

**CONSTITUTION  
AND  
BY-LAWS  
OF THE  
SOCIETY OF TOXICOLOGY OF CANADA**

**DECEMBER 2009**

# CONSTITUTION

## Article I, Name

The Corporation shall be named in English, the “Society of Toxicology of Canada”, and in French “Société de Toxicologie du Canada”, hereinafter the Society\*.

## Article II, Purpose

The Society shall function as a non-profit corporation whose purpose shall be to promote the acquisition, facilitate the dissemination and encourage the utilization of knowledge in the science of toxicology.

## Article III, Membership

Regular, Honorary, Retired, Post doctoral and Student membership shall be available to individuals without respect to affiliation, prior commitment or academic achievement according to the prerequisites, rules, and procedures of application and election as detailed in the Bylaws.

## Article IV, Management

1. The Society shall be governed by an elected Board of Directors whose eligibility for membership, size, composition and tenure shall be as defined in the Bylaws.
2. The responsibility of the Board shall be to its membership, and its mandate to achieve the objectives set forth in Article II of this constitution shall extend to all affairs of the Society.
3. The Board shall have the right to raise funds, appoint Committees and seek other ways and means deemed necessary for the proper execution of its mandate.

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\* Formerly the Canadian Association for Research in Drug Safety (1964-1966); Canadian Association for Research in Toxicology (1966-1978).

Article V, Amendments

Changes in this Constitution may be executed at the Annual Business Meeting, or at a Special Meeting called for that purpose, by a three-fourths majority vote of the ballots cast, provided that the proposed change be submitted in writing to the Secretary of Board over the signatures of three members of the Society in good standing, and that copies of the proposed change shall have been distributed to all voting members at least eight weeks in advance of the meeting, at which a final action is to be taken.

Article VI, Duration and Dissolution

The Society shall persist as a Corporation until an amendment for dissolution has been passed in accordance with the provisions of Article V.

At dissolution, an independent auditor shall be appointed for subsequent settlement of all liabilities incurred by the Corporation and disbursement of remaining assets to a recognized Canadian charity of his choice.

## BY-LAWS

BE IT ENACTED AND IT IS ENACTED AS A BY-LAW OF THE SOCIETY OF TOXICOLOGY OF CANADA – SOCIÉTÉ DE TOXICOLOGIE DU CANADA (hereinafter called the “Society”) THAT:

The following shall be the By-laws\* of the Society:

### A. Membership

1. Classes of Members – There shall be five classes of members in the Society, namely: regular members, honorary members, retired members, post doctoral members and student members.
2. Regular Members – Any qualified person who has a continuing professional interest in the field of toxicology and who:
  - (a) is generally recognized as expert in some aspect of toxicology or who possesses other specialized qualifications by reason of extensive experience in toxicological research, or
  - (b) is responsible for the planning, conduct or interpretation of laboratory and clinical studies relating to toxicology,

may apply for regular membership. Regular members shall have the right to receive notice of and to attend and vote at business meetings of the Society; to stand for election to office in the Society; to participate in the scientific and business affairs of the Society; and to sponsor the participation of non-members at scientific meetings.

\* In these by-laws unless the context otherwise requires, words importing the masculine gender include the feminine gender and vice-versa

3. Honorary Members – An individual who has rendered distinguished service to toxicology may be made an honorary member upon the recommendation of the Board of Directors and the approval by ordinary resolution of the regular members of the Society. An honorary member shall have the right to receive notice of and to attend business and scientific meetings but shall not have the right to vote or to stand for election to office
  
- 4a. Student Members – Any graduate student enrolled in a postgraduate degree program with major emphasis on toxicology. A student member shall have the right to receive notice of and to attend business and scientific meetings, but shall not have the right to vote or stand for election to office.
  
- 4b. Postdoctoral Members – Any postdoctoral researcher with an interest in toxicology and under direction of a research mentor is eligible. A postdoctoral member shall have the right to receive notice of and to attend business and scientific meetings, but shall not have the right to vote or stand for election to office
  
- 4c. Retired Members – A regular member who has retired from his primary employment can after approval by the Membership Committee be included in this category. A Retired Member shall have all the rights of a Regular member.
  
5. Applications for Membership –An application form available on the STC homepage ([www.stcweb.ca](http://www.stcweb.ca)) shall be used. Applicants for membership must be nominated by regular members in good standing. Regular memberships require two sponsors, and student and postdoctoral membership one sponsor. Each of these sponsors must provide, under separate cover, a detailed written communication supporting the candidate's application. It is the responsibility of the applicant that all necessary documentation regarding the membership application is completed and provided to the Chair of the Membership Committee.
  
6. The Membership Committee – The Membership Committee shall review all duly completed applications. Unanimous approval by the Committee shall be required

prior to ratification by the membership as detailed in by-laws 7.

