

AIT Constitution – Amended April 2022 to include the template wording for the UK GD4 Small Charity Constitution

Articles of the association (charity) - Updated April 2022

1. NAME

1.1 The charity shall be known as the “Association of Inhalation Toxicologists”.

1.2 Vision: “To advance inhalation toxicology for public benefit”

1.3 Mission Statement: “To advance inhalation toxicology for the public benefit in all its aspects pertaining to the effects of extraneous substances including inhaled pharmaceuticals and environmental agents to which humans or other species are exposed by design or adventitiously”

2. OBJECTS (PURPOSES)

2.1 This association shall remain a non-profit charitable association.

2.2 The aim of the charity shall be to advance quality dialogue on and provide a clearer understanding of all aspects of inhalation toxicology.

2.3 To advance inhalation toxicology for the public benefit.

3. TRUSTEES

3.1 The charity shall be managed by a committee of 3 trustees who are appointed at the Annual General Meeting (AGM) of the charity (the trustees are given officer roles of Chair, Vice-Chair and Treasurer of the Charity).

4. POWERS

4.1 In order to carry out the objects (purposes) but not otherwise the trustees may exercise the following powers:

4.1.1 Raise funds, receive grants and donations.

4.1.2 Apply funds to carry out the work of the charity either alone or co-operate with and support other charities with similar purposes e.g. hold exhibitions, conferences, meetings, lectures, classes, seminars, workshops and courses.

4.1.3 Do anything which is lawful and necessary to achieve the purposes.

4.1.4 Promote research, experimental work, scientific investigation and development into any aspect of the objects (purposes) of the charity and its work and to disseminate the useful results of any such research for the public benefit.

5. MEMBERSHIP

5.1 The charity shall have a membership. People who support the work of the charity and are aged 18 or over, can apply to the trustees to become a member. Once accepted by the trustees, membership lasts for 3 years and may be renewed. The trustees will keep an up-to-date membership list.

5.2 Membership Fee – Membership of the charity is free of charge for 3 years provided the person attends an officially sanctioned meeting of AIT within this period, but this shall be subject to annual review by the trustees. Those requesting to join the charity who do not attend the officially sanctioned meeting of AIT will be charged an annual fee (the fee will be set by the trustees and agreed by members). Any change to the annual membership fee shall be ratified at the AGM or by email. An annual membership fee for members may also be necessary and will be charged at the discretion of the trustees; if an annual fee is required, the level of the fee shall be ratified at the AGM or by email.

5.3 Membership will remain open based on continued communication with the charity (verbal or written). At the end of a three-year period without communication with the charity, membership will automatically be withdrawn.

5.4 The trustees may remove a person's membership if they believe it is in the best interests of the charity. The member has the right to be heard by the trustees before the decision is made and can be accompanied by a friend.

5.5 The trustees shall have the right for good and sufficient reason to reject an application for membership. Criteria for such rejection will include, but not limited to:

5.5.1 The trustees do not consider that the applicant will represent the best interest of the charity.

5.5.2 The applicant has been prosecuted, disciplined or otherwise known to be involved in behaviour likely to bring the charity into disrepute by malpractice.

6. ANNUAL GENERAL MEETING - AGM

6.1 There normally shall be one meeting of Members per year, usually in the autumn, to include the AGM. Not more than 15 months shall elapse between the date of one AGM and the next (in exceptional circumstances members may be permitted to attend through a virtual means). Fourteen days' notice will be given to all members telling them what is on the agenda. Minutes will be kept of the AGM.

6.2 No business may be transacted at an AGM unless a quorum is present. A quorum at an AGM shall consist of ten members.

6.3 The trustees shall present the annual report and accounts.

6.4 A sub-committee of elected members of the charity will assist the trustees to achieve the charity purposes. The sub-committee will be elected by members at the AGM or, in exceptional circumstances, by members via email. The sub-committee will normally be made up of at least 10 people from various organizations, which is considered adequate to allow for representation across the members of the charity. No organisation (including subsidiaries) shall have more than 3 members on the sub-committee to maintain diversity and balance to ensure adequate representation across the range of members.

6.4.1 Nominations for a position on the sub-committee shall be required to be proposed and seconded by other sub-committee members, by members attending the AGM or by members via email.

6.4.2 Proposals/applications with reasons for the candidate's suitability for a position on the sub-committee will be sent to the Chairperson (or other trustees) in advance of the AGM. However, the candidate must be present at the AGM to be elected, unless exceptional circumstances prevail.

6.4.3 Members of the sub-committee will be elected for 6 years. They will retire at the AGM held during the sixth year but may stand for re-election. Sub-committee members should take an active part in at least two thirds of the trustee committee meetings each year, unless exceptional circumstances prevail, by either attending in person or by teleconference. If this commitment (once elected) to be an active part of the sub-committee is not forthcoming the trustees will have the right to deselect them from that role.

6.4.4 Any member of the sub-committee who has served at least 2 years may stand for election as a trustee.

6.5 At the AGM, members shall elect 3 trustees to serve for the next 3 years (the trustees will remain as members of the AIT and act as chairperson, vice-chairperson and treasurer of the charity). They will retire at the AGM held during the third year but may stand for re-election.

