



Constitution

ARTICLE 1

The Society shall be called the Irish Society of Toxicology.

ARTICLE 2

2.1 The Irish Society of Toxicology shall promote the achievement of excellence in teaching toxicology, in toxicological research, and in the assessment and communication of risks for workers, consumers and the general public from toxic agents.

2.2 In furtherance of this object the Society will:-

- establish working groups as required to study particular aspects of toxicology;
- ensure, by means of meetings, conferences, symposia, working groups, newsletters, and the Society's website, a regular exchange of information bearing on problems in toxicology;
- promote and encourage scientific work in all aspects of toxicology and toxicological risk management.

ARTICLE 3

Persons with an interest in toxicology shall be eligible to apply for membership of the Society. Application should be on the Society's application / membership record form. All applications shall be reviewed by the Committee and shall be accepted where the Committee is satisfied that the applicant has a genuine interest in toxicology. There shall be five classes of members as specified hereunder. The level of fees for each class of member shall be set at General Meetings of the Society.

The classes of members of the Society shall be:-

- a) *ordinary members*, who shall enjoy full rights in the Society;
- b) *student members*, being fulltime students, who shall enjoy the same rights as *ordinary members* but who shall be required to pay reduced membership fees;
- c) *honorary members*, being a form of membership without voting rights reserved for persons of special merit and distinction in the science of toxicology, that does not attract membership fees. Nominations for honorary membership may be tabled by the Committee for possible election at a subsequent General Meeting of the Society. Honorary members shall not hold office;
- d) *retired members*, being available on retirement from work to persons who were ordinary members who shall be required to pay reduced membership fees, but who shall enjoy the same rights as ordinary members;

- e) *corporate members*, being Companies or persons who wish to support the aims of the Society. The fee for corporate membership shall be not less than five times that for ordinary membership. Corporate members shall not have voting rights.

ARTICLE 4

Members shall be entitled to be present at general meetings of the society and to propose resolutions for discussion. Resolutions must be submitted in writing, duly proposed and seconded by members in good standing, to reach the secretary at least two weeks in advance of the date set for the general meeting.

ARTICLE 5

Any member who wishes to resign from the Society may do so by writing to the secretary. The resignation shall take effect immediately. A member who is more than one year in arrears with their membership subscription shall be deemed to have resigned.

ARTICLE 6

The powers of the Society are vested in the following bodies:-

6.1 The General Meeting

General Meetings shall be convened at least once a year by the Committee, who shall arrange the time, place and agenda. An extraordinary general meeting must be convened by the Committee where at least one-third of the members (or 15, whichever is greater) of the Society wish it. The quorum for a general meeting shall be not less than one third of the members of the Society.

General Meetings are competent:-

- 6.1.1 to approve the minutes of previous General meetings and any reports drawn up by the Committee;
- 6.1.2 to approve the annual statement of account;
- 6.1.3 to fix the amount of annual membership subscriptions;
- 6.1.4 to elect the president and the other members of the Committee;
- 6.1.5 to elect two auditors;
- 6.1.6 to approve a five-year strategic plan for the Society and from time to time to approve proposals for updating the strategic plan and to monitor progress in achieving strategic plan targets;
- 6.1.7 to approve business plans developed for initiatives undertaken to achieve strategic plan targets;
- 6.1.8 to settle any question not falling within the competence of the Committee or of the Auditors.

6.2 The Committee

The Committee shall consist of the following officers, the president, the vice-president, the treasurer, the secretary, and up to six other members, one of whom should be a student member. A webmaster for the Society shall be appointed who, if a member of the Society, shall be an officer member of the Committee. The quorum for Committee meetings shall be five, which must include at least one non-officer member.

