



EAPCCT

EUROPEAN ASSOCIATION OF POISONS CENTRES AND CLINICAL TOXICOLOGISTS

CONSTITUTION

2021

**As voted upon at the General Assembly of the 28 May 2021 and
as approved in the General Assembly of the 3 July 2021 and as
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EUROPEAN ASSOCIATION OF POISON CENTRES AND CLINICAL TOXICOLOGISTS

A non-profit making international association
Association internationale sans but lucrative

Constitution 2021

Article 1. Name and Headquarters

- 1.1 The European Association of Poisons Centres and Clinical Toxicologists (EAPCCT) shall be a non-profit making scientific international organisation. The association shall be run according to the Belgian Code of Companies and Associations of 23 March 2019, dealing with the companies, associations and foundations.
- 1.2 The Headquarters of the Association shall be established at a location in Brussels or elsewhere in Belgium. It is currently located Rue Bruyn, 4, 1120 Brussels, legal district of Brussels. The headquarters may be moved to another location in Belgium after a decision of the Board, ratified by the General Assembly. Such a move must be communicated to the Federal Public Service Justice Belgium, for publishing in the appendix of the Belgian Official Journal within one month.

Article 2. Aims and Objectives of the Association

The purpose of the Association shall be the study, particularly in Europe and according to the recommendations of the WHO, of problems related to all forms of poisoning.

In pursuance of this objective, the Association intends to:

- (a) foster a better understanding of the principles and practice of clinical toxicology in order to prevent poisoning and to promote better care for the poisoned patient particularly through poisons information centres and poisons treatment centres;
- (b) unite into one group individuals whose professional activities are concerned with clinical toxicology whether in a poisons centre, university, hospital or in government or industry;
- (c) encourage research into all aspects of poisoning;
- (d) facilitate the collection, exchange and dissemination of relevant information among individual members, poison centres and organisations interested in clinical toxicology;
- (e) promote training in, and set standards for the practice of, clinical toxicology and to encourage high standards in poisons centres and in the management of poisoned patients generally;

- (f) collaborate with international and integrational organisations including the WHO and European Commission;
- (g) establish and maintain effective collaboration with governments, governmental organisations, professional bodies and other groups or individuals concerned with clinical toxicology, particularly those working in poisons centres in all countries in Europe;
- (h) accept and administer gifts and bequests of moveable or fixed property without restriction as to amount or value and to use the same for furthering the aims and objectives of the Association.

Article 3. Active, associate, emeritus, and retired members

- 3.1 The Association shall consist of active members, associate members, emeritus members, and retired members.
- 3.2 Any suitably qualified person shall become an active member upon making written application to the General Secretary and meeting the criteria for membership set by the Board and such application being accepted by the Board. Active members may attend the General Assembly and vote and shall be eligible to hold office in the Association.
- 3.3 For a maximum period of two consecutive years, and only once, those who are suitably qualified to become a member of the Association, may make written application to the General Secretary to become an associate member of the Association. Associate members will pay a reduced annual subscription and may attend the General Assembly but are not eligible to vote in the deliberations of the General Assembly and will not receive the Journal of the Association and may not hold office in the Association.
- 3.4 Emeritus members are members of the Association who have retired from the active practice of clinical toxicology and who have been recognized by the Board as having made a substantial lifetime contribution to the speciality and/or the Association. This honorary membership can be provided to outstanding members by invitation from the Board and following approval by a majority of members present at the General Assembly. They shall receive membership benefits as may be prescribed by the Board. They will be exempted of annual membership fees or will pay a reduced annual subscription if they want to receive the Journal of the Association. Emeritus members may attend the General Assembly and are eligible to vote in the deliberations of the General Assembly but may not hold office in the Association. Emeritus members can be invited to serve on committees or working groups of the Association.
- 3.5 Retired members are members of the Association who have retired from the active practice of clinical toxicology and/or do not receive a salary. They shall receive membership benefits as may be prescribed by the Board. They will pay a reduced annual membership fee. They will pay an annual subscription fee if they want to receive the Journal of the Association. Retired members may attend the General Assembly but are not eligible to vote in the deliberations of the General Assembly and are not eligible to hold office in the Association. Retired members can be invited to serve on committees or working groups of the Association.
- 3.6 All active, associate, and retired members of the Association shall be required to pay an annual subscription, the amount being fixed by the General Assembly on the

proposal of the Board. The maximal annual fees should be 500 Euro. Any active, associate or retired member who has not paid the subscription by 31 December of each year shall automatically cease to be an active, associate or retired member of the Association. The Board may set conditions for re-admitting ceased active, associate and retired members including payment of lapsed subscriptions.