6.5.1 In exceptional circumstances (e.g. resignation of a trustee), a trustee may be temporarily appointed by majority agreement of the existing members of the charity sub-committee until a formal election can take place at the next scheduled AGM.

6.6 Additional people may be drafted onto the sub-committee on a temporary basis when special circumstances arise (e.g., co-opted when specialist knowledge is required to assist with a specific project).

6.6.1 Co-opted members on the sub-committee will not be elected but invited to perform designated tasks as required by the trustees. Their tenure will be for a maximum of one year.

6.7 At any AGM a resolution put to the vote of the meeting shall be decided on a show of hands from attendees, each member having 1 vote only (if there are virtual attendees then an electronic poll will be used for those attendees).

6.8 In the case of an equality of votes whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a casting vote in addition to any other vote he/she may have.

6.9 Changes to the constitution shall be made at an AGM or throughout the year via email with an inclusion of a 4-week voting poll to collect responses. If 51% or more of the respondents are for the change proposed it will be ratified. Proposed changes should be provided to the trustees in good time. Written proxy votes concerning constitutional matters shall be accepted at the AGM.

6.10 The trustees, by majority agreement of its members or at least half of the sub-committee members shall have the power to call an Extraordinary General Meeting of the charity, at a minimum of 28 days' notice to the Membership.

6.11 Registration Fee – A registration fee, to be set by the trustees, shall be levied on delegates attending each meeting and delegates shall be notified of it in advance; at the discretion of the trustees, the fee shall be waived for invited speakers.

6 TRUSTEE MEETINGS

6.1 Trustees must hold at least 3 meetings each year. Trustees may act by majority decision.

6.2 At least 2 trustees must be present at the meeting to be able to take decisions. Minutes shall be kept for every meeting.

6.3 If trustees have a conflict of interest, they must declare it and leave the meeting while this matter is being discussed or decided.

6.4 During the year, the trustees may appoint up to 2 additional trustees. They will stand down at the next AGM.

6.5 The trustees may make reasonable additional rules to help run the charity. These rules must not conflict with this constitution or the law

7. TRUSTEE AND SUB-COMMITTEE SPECIFICATION

7.1 Trustees and sub-committee members are as follows:

- Chairperson (Trustee)
- Vice-Chairperson (Trustee)
- Treasurer (Trustee)
- Sub-committee members (not normally less than 10)
- Secretary (for administration)

8. DUTIES OF TRUSTEES, SUB-COMMITTEE MEMBERS AND SECRETARY OF THE CHARITY

8.1 Three Officers will act as the trustees of the charity (Chairperson, Vice-Chairperson and Treasurer).

8.2 Chairperson: shall normally chair the Committee meetings and AGM of the charity.

8.3 Vice-Chairperson: shall deputise for the Chairperson.

8.4 Treasurer: shall manage the financial affairs of the charity; shall provide annually at the AGM a balance sheet of the charity's financial affairs; shall submit annually the accounts up to 31 March for auditing by 2 members of the charity.

8.5 Sub-committee members: shall together with the trustees of the charity be responsible for furthering the aims of the charity and in particular organising the annual scientific meeting and the AGM. Where circumstances dictate the trustees may, when required, co-opt (non-elected) members of the charity to help with defined tasks of the charity.

8.6 The trustees shall approve new members of the charity. In addition, requests to become sub-committee members will be discussed by the trustees and their recommendations put to the members at the AGM or via email.

8.7 Secretary: shall assist with the charity's affairs, including maintaining the minutes of meetings. The Secretary shall in turn be assisted by others in organising meetings of the charity.

9. FUNDS

9.1 Money must only be used for the charity's purposes

9.2 Trustees must keep accounts. The most recent annual accounts can be seen by anybody on request.

9.3 Trustees cannot receive any money from the charity, except to refund reasonable out of pocket expenses.

9.4 Money must be held in the charity's bank account. Any cheques must be signed by 2 trustees. The funds of the charity may be used at the discretion of the trustees:

9.4.1 To cover all administrative costs of the charity.

9.4.2 To further the purposes of the charity.

9.5 Authorisation of payments from the funds can be by any of the following signatories:

- Treasurer

- Chairperson
- Vice Chairperson

10 General Meetings

10.1 If the Trustees consider it is necessary to change the constitution, or wind up the charity, they must call a General Meeting so that the membership can make the decision. Trustees must also call a General Meeting if they receive a written request from the majority of members. All members must be given 14 days' notice and told the reason for the meeting. All decisions require 51% of respondents to be in agreement. Minutes must be kept.

10.1.1 **Winding up** - any money remaining after payment of debts must be given to a charity with similar purposes to this one.

10.1.2 **Changes to the Constitution** - can be made at AGMs, at General Meetings or throughout the year via email to the members with an inclusion of a 4-week voting poll to collect responses. No change can be made that would make the organisation no longer a charity.

10.1.3 **General Meeting** - called on written request from a majority of members.

10.1.4 Trustees may also call a General Meeting to consult the membership.

11 Setting up the charity

11.1 This constitution was adopted on 30 April 2022 by the people whose signatures appear on the trustee's declaration form. They are the first members of the charity and will be the trustees until the AGM, which must be held within one year of this date.

This version of the constitution was agreed by the trustees on 30th April 2022 (Dr. Joanne Kilgour, Dr. Simon Moore and Mrs Jaminder Khinder).