serve for a term of 2 years for the President, Secretary and Treasurer. All Executive Officers, may serve for a maximum of two consecutive terms, except that Council, by majority vote, has the right to allow nominees for the positions of Treasurer and Secretary to serve for more than two consecutive terms, where Council considers this is in the best interests of the Society, but such an extension of term limits shall be considered the exception and shall not automatically be granted. 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. Similarly the Secretary Elect and Treasurer Elect shall respectively assume the office of Secretary and Treasurer at the end of the regular term of office or, at the discretion of Council, at any time these offices become vacant.

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

Section 4. 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 By-Laws or by the Society or Council.

- (a) 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, and shall have general charge and supervision of the business and affairs of the Society.
- (b) The President-Elect. At the request of the President, or in the event of his/her absence or disability, the President-Elect may perform any or all duties of the President.
- (c) The Secretary shall: attend to the giving of all notices of the Society, including the conduct of elections; keep Members informed of Society activities and any other relevant information on toxinology through a regular newsletter; keep the minutes of the Council meetings and send the compiled minutes to all Council members within 15 days after the meeting; and shall quarterly provide a report to Council on new membership applications.
- (d) The Treasurer shall: have custody of all of the Society's funds and securities, subject to such regulations as may be imposed by the Council; make payments on behalf of the Society, subject to the control of the Council; 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 Full Member of the Society on written request to the office of the Society; and provide a report on the financial situation of the Society at each General Meeting and make available to members electronically.

ARTICLE IX 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 X
COMMITTEES**

Council is empowered to create and dissolve, as it determines, Committees of the Society for the promotion of the objectives of the Society and which shall consist of a limited number of Financial Members, with their number, jurisdiction, and tenure determined by Council.

**ARTICLE XI
SOCIETY CONGRESSES**

Section 1. The Society shall promote interchange of ideas and research in toxinology through scientific meetings of the Society which shall be designated as Society Congresses. Council will determine the location and dates of Society Congresses, which will be organized according to the By Laws.

Section 2. The lead local organizer of each Scientific Congress shall be appointed by Council and shall serve on Council for a term of 3 years.

**ARTICLE XII
REGIONAL SECTIONS**

Section 1. To promote the aims of the Society and to encourage local participation in the discipline of toxinology, Regional Sections of the Society may be established with the approval of Council. At the time of adoption of this Constitution, the Society has four Regional Sections: European, Pan-American, Asia-Pacific and African Sections. Members of the Society shall normally be members of the Regional Section in their specific region, although members may opt to belong to a different section according to their circumstances.

Section 2. Members of Regional Sections shall elect a Regional Chairperson, a Regional Secretary and up to three additional regional committee members. The elections will be organised by the Secretary through a ballot of all members of the Regional Section as described in the By Laws.

Section 3. The regional committee members shall serve a fixed term of 3 years and can be re-elected for one further term, and shall not be eligible for re-election for two years immediately after their term of office. The Chairpersons of the Regional Sections shall be members of the Society's Council.

Section 4. The Chairperson of Regional Sections shall be in contact with the members in their region through email to obtain input from the members at least 30 days before the Council meeting to enable the officers to include such input in the agenda of the Council meetings. After the Council meeting the outcomes/highlights of the meetings shall be transmitted to all members by the respective officers.

Section 5. The committee of a Regional Section shall be responsible, in association with Council, for organizing Scientific Congresses of the Society in those years in which they are rostered to do so by direction of Council.

Section 6. Regional Sections shall not collect fees or other monies for the Section. All financial affairs shall be the responsibilities of the Treasurer of the Society unless otherwise authorised by Council.

**ARTICLE XIII
AMENDMENT OF ARTICLES**

This Constitution may be amended by the affirmative vote of a majority of the Financial Members in a postal or electronic ballot conducted by the Secretary. The Secretary shall notify members by electronic or other distribution means of the date, time, and place, if any, of any annual or special members' meeting where a motion will be put to amend the Articles of Incorporation and shall include document(s) detailing all proposed changes to the Articles of Incorporation, including precise changes in wording for the Articles and a summary of justifications for the changes. Notice of a meeting to act on an amendment of the Articles of Incorporation, a plan of merger, domestication, a proposed sale of assets, or the dissolution of the Society shall be given not less than 25 nor more than 60 days before the meeting date. Unless decided otherwise by Council, the Society is required to give notice only to members entitled to vote at the meeting.

**ARTICLE XIV
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 not less than 25 nor more than 60 days before the meeting date where such action is to be considered.

