

**WORLD ASSOCIATION
OF
RADIOPHARMACEUTICAL AND MOLECULAR THERAPY
(WARMTH)**

*This **revised version** of the Constitution was presented to, and subsequently approved and adopted by, the General Assembly of WARMTH, which was held on 7th May 2015 during the Tenth ICRT at Innsbruck, Austria.*

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1. Name, Seat and Scope of Activities

The name is the "World Association of Radiopharmaceutical and Molecular Therapy" abbreviated to WARMTH. The Registered Office of the Association is in New Delhi, India. It extends its activities throughout the world, via a Secretariat, which is appointed by the Governing Body (GB).

2. Objectives and Means

The Association is a voluntary non-profit making organization of individuals associated for the purposes and using the means to reach these purposes set out in the following:

2.1 To advance science and education of therapeutic nuclear medicine and radiopharmaceutical therapy including dosimetry, treatment evaluation, radiation physics, radiation biology and radiation protection for the benefit of public health and humanity.

2.2. To promote and co-ordinate throughout the world the discussion and exchange of ideas and results on problems associated with radiopharmaceutical and molecular therapy and research by making use of unsealed radio-active substances and radiopharmaceuticals, which would also include radioactive substances such as labeled particles (macroaggregates, microspheres, etc.), radiolabeled nanoparticles (nanospheres) and the properties of radionuclides in medicine.

2.3. To provide a suitable platform for the dissemination and discussion of the latest results in the field of Nuclear Medicine Therapy, and related subjects.

2.4. To organize every year, an International Conference on Radiopharmaceutical Therapy (ICRT) to help meet the goals set out in 2.1 and 2.3.

2.5. To represent with one voice all Global Radiopharmaceutical Therapy activities in the field of science, education and the promotion of good and safe practice by providing information, collaborating with National and Regional authorities and International organizations including WHO (World Health Organization), IAEA (International Atomic Energy Agency), WFNMB (World Federation of Nuclear Medicine and Biology), SNMMI (Society of Nuclear Medicine and Molecular Imaging), EANM (European Association of Nuclear Medicine), ANZSNM (Australian and New Zealand Society of Nuclear Medicine), AOFNMB (Asia Oceania Federation of Nuclear Medicine and Biology), ARCCNM (Asian Regional Cooperative Council for Nuclear Medicine), and ALASBMN (Association of Latin American Societies of Biology and Nuclear Medicine); in particular, to contemplate the formation of WARMTH Chapters within other appropriate national and international organizations.

2.6. To promote appropriate professional training in Radiopharmaceutical and Molecular Therapy.

3. Raising of Funds

Currently, the financial year of WARMTH is April 1 to March 31. The funds of WARMTH may be raised by individual or corporate membership fees, savings from conferences and symposia incomes, donations, gifts, industrial grants and by other means that the Governing Body shall decide.

4. Members

4.1 In conformity with the aims of WARMTH and the universal nature of scientific research and human rights, membership is irrespective of any one country, language area, ethnic group, gender or religion.

4.2. The members of WARMTH are: ordinary members, associate members and honorary members. Companies may have the status of Corporate Members.

4.3. Any physician or scientist or person committed to the objectives of WARMTH with a completed university or equivalent education will be able to become an Ordinary Member of WARMTH provided that he or she is mainly engaged in nuclear medicine or related fields.

4.4. Associate Membership of WARMTH is open to any other non-physician /non-scientist person such as nuclear medicine technologist, and others, working in the field of nuclear medicine or related fields in a different fashion.

4.5. Honorary Membership is reserved for persons of outstanding distinction who have provided great service to WARMTH.

4.6. Corporate membership is offered to companies interested in promoting the aims of WARMTH.

4.7. Admission to Ordinary, Associate and Corporate Membership of WARMTH requires that a completed online application be submitted online. The application for Membership is subject to review by the Governing Body. The Member's Assembly may review Memberships online.

4.8. The Annual or Five-Year Membership Fees for various categories of Members is set by the Governing Body and approved by the Members' Assembly. In case the new rates are imposed, they will apply from date of renewal for the term selected.

4.9. Active membership at present allows complimentary registration to the Members to participate in ICRT organized by WARMTH. However, based on WARMTH resources, this practice could be changed by the Governing Body and approved by the Members' Assembly.

4.10. Honorary Members are elected at the Members' Assembly on a proposal from the Governing Body. Such elections shall require approval by two-thirds of the members present.

4.11. Rights of Members: All Members have the right to vote at the Members' Assembly, to be informed of and participate in the activities of WARMTH, and the

right to propose in writing to the Governing Body nominees for honorary membership.

4.12. Only Ordinary Members with a minimum of two years' standing have the right to take office in the Governing Body or the Court of Arbitration of WARMTH.