- 3.7 Active members, associate members or emeritus members who cease to belong to the Association shall have no claim on its assets.
- 3.8 Active members, associate members, emeritus members or retired members may tender their resignation in writing addressed to the General Secretary.
- 3.9 Expulsion of an active member, associate member, emeritus member or retired member may be decided by the General Assembly by a majority of two thirds of the votes present or by failure of payment of subscription as described in 3.6. The member concerned by this procedure will have the opportunity to expose his view during the General Assembly.

Article 4. Members of the Board - Board of the Association

- 4.1 The Association shall be administered by a Board composed of a President, President-elect, immediate Past-President, General Secretary, Treasurer and nine members.
- 4.2 The Executive Committee shall consist of the Officers of the Association: the President, President-elect, immediate Past-President, General Secretary and Treasurer.
- 4.3 The Executive Committee shall have the power to act in lieu of the full Board between meetings. Such actions will require a majority vote of the Executive Committee and be subject to review by the Board at its next meeting.
- 4.4 The Board will delegate day-to-day management of the Association to its President, to the General Secretary and to the Treasurer. In the absence of the President, the President-elect will deputize.
- 4.5 Only active members of the Association shall be eligible to serve on the Board and only active and emeritus members will have the right to vote for the election of Board members.
- 4.6 The Board shall have powers of management and administration subject to the prerogatives of the General Assembly.
- 4.7 The Board shall have authority to hire personnel and material if needed for the administration of the Association's activities.
- 4.8 The Board shall meet not less than twice a year and draw up its own rules of procedure. The agenda and invitations are provided by the General Secretary at least one month before the Board meeting. Its resolutions shall be adopted by a majority of its members present. The President shall have a casting vote.
- 4.9 All documents binding on the association shall, save where special powers are conferred, be signed by two members of the Board, one of whom must be the President and the other either the General Secretary or the Treasurer.
- 4.10 Members of the Board may be removed from office by the General Assembly by decision of a two-thirds majority of members voting.

4.11 Duties as members of the Board shall be unpaid.

Article 5. Duties of Board members

- 5.1 All Board members are responsible to the General Assembly of members.
- 5.2 The President shall serve a term of two years as President-elect before becoming President for a term of two years. The President shall serve for a period of two years as Past-President after demitting office as President.
- 5.3 The President shall preside over all meetings of the membership, of the Board and shall perform such other duties from time-to-time as may be required by the Board or by the General Assembly.
- 5.4 The General Secretary shall serve a term of two years and is then eligible for election for a further two years as General Secretary. On demitting office, the General Secretary is eligible for election in another capacity to the Board.
- 5.5 The General Secretary shall keep records of all meetings of the Board and General Assembly in a Register signed by the President and General Secretary and kept by the General Secretary who shall hold it at the disposal of members of the Association.
- 5.6 The General Secretary shall maintain a directory of members and be responsible for convening meetings of members and of the Board.
- 5.7 The Treasurer shall serve a term of two years and is then eligible for election for a further two years as Treasurer. On demitting office, the Treasurer is eligible to be elected in another capacity to the Board.

The new Treasurer will take over the duties from the previous Treasurer with effect from the beginning of the following calendar year i.e. on 1 January. The previous Treasurer will remain fully responsible during the period between the General Assembly and the end of the calendar year, and the new Treasurer will be called the 'Treasurer- elect'. The previous Treasurer will present to the General Assembly the account and balance for the calendar year for which s/he was responsible but may be deputised for by the new Treasurer.