**ARTICLE XV
REGISTERED AGENT AND OFFICE**

The initial registered office of the Corporation shall be located in the City of Charlottesville, Virginia, and the address of the initial registered office shall be 530 East Main Street, Charlottesville, VA 22902. The name of the initial registered agent, whose business address is identical with such registered office, shall be Mark J. Nelson, who is a resident of the Commonwealth of Virginia and a Member of the Virginia State Bar.

IN WITNESS WHEREOF, I have hereunto set my hand this ___ day of _____, 2020.

Jay W. Fox, Incorporator

BY LAWS

BY-LAW I: APPLICATIONS FOR MEMBERSHIP

Section 1: Applications. Applications for Membership shall be made on forms provided by the Society from its website or from any member of Council.

Section 2: Members. Persons who are actively engaged in research, teaching or application of toxinology, or who are working or interested in toxinology shall be eligible to be ordinary members of the Society.

Section 3: Processing of applications. An application for membership of the Society shall be delivered to the Secretary, either directly or through online forms and accompanied by payment of the annual subscription fee. These payments shall be refunded if the applicant is not admitted to membership of the Society. Unless delegated to the Secretary or to an appropriately constituted Committee, each application for membership of the Society shall be considered by Council. Council shall consider an application for membership of the Society referred to it as soon as practicable and determine whether the applicant is eligible for membership of the Society. Council may make such enquiries and investigations concerning an applicant for membership of the Society as it deems necessary. When an applicant for membership of the Society has been admitted as a member of the Society, he/she shall be notified by the Secretary.

Section 4: Student Members. Persons who are registered students studying any aspect of toxinology shall be eligible for Student Membership. Applications for student membership shall be delivered to the Secretary/Treasurer and accompanied by proof of student status. Applications for student membership shall be processed as described above for Full memberships. Student members shall be entitled to the privileges of membership of the Society including voting rights.

Section 5: Life Members. Members who opt to pay a one-time fee, which will be determined annually by Council, shall be Life Members of the Society and shall not have to pay further annual subscriptions. Life Members shall be entitled to the privileges of membership of the Society including voting rights.

Section 6: Honorary Members. Honorary Members may be elected from distinguished persons who have contributed to the advance of toxinology and on whom the Society desires to confer recognition. Honorary Members shall be entitled to privileges of membership of the Society other than that of voting as members of the Society. Honorary Members shall be exempt from paying subscription fees to the Society.

Section 7. Affiliate Organisation Members. Not-for-profit scientific organisations directly involved in toxinology, such as national or regional toxinology societies or their equivalent, may apply to Council to join the Society as Affiliate Organisation Members and each such

application shall be considered by Council. The applicant organization that agrees to the conditions stipulated by Council and on payment of any dues determined by Council, shall become an Affiliate Organisation Member.

Section 7: Corporate Members. Organisations and companies with interests in toxinology research shall be eligible for Corporate Membership subject to approval by Council and payment of an annual fee determined, from time to time, by Council. Organisations interested in Corporate Membership should contact the Secretary who will initiate the membership process. Corporate Members shall be entitled to such privileges of membership of the Society as agreed by Council other than that of voting as members of the Society.

Section 8: Membership list. A list of all members, including student members, will be made available to all Members of the Society by the Secretary, not less than once a year, except where national or international laws may restrict dissemination of such information due to privacy law provisions or any other relevant laws, statutes, or regulations. Each Member shall have the right to have their contact details on any such list restricted to their name.

BY-LAW II: GENERAL MEETINGS

Section 1: General Meeting. The General Meeting shall be held at a time and place approved 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 fifteen Full Members.

Section 3: Notice of meetings. The Secretary shall notify members by electronic or other distribution means of the date, time, and place, if any, of each annual and special members' meeting. Such notice shall be given no less than 10 nor more than 60 days before the meeting date except that notice of a members' meeting to act on an amendment of the articles of incorporation, a plan of merger, domestication, a proposed sale of assets, or the dissolution of the Society shall be given not less than 25 nor more than 60 days before the meeting date. Unless decided otherwise by Council, the Society is required to give notice only to members entitled to vote at the meeting.

Section 4: Quorum. At any General or Special Meeting of the Society, fifteen Full Members must be present or represented by proxy to constitute a quorum. A Meeting may be adjourned by vote of a majority of the Full Members present.

Section 5: Voting. At every Meeting of the Society each 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 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 fix the annual dues;

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

(c) 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

(d) to consider proposals for future scientific meetings of the Society, and

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

BY-LAW III: ELECTIONS

Section 1: Positions. The Society has several elected positions: President, Secretary and Treasurer of the Society, and Chairperson and Secretary of regional sections.

