Constitution of the European Society of Toxicologic Pathology e.V.

Version resulting from decisions made during the virtual annual general assembly on September 18th, 2024

§ 1 Name and Location

1. The name of the society is the “European Society of Toxicologic Pathology e.V.” and it is recorded in the register of societies.
2. The society is located in Wuppertal, Germany.

§ 2 Purpose

1. The main goal of the society is to protect man against harmful effects that may result from the intended use of active ingredients or additives, or which may be due to toxins at the workplace or in the environment.
2. The society aims at supporting the scientific interests of toxicologic pathology, to aid in the research of spontaneous and toxic changes which manifest themselves morphologically, and to further promote the importance of toxicologic pathology as an independent, specialized area. Correspondingly, the following tasks are envisioned:
    a. Providing an organization for persons working in this field especially in Europe and include them in the society,
    b. Supporting toxicologic pathology, i.e. that branch of pathology that is involved with morphologically determinable changes, especially those caused to the organism by chemically synthesized or biotechnology-derived substances or devices,
    c. Compiling and organizing elaborated principles and methods for detecting changes due to toxic substances, as well as determining suitable evaluation criteria and obtaining their general recognition,
    d. Supporting young scientists in the field of toxicological pathology, particularly by holding training courses and seminars, as well as achieving recognition of toxicologic pathologists as representatives of an independent, specialized area,
    e. Encouraging an exchange of ideas and experience by setting up working groups and holding annual conferences and slide seminars,
    f. Establishing relationships with similar organizations, exchanging experiences with them, as well as maintaining relationships with associated disciplines,
    g. Having English as the usual language for the Society’s meetings.
    h. To facilitate its aims and the work of the Executive Committee and to enhance the active participation of its members, the society may make use of remote communication tools and meetings, including the general assembly and associated tasks.

§ 3 Non-profit Status

The goals of the society are solely and directly non-profit, as described in the section Tax-Privileged Purposes (“Steuerbegünstigte Zwecke”) in the German tax code. The society acts altruistically; it is not primarily geared to making a profit. The society’s funds may only be used for purposes permitted under its constitution and members may not receive any payments from them. No one may be favoured by payments that are foreign to the goals of the society or by unusually high remunerations. Scientific results obtained by the society are to be made available to the public.

§ 4 Fiscal Year

The fiscal year of the society is the calendar year.

§ 5 Membership

1. Memberships are
    a. Full member
    Any individual may become a member who is a university graduate and works, or has worked, predominantly in the field of toxicologic pathology. An individual may also become a member who is a university graduate and does not work predominantly in the field of toxicologic pathology, but has a proven record to cooperate intensively with it.
    b. Student member
    Individuals in education may apply for a student member status at a reduced membership fee. For justification of the student member status, individuals must be enrolled full- or part-time in a professional veterinary or medical training program, or a graduate degree, residency or postdoctoral training program. This must be confirmed by an official document of the respective institution. Completion of the training period has to be announced to the ESTP Secretary. Student members then may apply for full membership.
    c. Retired member
    Members who have fully retired from the field of toxicologic pathology may apply for a retiree member status at a reduced membership fee. A personal statement about full retirement has to be sent to the ESTP Secretary.
    d. Associated member
    Any individual may become an associated member who is a university graduate and does not work predominantly in the field of toxicologic pathology, but has a strong interest in the field and wishes to cooperate intensively with it. Rights and duties correspond to those of full members, with the exception of not being eligible to be member of the Executive Committee.
2. The written membership application addressed to the chairman is to be accompanied by letters of reference from 2 ESTP members. If the applicant is not able to provide reference letters from ESTP members, members of other national or regional societies of toxicologic pathology may act as referees instead, additionally providing their own curriculum vitae.
3. New members are approved by the executive committee.
4. Honorary membership may be bestowed upon individual ESTP members who have rendered outstanding services to the society and/or the field of toxicologic pathology by the annual general assembly on the recommendation of the executive committee. Rights and duties are the same as those of a full member, except for the obligation to pay membership fees.
5. Membership is terminated
    a. When a member dies,
    b. By a written note of resignation, addressed to the chairman or secretary,
    c. By expulsion from the society,
    d. After one year of non-payment of membership fees.
6. A member who has committed a serious offence against the purpose of the society or its constitution can be expelled from the society by a resolution of the executive committee. The relevant member will be notified of the expulsion in writing and will have the opportunity for a personal or written hearing. The relevant member may address a written appeal to the executive committee within one month after receiving the notification. The appeal will be decided upon by the annual general assembly. If the right of appeal is not exercised within the given deadline, the expulsion is binding.