- 5.8 The Treasurer shall receive all monies due to the Association and shall disburse such sums as are necessary to meet lawful indebtedness incurred and authorized by a vote of the Board or General Assembly.
- 5.9 The Treasurer shall on behalf of the Association be responsible for all funds and securities of any type and deposit the same in the name of the Association in such bank or banks as the Board may direct and shall have custody of all property of the Association and hold the same subject to the order and direction of the Association and shall invest and re-invest surplus funds subject to the order and direction of the Board.
- 5.10 The Treasurer shall prepare a budget annually for the succeeding year and shall arrange to have the accounts audited annually for the preceding year and shall render to the Association annually an accurate account of all sums received and disbursed during the preceding financial year and of the report of the audit made of the accounts. The accounting period is closed annually on December 31.
- 5.11 The Treasurer and President shall sign all contracts and other instruments entered into by the Association or the Board acting for the Association.

- 5.12 The Treasurer shall perform such other duties as may be properly required of him/her by action of the Board or General Assembly at duly constituted meetings.
- 5.13 Members of the Board who are not Officers shall serve a term of two years. They may stand for election for one further period of 2 years and thereafter may be elected again as an ordinary member of the Board after at least a one-year hiatus from the Board. After serving for two terms, members of the Board who are not Officers may be elected as an Officer without a break as a Board member.

Article 6. Meetings of the Board

- 6.1 The President shall be the chairman of the Board. In the absence of, incapacity, or following the death of the President, the President-elect or failing him/her, the Past-President will chair the meeting of the Board. In the event of the incapacity or death of the President, the President-elect will assume office as soon as is practicable.
- 6.2 All non-physical meetings of the board must incorporate telecommunication techniques that allow participation and deliberation of all invitees, such as telephone or video conferencing.
- 6.3 At least one half of the members of the Board shall constitute a quorum.
- 6.4 In the instance of resignation, incapacity, death, or any other reason resulting in inability to perform the relevant duties of a member or officer of the Board, the Board shall have the power to fill the resulting vacancy on the Board until the next General Assembly of the Association. Where an executive Board position cannot be filled by a Board member, the position will be opened to all active members, at the discretion of the Board. At the next General Assembly there will be an election according to the procedures mentioned in paragraph 8.8. The vacancy will be filled for the remainder of the term vacated. The term will not exceed the maximum allowed for each position. Any vacancy occurring within 3 months of the next General Assembly will not allow time for a regular nominating and voting procedure. Under these circumstances the Board shall have the power to fill the vacancy, which must then be endorsed at the General Assembly.
- 6.5 The Board shall have power to make and amend rules for its own procedures and shall keep records of such rules.
- 6.6 The Board shall have power to authorize expenditure of money for the conduct of its business including the administration of philanthropic funds entrusted to the Association in accordance with the aims and objectives of the Association.
- 6.7 The Board shall adopt before each financial year a budget for the operations of the Association for the ensuing year.
- 6.8 The Board is held to submit to the approval of the General Assembly the account of the past exercise and the budget of the following exercise.
- 6.9 The Board is authorised to waive the subscription of individual members under exceptional circumstances involving hardship.
- 6.10 If one third of members of the Board present so request, the minutes shall include a record of those members of the Board voting for and against a motion.
- 6.11 The Board shall publish a summary of its proceedings and decisions for the members.
- 6.12 The Board shall have power to confer with such other organisations as it deems fit in

order to plan for cooperating committees or otherwise to develop relationships with organisations.

- 6.13 The Board shall take all necessary steps to carry out any program determined by vote of the General Assembly and not otherwise provided for.
- 6.14 Legal proceedings, whether as plaintiff or defendant, shall be attended on behalf of the Association by the President, or by other persons authorised by the Board.