7. Election to Membership – Upon recommendation by the Membership Committee, the secretary shall forward to the voting members of the Society, at least once a year and more frequently if deemed necessary by the Membership Committee, a slate of proposed new members. The slate shall show the names and qualifications of the applicants, the names of the sponsoring members and the recommendation of the Membership Committee. All voting members shall have up to fifteen days to notify the Secretary of any objection with supporting rationale, to the acceptance of an applicant as recommended by the Membership Committee. The Membership Committee will review any such cases of objection and make a new recommendation of acceptance, non-acceptance or change in category of membership to the Board who will be responsible for the final decision. The Chair of the Membership Committee shall notify each applicant of the decision concerning their acceptance to membership in the Society.
8. Transferability of Membership – Membership is not transferable under any circumstances.
9. Resignation or Expulsion – A member may resign from the Society by tending his resignation in writing to the Secretary and a member may be expelled from the Society by a resolution passed by two-thirds of the regular members at the Annual Meeting or at a general meeting called for that purpose.

#### B. Board of Directors

10. Directors – The affairs of the Society shall be managed by the Board of Directors, each of whom at the time of his election and throughout his term of office shall be a member in good standing of the Society. The Board of Directors shall be composed of the President, the Past-President, the Vice-President, Secretary, Treasurer and three Councilors.
11. Nominations – Nominations for the office of director may be made by the Nominating Committee or by at least two regular members in good standing. Such nominations

shall be communicated to the Secretary at least sixty days prior to the Annual Meeting and the Secretary shall notify the regular members of the final slate of proposed officers at least thirty days prior to the Annual Meeting.

12. Election – The directors except for the Past-President shall be elected by a simple majority of secret ballots received from the regular members before or at the Annual General Meeting. Ballots will be examined for authenticity, opened and counted by two scrutineers who shall be regular members in attendance at the Annual General Meeting. In the case of a tie, the election will be decided by the drawing of lots.
13. Term of Office – Subject to By-law 10, the President, Vice-President and Past President shall hold office as directors of the Society for a period of two years from the date of their election and the Secretary, Treasurer and the three Councillors shall hold office as directors for a period of three years, provided that at the first Annual Meeting one of the Councillors shall be elected to hold office as a director for one year, one shall be elected for two years and one shall be elected for three years.
14. Removal of Directors – The regular members of the Society may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such a resolution has been given, remove any director before the expiration of his term of office, and may by majority of votes cast at that meeting, elect any qualified person in his stead for the remainder of his term.
15. Vacancies – If any member of the Board of Directors resigns his office, or without reasonable excuse absents himself from three or more board meetings, or is suspended or expelled from the Society, the board shall declare his office vacated and may appoint a successor in his place to hold office until the next annual general meeting.
16. Remuneration – No remuneration shall be paid to any director of the Society and expenses shall only be paid as may be determined by resolution of the Board of Directors.

17. Indemnification – Every Director of the Society is deemed to have assumed office on the express agreement and condition that he and his heirs, administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against all costs, charges and expenses which such director sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against him for or in respect of any act, deed, matter or thing made, done or permitted by him or any other director or directors in or about the execution of the duties of his or their office, and also from and against all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his own willful neglect or default.
18. Time and Place of Meetings – Board meetings may be held at such times and at such places in Canada as the President or Vice-President from time to time determines, or upon application of any four directors.
19. Notice- Notice of the time, place and date of board meetings, together with an agenda shall be distributed to each director not less than thirty days prior to the date of the meeting. Meetings of the board may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. A board meeting may also be held, without notice, immediately following the Annual Meeting of the Society.
20. Quorum – Four directors, excluding the President, constitute a quorum for the transaction of business.
21. Voting – Questions arising at any meeting of the Board of Directors shall be decided by a simple majority of votes from directors present. Voting by proxy is permitted. In case of equality the President or his alternate shall cast a deciding vote.
22. Resolution – A resolution in writing signed within sixty days by all the directors is as valid and effectual as if it has been passed at a meeting of the board duly called and constituted.

### C. Officers

23. Officers – There shall be a President, a Past-President, a Vice-President, a Secretary and a Treasurer and such other officers as the Board of Directors may determine from time to time. No one may hold two offices at the same time.
24. Election and Term of Office – The officers with the exception of the Past-President shall be elected at the Annual Meeting of the Society and shall hold office for the term specified in By-law 12 & 13, respectively. The officers shall be nominated for office in accordance with By-law 11.
25. Remuneration – No remuneration shall be paid to any officer of the Society and expenses shall only be paid at the direction of the Board of Directors.
26. Indemnification – Every officer of the Society is deemed to have assumed office on the express agreement and condition that he and his heirs, executors, administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against all costs, charges and expenses which such officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thins made, done or permitted by him or any other officer or officers in or about the execution of the duties of his or their office, and also from and against all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his own willful neglect or default.
27. Removal from Office – Any office shall ipso facto be vacated upon the death of the officer, if the officer resigns by notice in writing to the Secretary, or if the officer is removed by affirmative vote of two-thirds of the members entitled to vote at a special meeting of the members called for the purpose.