Section 2: Organisation. The Secretary shall be responsible for the conduct of the elections. In the event of he/she being indisposed, the President shall nominate another Council member, including the President, to undertake the election process: in the following sections, ‘Secretary’ implies the Presidential Nominee if appropriate.

Section 3: Timing. As the terms of office normally start immediately after a scientific meeting (World Congress or Regional Congresses) of the Society, the Secretary will contact all relevant members of the Society at least 50 days before such meetings, normally by electronic communication, to ask for nominations to fill the relevant positions. In the case of elections for President, Secretary and Treasurer, all voting members of the Society will be contacted; in the case of elections for positions in Regional Sections, all voting members in the relevant Regional Section will be contacted.

Should an election not be held in association with a scientific meeting of the Society, the President can instruct the Secretary to initiate the election process in order to fill the vacancy/vacancies as soon as possible.

Announcements of elections shall also be placed on the members’ section of the IST website.

Section 4: Nominations. The call for nominations will be open for 14 days after the Secretary has issued the call. Any member who is entitled to vote may nominate a candidate. The name of the nominee along with their acceptance of the nomination must be sent to the Secretary within 14 days of the call for nominations.

Section 5: Voting. The Secretary will check the eligibility of the nominees (current membership status and, if relevant, membership of the appropriate regional sections) and compile a voting

paper listing the names of the candidates. This will be sent to all relevant members with voting instructions no later than 14 days after close of nominations. Each candidate may request the Secretary to include a short statement in support of their candidacy with the voting instructions. Each relevant member has one vote in each election. Votes need to be sent by post or electronically, ideally in a secret ballot, to the Secretary to arrive not later than 14 days after the voting papers were issued.

If only one nomination is received for any vacancy, the Secretary will notify the nominee to confirm their election and subsequently notify all members, normally by electronic communication, of the result.

Section 6: Results. Within 7 days of the close of voting, the Secretary will tally the votes for each candidate, with the candidate with the most votes being deemed to be elected. In the event of a dead-heat between two or more candidates, the Secretary will organise another election in which the choice is only between the candidates in the dead-heat.

When a clear result is obtained, the Secretary will notify the successful candidate and subsequently notify, normally by electronic communication, all members of the result. The Secretary will provide details of the number of eligible voters, number of votes cast, and votes for each candidate.

Results of all elections will be announced at the first business meeting of the Society following the election and will be posted on the members' section of the IST website.

Section 7: Assumption of duties. President Elect, Secretary Elect and Treasurer Elect shall be part of the Council at least one year before the World Congress of the Society. These officers learn their duties and responsibilities from the relevant officers of the Society. Past President, Past Secretary and Past Treasurer shall relinquish their position in the Council one year past their term. Chairperson and Secretary of regional sections shall assume duties immediately after the respective Regional Congresses until the end of their term at the next meeting of the respective regions.

BY-LAW IV: MEETINGS OF COUNCIL

Section 1: Purpose. The Council shall be responsible to the membership of the Society for the proper conduct of the Society. The Council shall undertake to promote the objectives of the Society by sustaining membership numbers, managing Society finances, arranging scientific meetings in association with Regional Sections, and generally promoting the discipline of toxinology.

Section 2: Meetings. The Council shall meet for the transaction of Society business at least two times annually, normally at least once at a Society meeting. Council meetings shall be arranged by the Secretary at the request of the President, and shall be held in person or by electronic means. If the meeting is held by electronic means, members shall be given at least 48 hours to respond to issues raised; if the meeting is held in person, Council members not in attendance shall be given the opportunity to vote electronically within 48 hours of the physical meeting.

Section 3: Notice. Notice of regular meetings shall be given to Council members, normally by electronic communication, by the Secretary at least 15 days before the meeting.

Section 4: Special Meetings. Special meetings of Council can be called by the President, or upon the written request of four Council members, or by the Secretary. Council members shall be given at least one day's notice of such meetings by the Secretary, and, if the meeting is held by electronic means, shall be given at least 48 hours to respond to issues raised in the special meeting.

Section 5: Quorum. No business shall be transacted at a meeting of Council unless a quorum of the members of Council is present. Half the voting members of Council plus one shall constitute a quorum and the quorum must include the President or the President Elect or the Past President or the Secretary.

Section 6: Chairperson. At every meeting of Council, the President or in his/her absence the President Elect or Immediate Past President shall be the chairperson.

Section 7: Voting. Questions arising at any meeting of Council shall be decided by a majority of votes and each member present shall have one vote and in the case of an equality of votes the chairperson of the meeting shall have a second or casting vote. If the meeting is held by electronic means, members shall be given at least 48 hours to respond to issues raised in the Council meeting.