§ 6 Organs

The society has the following organs:

a. The executive committee,

b. One or more committees,

c. The general assembly.

§ 7 Executive Committee

1. The Society's Executive Committee consists of the Chairperson, the Designated Chairperson, the Past Chairperson, the Vice Chairperson, the Secretary, the Treasurer, and up to 12 councilors. The function of the individual councilors is defined by the executive committee. In the sense of § 26 BGB, the executive committee is represented by the chairperson, vice chairperson, secretary and treasurer. They represent the society in and out of court, whereby with each member of the Board of Directors acting with individual power of representation. For legal transactions with a volume of more than five thousand euro, the Board members require the prior consent of the executive committee. The executive committee may co-opt up to five (5) societies (or other established bodies) based in Europe that have similar objectives to those of the ESTP („sister societies") to nominate a representative as a councilor to ensure that decisions of the Board are made with awareness of the views, objectives and activities of the sister societies. The nominated representative must be member of the ESTP.
2. The executive committee may co-opt up to four (4) persons to attend committee meetings. These will not have a vote.
3. Members of the executive committee are elected individually for a period of two years by the membership. A member is elected by majority vote of the valid votes. The person elected as designated chairman becomes chairman after two years without election, and after a further two years past chairman without election.
   In case a designated chairman is not available to become chairman, the chairman is elected directly. If the chairman is not available to become past chairman, that position is not filled. No person can be elected to become chairman for a second term.
   An electronic or mail vote may be organised by the executive committee. If a member of the executive committee does not complete the term of office, the executive committee may choose a substitute member for the remainder of the term, however, the position of the chairman should be substituted by the designated chairman. Nominations can be submitted to the executive committee in writing (including e-mail) up to two weeks before the election.
4. Members who have not worked predominantly in the field of toxicologic pathology for at least 5 years cannot be elected to the executive committee with the exception of two councillor positions.
5. Resolutions of the Executive Committee are made in meetings, by video conference, by telephone or in writing by circulation.

§ 8 Committees

One or more committees and their committee chairs are appointed by the executive committee to prepare training seminars. Other committees may be appointed as needed. If a committee chair resigns, the committee suggests a new committee chair for approval by the executive committee.

§ 9 General Assembly

1. An ordinary general assembly should be convened annually by the executive committee, with written personal invitations going out 1 month in advance. The agenda determined by the executive committee is to be made known at this time.
   The summons is made in writing (including e-mail) to the last known address. The punctuality of the summons depends on the dispatch.

2. The general meeting can take place at the headquarters of the association or at any other location in Europe. The General Assembly can take place as a face-to-face event, as a hybrid event (presence + connection to the video conference) or via video conference.
3. The annual general assembly has the following tasks:
   a. Hearing of reports by the executive committee and other committees and granting approval for the work of the executive committee,
   b. Agreeing on which sister societies (or other established bodies) can nominate representatives to the executive committee,
   c. Election of the members of the executive committee, if no electronic or mail vote has been conducted in advance and considering the nominations by sister societies (or other established bodies),
   d. Passing of the budget for the coming fiscal year,
   e. Setting the amount of membership dues,
   f. Decisions on constitutional amendments or dissolution of the society,
   g. Presentation of new members,
   h. Decisions on a member's appeal against expulsion by the executive committee.
4. An extraordinary general assembly must be convened without delay by the executive committee if required for the society's operations or if at least 20% of the members request such a meeting in writing, giving the purpose and reasons.
5. Minutes are to be kept of the resolutions made by the general assembly, which are to be signed by the assembly leader and the person taking the minutes.