28. President – The president shall be the chief executive Officer of the Society and shall exercise general supervision over the business and affairs of the Society. He shall preside at all meetings of the Board of Directors and of the Society; he shall sign all documents which require his signature; and shall possess and may exercise such powers and perform such other duties as are from time to time assigned to him by the Board of Directors. The President may nominate standing committees to assist in the management of the Society subject to the approval of the membership. The President may appoint ad-hoc Committees to assist in the management of the Society subject to the approval of the Board of Directors. The President may also appoint a deputy to chair any meeting of the board or of the members when neither the President nor the Vice-President will be present.
29. Vice-President – The Vice-President shall perform all the duties of the President in the absence or inability to act of the President, and shall have such other powers and duties as may be assigned by the President or Board of Directors from time to time.
30. Secretary – The Secretary shall:
- i) issue or cause to be issued notices for all meetings of the board and of the Society when directed or as authorized by these by-laws so to do; notices to be kept for up to 7 years until which time they can be destroyed
  - ii) have charge of the seal of the Society;
  - iii) record the transaction of all meetings of the Society and the Board of Directors and conduct or delegate to conduct correspondence on behalf of the Society as required; minutes of transactions to be kept for up to 7 years until which time they can be destroyed
  - iv) render a report at the Annual Meeting
  - v) keep or cause to be kept a repository wherein shall be recorded;
    - a copy of the letters patent, all by-laws of the society and any supplementary letters patent issued to the Society and a copy of the memorandum of agreement of the Society, if any;

- the names, alphabetically arranged, of all persons who are members of the Society;
  - the address and calling of every such person, as far as can be ascertained; and
  - the names, addresses and callings of all persons who are directors of the Society, with the dates at which each became or cease to be such directors;
- vi) supervise the processing or applications for membership;
- vii) sign such instruments as require the signature of the Secretary
31. Treasurer – The Treasurer shall:
- i) have the care and custody of all the funds and securities of the Society and shall keep proper books of accounts thereof;
  - ii) deposit the funds in the name of the Society in such bank or banks or with such depository or depositories and in such manner as the Board of Directors from time to time may direct;
  - iii) at all reasonable times, exhibit his or her books and accounts to any regular member of the Society or the board upon application and in accordance with the rules of inspection specified in Bylaw 49.
  - iv) sign and countersign such instruments as require his or her signature and perform all duties incidental to the office of Treasurer or that are properly required of him or her by the board;
  - v) render a report at the Annual Meeting.
32. Councillors and Past-President shall:
- i) participate in activities and act as members of the Board of Directors;
  - ii) provide advice and counsel to the Board of Directors;
  - iii) chair committees, meetings and/or act as liaison officers of the Board to the same at the direction of the President.

D. Standing Committees of the Board of Directors

33. Membership – The Membership Committee shall review all applications for membership and shall recommend on the acceptability of all applicants. Its recommendations shall be forwarded to the Secretary for processing as outlined in bylaw 7 Election to Membership. The Membership Committee shall be comprised of at least three regular members in good standing appointed by the Board of Directors for a three-year term.
34. Scientific Program – The Scientific Program Committee shall be responsible for developing plans for the Annual Symposium. The Scientific Program Committee shall consist of three regular members in good standing, appointed by the Board of Directors for a period of three years. The Vice-President shall act as board liaison officer to the Program Committee.
35. Nominating – The Nominating Committee shall consist of the Past President (who shall act as chairman) and two regular members nominated and elected from the floor at the Annual Business Meeting.

It shall be the duty of the Nominating Committee to ensure that a full complement of members of the Board of Directors and all Standing Committees is maintained. The Committee shall submit to the Secretary nominations for each vacancy on the Board of Directors and all standing Committees at least sixty days prior to the Annual Business Meeting. Other nominations for vacancies on the Board of Directors may be submitted to the Secretary over the signatures of at least two regular members in good standing at least sixty days prior to the Annual Business Meeting.

E. Meetings of the Society

36. Annual Business Meeting – An Annual Meeting shall be held at such time and place within Canada each year as the President may in his discretion determine.
37. Special Meetings – Special meetings of the Society may be convened at any time by order of the President or Vice-President, or by the Board of Directors, or by thirty percent of the regular members.
38. Scientific Meetings – Scientific meetings of the Society may be convened at any time by order of the President or Vice-President, or of the Board of Directors, or if requested by thirty percent of the regular members.