Article 7. Committees

- 7.1 Standing Committees of the Association may include, but not be limited to, the Finance Committee, Publications Committee, Scientific and Meetings Committee and Nominating Committee.
- 7.2 After discussion with other members of the Board and subject to the approval of the Board as a whole, the President shall have the power to make appointments to Standing Committees and shall have the power to establish new Standing Committees. The Board shall have the power to discharge or replace Standing Committees. All committees shall report to the Board through the President.
- 7.3 The President shall establish such ad-hoc Committees as he/she or the Board deem necessary for the purpose of carrying out specific projects. The term of such Committees is continuous until the function has been performed or until the Committee is otherwise discharged by the President or Board.
- 7.4 As necessary and subject to the approval of the Board, the President shall appoint liaison Committees or representatives for the purpose of establishing and maintaining rapport with other organisations.
- 7.5 The Finance Committee shall produce an overall financial strategy for the Association and, subject to the approval of the Board, will support the Treasurer in the implementation of that strategy. The Treasurer shall be a member of the Finance Committee.
- 7.6 The Scientific and Meetings Committee shall be responsible to the Board and to the General Assembly for the overall program for all scientific meetings and Congresses held in the Association's name.
- 7.7 A Nominating Committee consisting of the President, President-elect, two Past Presidents (one of whom will act as the Chairman), and one other member (not standing for nomination to the Board) of the Association, shall nominate one or more candidates for each of the Board positions to be filled at the next election after seeking nominations from members of the Association at least three months before the General Assembly.
- 7.8 Any statement or document reflecting a policy or position of the Association must receive approval from the Board prior to circulation or distribution.

Article 8. General Assembly

- 8.1 Full powers for the realisation of the objectives of the Association shall be vested in the General Assembly of members.

- 8.2 Only members who have paid their fees for the current year are able to participate at the General Assembly including by proxy vote form and online voting.
- 8.3 The General Assembly shall be held annually, usually physically at each Congress of the Association on the date and place designated in the Notice of Meeting, but possibly also virtually or in a hybrid format. The Notice of Meeting should be sent under the direction of the Board at least two months in advance and the proposed agenda should be drawn up and communicated one month in advance. Any proposal signed by at least 1/20 of the members has to be put on the agenda. Should a congress be cancelled the General Assembly must occur within 15 months of the previous General Assembly.
- 8.4 An Extraordinary General Assembly must be convened by the Board if one fifth of the active and emeritus members of the Association so request in writing and such Extraordinary General Assembly must be convened within two months and the proposed agenda should be sent to members one month in advance of the Extraordinary General Assembly.
- 8.5 The General Assembly shall lay down the general policy of the Association. The following points are marked for its business:
- a) approval the budget for the coming year, and the financial balance and accounts of the previous year;
 - b) vote on the replacement of outgoing members of the Board or decide, if need be, on their removal from office. It shall also formally approve the activities of each Board after their term of office has ended, thereby taking responsibility for the association, before passing control to the newly elected Board;
 - c) changes in the constitution according to the rules of the current constitution (see Article 10);
 - d) dissolution of the association according to the rules of the current constitution (see Article 11);
 - e) exclusion of a member (see Article 3.9);
 - f) approval of the report of the General Secretary;
 - g) vote on the annual membership fees;
 - h) as necessary, confirmation of the date, format and location of the next congresses and scientific meetings;
 - i) all other acts as indicated by the constitution.
- 8.6 All issues not required under law or the current constitution relating to the General Assembly may be enacted by the Board.
- 8.7 The General Assembly shall discuss all items agreed for inclusion on the substantive agenda. However, binding decisions may not be taken on any matter not appearing on the proposed and circulated agenda save by unanimous resolution.
- 8.8 Nominations for vacant offices on the Board should be sent to the Nominating Committee in a manner agreed by the Board at least three months before the General Assembly. The list of nominations will be communicated to members together with the proposed agenda one month before the General Assembly.
- 8.9 The General Assembly shall decide on all proposals for amending the present Constitution and for dissolving the Association in accordance with the provisions of this Constitution (see Articles 10 and 11).