4.13. **Obligation of Members:** All Members shall promote and embrace the objectives of WARMTH set out in Bylaw 2. All Members shall pay the membership fees of WARMTH as determined by the Governing Body and ratified by the General Assembly.

4.14. **Termination of Membership:** Termination may be voluntary by giving three months' written notification to the Secretary of WARMTH. Termination will be obligatory if a member has remained three months in arrears with his or her membership fees. Termination will be at the discretion of the Governing Body by a unanimous decision if a member is considered to have brought WARMTH into disrepute. A member may appeal to the Court of Arbitration.

5. The Organizational Structure of WARMTH:

- The **Assembly of Members**;
- The **Governing Body (GB)**, which will consist of an **Executive Board** [President, President-Elect, Secretary, Treasurer, and Immediate Past President], and an **Advisory Board**, which will consist of up to eight members as follows:
- Four **At Large GB members** of the Governing Body, getting the highest votes from among all the nominated candidates;
- Two other **appointed positions**, one selected by the Executive Board (Chief Operational Officer), and the other selected by the Governing Body (the next ICRT President); and
- At the **Executive Board's** discretion, two additional internationally renowned physicians/scientists from outside of WARMTH that can bring more depth and skill set to the GB.
- **Committees and Task Groups** as set up by the **Executive Board** for various required functions;
- The **Auditors**;
- The **Court of Arbitration**; and
- **Chapters of WARMTH** as formed within appropriate national and international organizations.

5.1. The Assembly of Members

The Members' Assembly is made up of Ordinary, Associate and Corporate members. Members may only attend provided that they produce evidence that they have fully

paid their membership fees by the time of the Members' Assembly. Honorary members may attend.

The Members' Assembly takes place once in a year normally during the regular **annual** International Conference on Radiopharmaceutical Therapy (ICRT). This conference will generally be held during the last quarter of the Calendar Year (October 1 – December 31), or in special cases during another part of the year. The agenda will be circulated 4 - 6 weeks before the Assembly. Items may be added to the agenda and discussed under "other items" if approved by the Assembly or the Executive Board of WARMTH.

An extraordinary meeting of the Members' Assembly may be called either by the Governing Body or if at least 20% of ordinary members propose this in writing to the President. The time of notification of the date of the extraordinary Members' Assembly should be 12 weeks; the time of written notice of the agenda should be 4-6 weeks.

The Members' Assembly has the following functions and responsibilities:

- To receive the Annual Report of the Governing Body.
- To exonerate the Governing Body.
- To discuss the general policy put forward by the Governing Body.
- Subject to a detailed recommendation from the Governing Body, to approve the Congress venues up to four years in advance.
- To discuss and approve the individual membership fees of WARMTH.
- To present views of individual members to the Governing Body.
- To elect the **Executive Board** members and the **At Large** members of the Governing Body by electronic ballot, from all nominations received and circulated by the Election/Nominating Committee and/or the current Secretary:

1. President-Elect

2. Secretary

3. Treasurer, and

4. At Large members of the Governing Body

- To be informed of the admission of members.
- To vote on changes in the Constitution/By-laws.
- To elect Honorary members.
- To appoint three members to the Court of Arbitration.
- To appoint two Auditors
- To implement the dissolution of the Association.

5.2. The **Governing Body**

As stated earlier in Item 5 above, the Governing Body shall be composed of the following:

5.2.1. **Executive Board:**

- President
- President- Elect
- Secretary
- Treasurer
- Immediate Past President

5.2.2. **Advisory Board:**

- Four At Large Elected Members of the Governing Body
- Chief Operational Officer (Appointed position by the Executive Board)
- Congress President (ICRT) (Appointed by the Governing Body)
- Up to two other additional Advisors, selected by the Executive Board which may include prominent clinicians/scientists from outside of WARMTH

5.2.3. WARMTH President has the following functions and responsibilities:

- To act as the official representative of WARMTH.
- To sign with the Secretary or Treasurer appropriate documents for WARMTH.
- To chair the Governing Body and to be responsible for the short and long term planning of WARMTH.
- To chair the Members' Assembly.
- To coordinate and monitor all financial and scientific activities of WARMTH meetings including ICRT on behalf of the Governing Body of WARMTH.
- To be responsible for the editorial content of WARMTH web site, or delegate an officer from the Governing Body to be responsible for this.

5.2.4. WARMTH President-Elect has the following functions and responsibilities:

- To appreciate and become cognizant with the overall lines of policy and directions of WARMTH as a whole.
- To help in period of transition between officers of the Governing Body and to assist the President in officially representing WARMTH.
- Upon request from the Governing Body the President-Elect can take on special tasks (including but not limited to the tasks in connection with the functions of the Governing Body).
- In case of early retirement or incapacity of the President of WARMTH, WARMTH President-Elect takes office immediately until the end of his/her own mandate.