- 6.2.1 The executive officers and ordinary members of the Committee shall be elected for a period of two years. At the end of each two year period they shall retire from office and shall be eligible for re-election. The Vice-President shall be deemed President-Elect and shall serve as President for the subsequent two year term of office. The Past President shall be eligible for re-election to the Committee. One or more members of the Committee shall be replaced each year by election at the Annual General Meeting. In the event that no single member wishes to retire, then the retiring member shall be that person who has held office for the longest period, and shall be determined by lot in the event of equal periods of service. This person will not be eligible for immediate re-election.
- 6.2.2 The Committee shall be responsible for the conduct of the Society's affairs.
- 6.2.3 Committee members shall have collective responsibility for recruiting new members, while individual Committee members shall have responsibility in this regard for their places of work and for the collection of annual membership subscriptions to be provided forthwith to the Treasurer.
- 6.2.4 Resolutions shall be passed by the Committee on the basis of simple majority vote. In the event of a tie, the president or acting-chairman shall have the casting vote.
- 6.2.5 The particular functions of the Committee shall be as follows:-
 - 6.2.5.1 to Pass resolutions convening general meetings;
 - 6.2.5.2 to co-opt additional members to the Committee should the need arise;
 - 6.2.5.3 to invite the members of the Society to general meetings;
 - 6.2.5.4 to prepare various reports for general meetings and to review the annual accounts prior to their provision to general meetings;
 - 6.2.5.5 to implement resolutions passed by general meetings;
 - 6.2.5.6 to compile, maintain and make available to members a directory of members and their interests;
 - 6.2.5.7 to prepare and periodically update a five-year strategic plan for the Society and where appropriate to prepare business plans for initiatives undertaken to achieve strategic targets identified.
 - 6.2.5.8 to prepare and periodically update role profiles for each member of the Committee.

6.2.6 The Treasurer

The particular functions of the Treasurer shall be:-

- 6.2.6.1 To maintain a register of members.
- 6.2.6.2 To administer the finances of the Society and to prepare and submit annual financial reports to the Committee and to General Meetings.

6.2.6.3 To keep annual audited accounts and to make them available to the Revenue Commissioners on request made.

6.2.7 The Secretary

The Secretary shall deal with all matters affecting the administration of the society and shall submit the annual report of the Committee to General Meetings. The Secretary or an appointee shall be responsible for taking minutes at meetings.

6.2.8 The Webmaster

The Webmaster shall be responsible for the maintenance and updating of the society's website.

6.2.9 The income and property of the Society, whensoever derived, shall be applied solely toward the promotion of the main objects of the Society as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Society.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Society, or to any member of the Society, in return for any services actually rendered to the Society, nor prevent the payment of interest at a rate not exceeding five per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Society; but that no member of the Committee of the Society shall be appointed to any salaried office of the Society or any office of the Society paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Society to any member of such Committee, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises let to the Society: provided that the provision last aforesaid shall not apply to any payment to any company of which a member of Committee may be a member, and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profit (s) received in respect of any such payment.

6.3 The Honorary Auditors

The Auditors shall be elected from among the members of the Society and may hold office for a period of two years. At the end of each two year period they shall retire from office and shall be eligible for re-election. They shall report on their work to the General Meeting.

6.4 An Executive Officer or an Ordinary Member of the Committee:-

- a) may at any time by notice, in writing, addressed to the Secretary or President, resign from office or from the Committee, as the case may be;
- b) shall cease to be a member of the Committee upon ceasing to be a member of the Society;
- c) shall vacate office if he/she be absent from three consecutive meeting of the Committee without the consent of the Committee and the Committee so resolve.

ARTICLE 7

- 7.1 Any modification whatsoever of the statutes requires the approval of a two-thirds majority of the members present at the General Meeting.
- 7.2 No addition, alteration or amendment shall be made to or in the provisions of this Constitution for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners.

ARTICLE 8

- 8.1 The dissolution of the Society requires the approval of two-thirds of all the members. In the event of dissolution, the Committee shall submit a resolution to the General Meeting governing the allotment of the funds of the Society.
- 8.2 If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society but shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Society and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of Article 6.2.9 hereof, such institution or institutions to be determined by the members of the Society at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then to some charitable object.