39. Notice of Meetings – Notice of the date, time and place of any Society meeting and the general nature of the business to be transacted shall be distributed to all members at least thirty days prior to the date of the meeting.
40. Waiver of Notice – A member may at any time waive notice of any meeting and may at any time ratify, approve and confirm any of the resolutions passed thereat.
41. Quorum – Eight regular members in good standing plus the President or his deputy, present in person, shall be sufficient to form a quorum to transact the business of the Society.
42. Attendance by Non-Members – At the discretion of the Board of Directors, non-members may attend a meeting of the Society in order to promote its aims, provided that the non-member is sponsored by a regular member in good standing.
43. Voting – Every regular member in good standing is entitled to one vote.
44. Voting Procedure – At all meetings of the Society every question shall be decided by a majority of the votes of the members present in person unless otherwise required by the by-laws. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any member. Unless a poll is demanded, a declaration by the chairman that a resolution has been carried or not carried and an entry to that effect in the minutes shall be sufficient evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolutions. In case of an equality of votes at any meeting, whether upon a show of hands or at a poll, the President is entitled to a deciding vote.

F. Dues

45. Dues – Dues may be levied on all regular and other classes of members to cover the financial responsibilities of the Society. Dues shall be determined by a majority resolution of the regular members at the Annual General Meeting and upon the recommendation of the Board of Directors, providing that notification of the resolution shall be sent to all members thirty days before the Annual General Meeting. No dues shall be payable by honorary members.
46. Default – Membership in the Society shall lapse in the case of a member whose dues are more than two years in arrears. A regular member whose dues are in arrears is

not a member in good standing for the purpose of these bylaws and may not stand for election to a Society office or vote.

#### G. Documents

47. Execution – All contracts, documents and instruments in writing requiring the signature of the Society shall be signed by the President or Vice-President and by the Secretary. All cheques, drafts, orders for the payment of money, and all notes and acceptances shall be signed by such officer or officers and in such manner as the Board of Directors may from time to time direct and as may be required by the Society's bankers.
48. Seal – The seal of the Society shall be affixed by the Secretary to all contracts, documents and instruments in writing, as may require it.

#### H. Books and Records

49. Inspection – All minute books and books of account shall at all times be open to inspection by the directors and the auditor. No member (not being a director) shall have the right to inspect any account or book or document of the Society except as conferred bylaw or authorized by the board or by resolution of the members, whether previous notice thereof has been given or not.
50. Fiscal Year – The fiscal year of the Society shall end on September 30 of each year.
51. Auditors – An auditor shall be appointed by the regular members at the Annual Meeting. Such appointments shall be valid until the end of the following Annual Meeting. Remuneration of the auditor shall be fixed by the Board of Directors. The auditors shall make a report to the members and to the board on the accounts examined by them and on every balance sheet and statement of income and expenditures laid before the Society at any annual meeting during their tenure of office. The report shall state whether or not they have obtained all the information and explanations they have required, and whether, in their opinion, the balance sheet is properly drawn up so as to exhibit a true and correct view of the state of the Society's affairs as at the date of the balance sheet and the result of its operations for the year ended on that date according to the best of their information and of the explanations given to them, and as shown by the books of the Society.

I. Affiliation

52. The Society shall be unencumbered to seek, enter into or withdraw from agreements, co-operatives, or affiliations with other societies, organizations or groups in pursuit of fulfillment of its objectives. Such activities prior to formalization must be endorsed unanimously by the Board of Directors and ratified by the membership in a manner similar to that required for amendment to the constitution.

53. International Union of Toxicology

The Society will honor and continue the prior commitment made by the Canadian Association for Research in Toxicology to the International Union of Toxicology (formerly Steering Committee of the International Congress on Toxicology).

J. Amendments

54. By-Laws- Any by-law may be amended or repealed by a majority vote at an Annual or Special Business Meeting of the Society, provided that the amendment or repeal of any by-law not in the Letters Patent shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been received. Proposed amendments to the by-laws shall be submitted in writing to all members, over the signature of at least three members, and voted upon by secret mail ballot as detailed in by-law 12, at least thirty days prior to the business meeting at which a final decision is to be taken.

55. Letters Patent – The Letters Patent may be amended by by-law sanctioned by two-thirds of the votes cast at a special general meeting of regular members in good standing called for the purpose, provided that no such bylaw shall be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been received. An application for such approval must be made within six months of passing the bylaws. Proposed amendments to the Letters Patent shall be submitted in writing to all members of the Society over the signature of at least three members and voted upon by secret mail ballot as detailed in bylaws 12, at least thirty days prior to the business meeting at which a final decision is to be taken.