5.2.5. The Secretary of WARMTH has the following functions and responsibilities:

- To work in close collaboration with the WARMTH Permanent Secretariat and to supervise its work. The Permanent Secretariat will assist all GB members (especially the Secretary) with the following tasks:
 - To ensure that the correspondence of WARMTH is appropriately dealt with and filed.
 - To notify the Governing Body and Members of the meetings with at least 6 weeks' notice.
 - To ensure that the Agenda and Minutes of all Assemblies are sent out at least 2 weeks prior to the Assembly.
 - To assist with the circulation of nomination notices and necessary papers.
- To record all resolutions passed by the Governing Body and Members' Assembly and to document the short and long term plans of WARMTH in the Minutes of those meetings. The Minutes shall be signed by WARMTH President, President-Elect, and Secretary, and circulated by the Permanent Secretariat.

5.2.6. The Treasurer of WARMTH has the following functions and responsibilities:

- To carry out the financial dispositions decided by the Executive Board, and with the assistance of the Chief Operating Officer, to keep accurate records, thereof by the keeping of proper books of account – including all sums of money received and expended by WARMTH, all sales and purchases by WARMTH, and all assets and liabilities of WARMTH.
- To report to the Governing Body and Members' Assembly on the financial state of WARMTH, through a written account of income and expenditure for the preceding 12 months together with a balance sheet made up at the same date, once yearly, and to propose the budget for the next year to the Governing Body and the Members' Assembly.
- To submit these accounts to the Auditors.

5.2.7. The Chief Operational Officer has the following functions and responsibilities:

- As needed, providing the Executive Board miscellaneous advice regarding operational procedures, and all related issues.
- To maintain and assist with updating the website as required.
- To assist the ICRT President with the tasks required for various items such as electronic abstract submission and review, meeting registration requirements, housing, and other conference related tasks.
- Membership list.
- Membership renewals.
- Help with, implement, and maintain the electronic election process, as and when necessary.

5.2.8. The Congress President of ICRT has the following functions responsibilities:

- To sign an agreement with WARMTH to organize the ICRT in keeping with the guidelines, norms and philosophy of WARMTH.
- To chair the Organizing Committee and appoint its members.
- To invite highly proficient Keynote, Plenary, Highlight and other lecturers and session chairpersons, in conjunction with the Executive Board.
- To design and chair the opening and closing ceremonies in collaboration with the Local Organizing Committee.
- To be responsible for preparing a budget for the Conference and seek prior approval of WARMTH Governing Body and to work in close collaboration with the President of WARMTH in discharging responsibilities with regard to all financial and scientific activities of the conference.
- To establish an operational funding source and manage with the oversight of the President and the Treasurer of WARMTH.
- To submit an audited account of the conference to the WARMTH Governing Body within six months after the completion of the conference. To subsequently transfer all “unspent” money of ICRT to WARMTH Bank account.

5.2.9. Functions of the Governing Body

The Governing Body will be chaired by the WARMTH President. It should meet at least once per year. WARMTH President is responsible for calling a meeting and the Secretary is responsible for notifying members of the Governing Body of the date normally at least 4 weeks before a meeting is to take place, the agenda being presented at least two weeks in advance.

Decisions will be taken by simple majority vote. WARMTH President will cast the deciding vote in case of a deadlock.

The Governing Body can determine at its own discretion that meetings and the work of the Governing Body concerning particular matters are confidential and must not be carried outside WARMTH Governing Body by any member.

The Governing Body will be responsible for:

- Establishing the broad policy guidelines and forward planning for the Association and the overall budget of WARMTH, including the Congress Budget.
- Setting membership fees and administering the funds of WARMTH.
- Convening the Members’ Assembly and reporting its activities to the Assembly.
- Carrying out the decisions of the Members' Assembly.
- The decision to launch or dissolve Task Groups and Committees and to appoint Chairpersons and members thereof as appropriate.

- Propose Honorary Members

6. Committees and Task Groups

The purpose of Committees and Task Groups is to implement WARMTH activity. Their function is governed by WARMTH rules.

The Task Group Coordinator appointed by the Executive Board from within the Advisory Board members of WARMTH has the following functions and responsibilities:

- To be responsible for coordinating the activities of the Task Groups and Committees and to actively make recommendations to the Governing Body.
- To require and receive from the Chairpersons of Task Groups and Committees written activity reports, which should indicate to what extent, present goals have been reached.
- To present the budget and accounts of each Task Group and Committee to the Governing Body.
- To receive proposals for new Task Groups and Committees and to advise the Governing Body on the completion or termination of activity of Task Groups and Committees.