Section 8: Annual Reports. Council shall prepare and submit to the Society for approval annual reports on the general state and activities of the Society in the preceding year, together with a balance sheet and a financial statement for the past year. To assist Council, the President the Secretary and Treasurer shall present draft reports to Council for approval for submission to the Society.

Section 9: Minutes. Council shall cause minutes to be made of all appointments of officers and committee members, of the names of members of the Council present at all meetings of the Council, and of all proceedings at all general meetings of the Society and of the Council. A summary of such appointments and proceedings will be posted on the members' section of the Society website.

BY-LAW V: SCIENTIFIC MEETINGS

Section 1: Purpose. The Society shall promote interchange of ideas and research in toxinology through scientific meetings of the Society which shall be designated as Society Congresses. Society Congresses shall normally be held annually as decided by Council.

Section 2: Location. Council shall determine a schedule for Society Congresses and shall work with the officers and members of Regional Sections of the Society to ensure that regular Society Congresses are held and are distributed among the Regional Sections.

Section 3: Local Organiser. A member from the Regional Section that is hosting the Society Congress who is willing to act as the Lead Local Organiser shall be appointed by Council following consultation with the regional committee. The Lead Local Organiser shall be a member of Council for a term of 3 years.

Section 4: Decision-making. Council, shall have final say on the place, timing, budget, scientific and social programmes for all Society Congresses.

Section 5: Participation. All Members of the Society shall be entitled to attend Society Congresses on payment of any Congress fees that may be set. Non-members of the Society may attend Society Congresses on payment of any fees that may be set, such fees normally being greater than those for Members. For congresses with an upper limit on registrations, Full Members, Student Members, Members of Affiliate Organisations and Corporate Members will be given preference over non-members.

Section 6. Presentations. Presentations at Society Congresses shall normally be made only by Members of the Society, except for invited lectures.

BY-LAW VI: PUBLICATIONS

Section 1: The official journal of the Society is *Toxicon*, currently published by Elsevier.

Section 2: Council shall recommend to the publisher of *Toxicon* who could be appointed from the Society as Editor-in-Chief, but the publisher shall have the final say on who is appointed.

Section 3: 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 members vote in favour of the recommendation at a properly constituted General or Special Meeting of the Society.

Section 4: Society Newsletters will be edited and distributed by the Secretary in order to inform the membership on current Society affairs.

BY-LAW VII: REDI AWARD

Section 1: In recognition of distinguished work in the field of toxinology, the Society shall confer the Redi Award at every Scientific World Congress of the Society or as determined by Council.

Section 2: The Redi Award consists of a framed award or a medal, as determined by Council, describing the merits of the awardee and a financial contribution from the Society, as determined by Council, to help cover expenses associated with attendance at the meeting.

Section 3: The Redi Award shall be presented to the recipient at a Scientific World Congress of the Society and the recipient will give a plenary lecture based on his/her work.

Section 4: The recipient shall be selected by the Redi Award Committee (RAC) which consists of the Editor of Toxicon (chairperson), President, Past President and Secretary of the Society and previous Redi awardees. The chairperson shall 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 RAC, who then select three names, noting their first, second and third choices. The chairperson will award three points for 1st place votes, two points for 2nd place and one 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. If two or more candidates receive approximately (within three votes) the same number of votes, a second ballot will be circulated. In the event that 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 made to both.

BY-LAW VIII: REGIONAL SECTIONS

Section 1: At the time of adoption of this Constitution, the Society has four Regional Sections: European, Pan-American, Asia-Pacific and African-Middle Eastern Sections.

Section 2. Members of Regional Sections shall elect a Regional Chairperson, a Regional Secretary and up to three additional regional committee members. The elections will be organised by the Secretary of the Society through a ballot of all members of the Regional Section.

Section 3. The regional committee members shall serve a term of 3 years and can be re-elected for one further term, and shall not be eligible for re-election for two years immediately after their term of office. The Chairpersons of the Regional Sections shall be members of the Society's Council.

Section 4. The committee of a Regional Section shall be responsible, in association with Council, for organizing Scientific Congresses of the Society in those years in which they are rostered to do so by direction of Council.

Section 5. The Regional Chairperson, Regional Secretary and Regional Section Committee Elected Members will provide the interface between Members and Council and shall endeavour to be in regular contact with all Members of their Section, both to seek their input, ideas, concerns and involvement and to keep them informed of decisions and actions of Council, in summary form. The Chairpersons shall seek input from respective regional Members at least

30 days prior to any scheduled meeting of Council to ensure issues raised by Members can be considered by Council.

Section 6. Each Regional Section Committee shall encourage participation in Society affairs by Student Members and shall nominate one Student Member from their Section to be an Observer (non-voting) at Council meetings.