

ToxML Standards Organisation

Constitution

1 Name of the Organisation

The organisation shall be called the "ToxML Standards Organisation" or, in abbreviated form, "TSO".

2 Aims of TSO

- a) To adopt and further develop the currently available definition for a file format known as "ToxML" and to establish it as an international standard for the electronic exchange of toxicological and related data.
- b) To encourage and facilitate the ongoing development and use of ToxML.
- c) To provide a public platform to which proposals for additions and changes to ToxML can be delivered and from which ToxML and components of ToxML can be collected (for example, an appropriate computer web site).
- d) To implement and maintain procedures for assessing proposals for additions and changes to ToxML and for determining their acceptance or rejection.
- e) To ensure that ToxML (which may be in a unified form or in the form of a set of components) is reliable and consistent.
- f) To provide smooth transition when ToxML or any of its components is revised, with minimal disruption to users of the existing version(s).
- g) To ensure that versions of ToxML, once approved and published, are archived and accessible for future reference or use after they are superseded, for as long as is deemed necessary or reasonable by the Advisory Board.
- h) To provide such related services as shall be deemed appropriate by the Advisory Board provided and only that such activities further Aims (a) to (g) and are in no way detrimental to them.

3 Public Status of ToxML

- a) All contributions intended for ToxML and delivered to TSO shall forthwith be deemed to be free from any legal or moral copyright or commercial rights of ownership or exploitation.
- b) All contributions accepted by TSO and included, as delivered or in modified form, in any approved version of ToxML or component of ToxML shall forthwith be deemed to be in the public domain and the resultant ToxML or component shall not be withheld from any person making reasonable request. If any fee be charged for access it shall be in accordance with the terms set out in this document under the heading "Funding".

4 Voluntary Nature of Contributions

- a) Proposals for additions to or modifications of ToxML shall be accepted only provided that they are contributed free of charge.
- b) TSO and its representatives shall use their best endeavours to encourage volunteer curators, who will review and revise proposed contributions to ToxML and determine what shall or shall not be approved for incorporation into it. However, in the event that in the view of the Advisory Board it is desirable to appoint one or more paid curators and sufficient reliable funding is available they shall not be precluded from doing so.

5 Management of TSO

- a) During its initial stages, the project is being managed by Lhasa Limited.
- b) At the earliest opportunity and in any case no later than the end of year 2011 Lhasa Limited shall organise the setting up of an Advisory Board, including the appointment of the first members of the board.
- c) Members of the Advisory Board shall not be paid by TSO for their services as board members.
- d) Within twelve months of the establishment of the Advisory Board, the Board shall determine what organisation (hereinafter "Management Organisation") shall manage TSO for the next period of five (5) years and thereafter at the end of four (4) years shall determine what organisation shall manage TSO for the forthcoming five (5) year period, and so on.
- e) The Management Organisation may be funded through TSO if that is necessary and appropriate in the view of the Advisory Board. However, any organisation that is appointed as the Management Organisation shall be a non-governmental *bona fide* not-for-profit organisation or an organisation or individual that undertakes to conduct the work on a non-profit basis and can provide satisfactory evidence through audits or other means that the work is so-conducted.
- f) The Management Organisation shall not use its position in TSO to further other interests in any way that is detrimental to or in conflict with the interests of contributors to or users of ToxML or the public good.
- g) In the event that a Management Organisation becomes unable to fulfil its obligations, or unwilling to do so, during the course of its five-year appointment the Board shall first seek in good faith to resolve the problem and if the problem cannot be resolved within three months shall appoint an alternative organisation to take over the management for the remainder of the period.
- h) The day-to-day management of TSO and all decisions concerning the contents of ToxML and its components shall be in the charge of a Management Team of one or more persons employed, appointed, or in the case of voluntary membership accepted, by the Management Organisation. The most senior member of the Management Team in management terms shall be designated Management Team Leader.

- i) For the avoidance of doubt, curators of the standard will be members of the Management Team and shall report to and be instructed by the Management Team Leader.

6 The Advisory Board

- a) The Advisory Board shall comprise a chairperson, a secretary, and not more than nine ordinary members, all of whom shall be elected by vote at a meeting or virtual meeting (e.g. a teleconference or video conference) of contributors to and users of ToxML whose names have been registered with the TSO through a website or such other means of communication as shall be in operation in pursuit of the Aims of TSO (hereinafter "Registered Users"). Concurring votes from individuals representing the same organisation shall be counted as a single vote.
- b) In addition, the Management Team Leader shall be a *de facto* member of the Advisory Board.
- c) The Board may, at its own discretion, appoint one of its members to act as a treasurer or finance advisor but that appointee shall not be the Management Team Leader.
- d) The chairperson and secretary shall serve a maximum of two years and shall then stand down but be eligible for re-election for a further two years, after which they may not be re-elected until a further period of two years has elapsed.
- e) At the end of the first year following the first appointment of members of the Advisory Board, half of the ordinary members or if there is an odd number of ordinary members one more than half shall stand down but shall be eligible for re-election. At the end of the second year following the first appointment of members of the Advisory Board those ordinary members who did not stand down at the end of the first year shall stand down but shall be eligible for re-election. The re-elected ordinary members and all newly-appointed ordinary members thereafter shall serve for a maximum of two years and shall then stand down but shall be eligible for re-election.
- f) In addition to its responsibilities to appoint the Management Organisation, set out in 5(d), the Advisory Board shall maintain an overview of the work done by TSO and shall make recommendations with regard to both technical and administrative matters to further the interests of contributors to and users of ToxML.
- g) The Advisory Board shall not be empowered to instruct members of the Management Team with regard to technical or administrative matters but the Management Team Leader shall be expected to act on recommendations made by the Advisory Board in discussion with him/her.
- h) In the event that there is a conflict of opinion between the Advisory Board and the Management Team Leader or between the Advisory Board and the Management Organisation the final decision shall rest with the Management Organisation and the ultimate sanction of the Advisory Board shall be only in its powers to determine the appointment and retention of the Management Organisation as stated in 5(d) and 5(g).

7 Funding

Depending on the scale of uptake of ToxML, there may be significant costs in running TSO. If there is a need for funding in order to meet the Aims of TSO, the Advisory Board shall determine in discussion with contributors to and Registered Users of ToxML a method of fund-raising which might or might not include fees for access to ToxML or related services. If any fee be charged for access to ToxML such charge shall be fair and reasonable in comparison with schemes for delivering and maintaining other standards and having regard to the status of the recipient, that is whether the recipient represents a commercial enterprise, a public body, an academic body, or acts as a private individual, or is in any other category that might be proposed to and accepted by the Advisory Board.

Adopted 1st November 2011