6.1. The President, the President - Elect, and the Immediate Past President, on behalf of the Executive Board, may select up to two additional members of the Advisory Board of the Governing Body. These additional members may include members outside of WARMTH and will be selected in order to broaden the depth of skills of the Advisory Board.

7. Nomination, Election Procedures, and Voting

7.1. Announcement of elections

The Secretary must circulate to all members at least six months before the WARMTH Members' Assembly (held Generally during the Annual ICRT in Fall), invitations to electronically nominate (online, preferentially the website of WARMTH), for positions open for election. All nominations for positions in the Governing Body must include the name and affiliation of the person proposed, the office, the name and affiliation of the proposer and of the two seconders. The Secretary must receive these nominations at least 3 months before the Members' Assembly in the method outlined by the Secretary.

An Ordinary Member may make nominations, and self-nominations will be allowed.

The Secretary of WARMTH must circulate to all Members of WARMTH the details of the nominations for Office Bearers of Governing Body for their review, at least two months prior to the actual date of Members' Assembly. No nominations will be accepted from the floor of the Members' Assembly, unless no nomination has been received for the office or position.

7.2. Elections to the Governing Body

7.2.1. Actual elections will be held by electronic ballot. Every eligible Member of WARMTH is a member of the Members' Assembly and eligible to vote. Each Member has one vote.

7.2.2. An eligible Member is an Ordinary Member in good standing.

7.2.3. The term of office is for a period of two years.

7.2.4. All terms for renewal for a second term are subject to re-election. They cannot be consequent to the first term.

7.2.5. No renewal is possible for a third term.

7.2.6. Conflict of Interest Policy

The nominees for positions in the Governing Body and as Chairmen of Task Groups and Committees shall, upon nomination, and after being elected, annually or in case of a change, declare any mission, appointment or other tie that may risk or constitute any actual or potential conflict of interests in particular in connection with functions they may have in other organizations or in enterprises. They shall also disclose any potential damages that such risk may cause to WARMTH.

In the event of conflicts of interest, the interest of WARMTH shall have priority over interests and obligations of loyalty that a WARMTH officer, as specified above, may have vis a vis third parties. When in doubt, the issue should be submitted to the Court of Arbitration.

7.3. Voting

7.3.1. Voting for officers will be by plurality, i.e., the largest number of votes received by any candidate will be declared winner. If necessary, a second ballot will be used to elect from the candidates with the greatest tied number of votes in the first ballot.

- 7.3.2. Voting for At-Large GB Members will be multi-seat election. Each Ordinary Member will have four votes among those running for an At Large Governing Body Member position. The candidates with the four highest votes total will be elected to the At Large Governing Body. If necessary, a second ballot will be used to elect from the candidates tied for the fourth position after the first ballot.

8. The Auditors

The accounts of WARMTH shall be audited by two Ordinary Members appointed by the Members' Assembly and by an externally registered auditor, who is qualified as accountant, tax advisor or certified public accountant.

9. The Court of Arbitration

The Court of Arbitration may be called by the President of WARMTH on the advice of the Governing Body to resolve all disputes arising within WARMTH that cannot be solved by the organs or officers of WARMTH. It shall be composed of three Ordinary Members chosen by the Members' Assembly. One of them will act as Chair. The Court of Arbitration shall then decide in matters of dispute by majority vote.

10. Indemnity

The Members of the Governing Body and other Officers of the Association shall be indemnified out of the funds of the Association against all costs, charges, losses, damage and expenses which they shall respectively incur or be put to on account of any act, deed, matter or thing which shall be executed, done or permitted by them respectively in good faith in or about the execution of their respective offices.

11. Changes in the Constitution

Proposals to change the constitution can be made by the Governing Body or by ordinary individual members. In the case of changes proposed by an ordinary individual member, they must be lodged with WARMTH President in writing not later than 12 weeks before the Annual Meeting of the Members' Assembly and must be supported by at least 1/3 of the of the Ordinary members. Such proposed changes must be submitted for consideration to The Governing Body and be on the Agenda for discussion by Members' Assembly where the changes must receive a two-thirds majority of those present.

12. Dissolution of WARMTH

12.1. The voluntary dissolution of WARMTH may be approved if proposed as a resolution in writing to the Governing Body by at least one half of the ordinary members, and then is only valid if it is agreed by three-quarters of all Ordinary Members.

12.2. In the event of dissolution of WARMTH, or should it change its objectives and no longer fulfills the criteria of section 2, a properly qualified lawyer should be appointed as

liquidator and any assets remaining, after settlement of all financial commitments for the Association and including the fees due to the liquidator, shall then be given to such Societies or organizations with similar objectives and, as WARMTH, fulfilling the criteria of sections 1 – 2 at the sole discretion of the Governing Body.