- 8.10 Save in the exceptional cases provided for in this Constitution, resolutions shall be adopted by a simple majority of members present and voting.
- 8.11 With the exception of elections to the Board, changes to the constitution or dissolution of the association, decisions shall be valid if a quorum of forty members is present. For elections to the Board or where changes to the constitution or dissolution of the association are concerned proxy votes or online voting via the EAPCCT website will be accepted.
- 8.12 Proxy vote forms shall be distributed by the General Secretary with the agenda and enclosures for the General Assembly, according to the provisions of the constitution. Online voting will be enabled on the EAPCCT website when the agenda and enclosures for the General Assembly are distributed. For elections to the Board the proxy vote forms or online votes must be received by the Chairman of the Nominating Committee. For constitutional changes or dissolution the proxy vote forms or online votes must be received by the President. Proxy vote form and online voting via the EAPCCT website must ensure that every member is able to vote only once. All proxy vote forms or on-line votes must be received by the designated officer at least one week before the General Assembly. Where the designated officer cannot be present at the General Assembly the Board shall nominate an appropriate deputy.
- 8.13 Online votes are binding and cannot be changed. Should active or emeritus members who have voted online subsequently attend the General Assembly they will not be able to participate in votes on matters on which they have already voted online. Should active or emeritus members who have submitted a proxy vote form later attend the General Assembly their proxy vote forms will be considered void.
- 8.14 For board elections each proxy and on-line vote form shall indicate the maximum numbers of officer and/or board positions to be filled. Single votes may be cast for as many or as few candidates as desired up to these maxima. Incorrectly completed forms shall be considered void. Proxy and on-line votes received by each candidate are counted towards their total vote count. For each position or post the candidate(s) with the total maximum votes, shall be considered elected. In case of a tie between candidates the General Assembly shall cast a deciding vote by a simple majority of members present and voting.
- 8.15 Resolutions of the General Assembly shall be recorded in a register signed by the President and General Secretary, which shall be available for inspection by members.
- 8.16 The minutes of the General Assembly shall be sent to all members within two months of the Assembly.

Article 9. Working Language

- 9.1 The working language of the Association shall be English.

Article 10. Amendment of the Constitution

- 10.1 Any proposal for amending the Constitution must emanate from the Board or from one-third of the active and emeritus members of the Association.
- 10.2 The Board must notify the members of the Association at least two months in advance of the date of the General Assembly, which is to decide on the said proposal(s).

- 10.3 Decisions shall be valid if a quorum of two-thirds of the active and emeritus members are either present at the General Assembly, or represented by proxy vote form, or have voted on-line.
- 10.4 No decision shall be validly adopted unless it is voted for by a two-thirds majority of the active and emeritus members voting in person or representation by proxy vote form during the General Assembly or on-line. However, if this General Assembly does not comprise two thirds of the active or emeritus members of the association present, or represented by proxy vote form or having voted on-line a new General Assembly will be convened under the same conditions detailed above, and it will rule definitively whatever the number of active and emeritus members present, or represented by proxy vote form or having voted on-line. The Notice of Meeting must be sent at least fifteen days in advance of this second assembly.
- 10.5 Changes in the Constitution will only become effective after royal decree and after that the conditions of publicity as required by article 50§3 of the law and after publication in the Appendix of the Belgian Official Journal according to the article 51 §3 of the law.

Article 11. Dissolution

- 11.1 Any demand for dissolving the Association must be supported in writing by at least three quarters of the active and emeritus members of the Association.
- 11.2 The decision to dissolve will be acquired in General Assembly only when at least two thirds of the active and emeritus members are present, represented by proxy vote form, or have voted on-line. Failing this, a new General Assembly can be convened and the Notice of Meeting must be sent at least fifteen days in advance of this second assembly. This second assembly can rule whatever the number of active and emeritus members present, or represented by proxy vote form or having voted on-line. The decision of the General Assembly must be endorsed by 4/5 of the votes of the members present, or represented by proxy vote form or having voted on-line.
- 11.3 In the event of dissolution, the General Assembly shall designate one or more liquidators to be responsible for liquidating the property of the Association. The General Assembly shall likewise designate a non-profit making scientific organisation to which the remaining funds are to be transferred.

Article 12. General provisions

All that is not envisaged by these constitutional points and in particular the publications to be made in the Appendices of the Belgian Official Journal, will be regulated in accordance with the provisions of the Belgian Code of Companies and Associations of 23 March 2019, dealing with the companies, associations and foundations, as amended.