§ 10 Membership Fees

Membership fees are due annually on January 1st for the current calendar year. The amount due is decided by the general assembly.

§ 11 Constitutional Amendments, Dissolution of the Society, and Accrual of Society Property

1. Constitutional amendments require a two-thirds majority of members present.
2. A decision to dissolve the society requires a three-fourths majority of members present, with a number of votes in excess of half of the number of all registered members.
3. Requests for constitutional amendments must be made early enough to be included in the agenda sent out in due time with the invitation. In the case of the society's dissolution, the executive committee can call for a written ballot, which will be decided by a simple majority.
4. If the society is dissolved or the original purpose ceases to apply, its property is to be given to the European Society of Veterinary Pathology, which must use it exclusively and directly for non-profit purposes.

§ 12 Data Protection

The society, its organs, and members are committed to comply with the EU General Data Protection Regulation.

The society can make use of external resources such as an administrative assistant or a professional congress organizer. It is necessary that any such use is arranged in writing, including a data processing agreement in accordance with the EU General Data Protection Regulation.

§13 Protecting minorities and promoting diversity

ESTP treats all members equally. ESTP is committed to actively preventing or ending discrimination. ESTP supports diversity in membership and demands mutual respect among members.

In comparison to the constitution of the inaugural assembly in Frankfurt on November 28, 1986, this version of the constitution contains amendments passed by the ordinary general assemblies in Hannover on December 10, 1988, in Berlin on October 31, 1992 and in Munich on September 8, 2001.

The resolutions of the general assembly of September 8, 2001, to introduce English as the language of the society, to expand its activities Europe-wide, and to change the name of the society to the “European Society of Toxicologic Pathology”, have not yet been incorporated into the constitution at that time for juridical reasons; they were not expressly mentioned in the official invitation-agenda. These constitutional amendments were approved at the annual membership meeting in Giessen on October 11, 2002.

Additional constitutional amendments were approved on September 25, 2003 in Hamburg with regard to the Europeanization of the society.

Changes to Sections 5 and 8 regarding retired members, expulsion of members form the Society and appointment of committees were approved on September 30, 2004 in Lindau, Germany.

Changes to Sections 7 and 9 regarding the executive committee and the general assembly were approved on September 27, 2006 in La Grande Motte, France.

Changes to Section 5 regarding the termination of membership were approved on September 29, 2010 in Budapest, Hungary.

Changes to Section 5 regarding types of membership and deleting transitional conditions for sister society members, as well as changes to Section 7 regarding the number of councillors and elections were approved on September 23, 2015 in Guildford/Surrey, England.

Changes to Section 5 regarding the approval of new members and membership terminations, to Section 7 regarding representation of the Society in and out of court, executive committee members and the election procedure, to Section 8 regarding committee chairs, and to Section 9 regarding the tasks of the general assembly, as well as the deletion of the former Section 11 concerning membership in the “International Federation of Societies of Toxicologic Pathologists” were approved on August 30, 2017, in Lyon, France.

Changes to Section 2 regarding definition of “toxicologic pathology” and use of remote communication tools, to Section 5 regarding prerequisites for full membership, to Section 7 regarding experience needed to become member of the executive member and statement against discrimination, Section 10 regarding membership dues period and addition of Section 12 regarding compliance with the EU General Data Protection regulation were approved on August 27, 2020, during the virtual Annual General Assembly.

Changes to Section 5 regarding prerequisites for full and honorary membership, introduction of a new membership type (“associated member”) and documents to be produced for membership application were approved on September 29, 2021, during the virtual Annual General Assembly.

Changes to Section §5.3. regarding prerequisites for full and honorary member- ship, introduction of a new membership type (“associated member”) and documents to be produced for membership application were approved on September 29, 2021, during the virtual Annual General Assembly.

Changes to Section 5 regarding the rights and duties of honorary members. Changes to Section 7 regarding the legal representation of the Society, the designation of councillors, the nomination of candidates for the executive committee, and decision-making within the executive committee. Changes to Section 9 regarding the announcement of the general assembly and the format of the general assembly. Addition of Section 13 regarding the protection of minorities. These changes were approved by the General Assembly on September 18, 2024**.**