

THE BRITISH OCCUPATIONAL HYGIENE SOCIETY

SOCIETY REGULATIONS

1. Interpretation

Words and expressions in these Society Regulations will have the same meaning as attributed thereto in the Charter and the Byelaws unless inconsistent with the context.

2. The Council

- 2.1 The Council, so long as there are not less than 12 members thereof, shall comprise the President, the President-Elect, the Immediate Past President, the Honorary Secretary, the Honorary Treasurer, the Registrar of the Faculty of Occupational Hygiene (hereinafter called “the Registrar”) (“the Officers of the Society”) and six other members of the Society (“Ordinary Council Members”). The members of the Society shall elect annually the President-Elect, the Honorary Secretary and the Honorary Treasurer. The members of the Faculty of Occupational Hygiene shall elect the Registrar in accordance with its Faculty Regulations. Persons who are members of the Faculty of Occupational Hygiene shall at all times comprise the majority in number of the Council.
- 2.2 At each annual general meeting the President-Elect shall become the President (unless unable or unwilling to do so in which case he shall vacate his office and the Council shall appoint someone to act in his place) and the President shall become the Immediate Past President (who shall, in turn, vacate his office at the next annual general meeting).
- 2.3 At each annual general meeting Council Members who have served on Council for three consecutive years and who are not Officers of the Society shall retire from office and the members of the Society shall elect members to fill the vacancies on Council. Ordinary Council members shall not be eligible to serve in that capacity for more than six consecutive years.
- 2.4 No Officer of the Society shall serve in any one nominated capacity for a continuous period exceeding the interval between an annual general meeting and the next, **PROVIDED THAT** the Honorary Treasurer and Honorary Secretary may immediately serve in the same capacity if re-elected.
- 2.5 Nominations for the election of President-Elect, Honorary Secretary and Honorary Treasurer and Ordinary Council Members to be elected in accordance with these provisions shall be submitted in writing to the Honorary Secretary (supported by the signatures of the nominee and two other members entitled to vote) no more than 90 days nor less than 60 days prior to the annual general meeting and in the event of there being more nominations than vacancies a postal ballot shall be held no more than 60 days nor less than 30 days prior to the annual general meeting open only to those members entitled to vote. The Council shall have the right to determine when the ballot shall be declared closed, to supervise the counting of votes and to

call for another ballot if thought fit. The Honorary Secretary or President shall announce the result of such ballot at the annual general meeting.

3. Powers and duties of the Council

3.1 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Society, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by any one or more of the Council Members or the Honorary Secretary in such manner as the Council shall from time to time determine.

3.2 Strictly subject to the provisions of the Charter, the Council may exercise all the powers of the Society to borrow money without limit as to amount and upon such terms and in such manner, and to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Society, or of any third party, as they think fit.

3.3 Minutes

3.3.1 The Council shall cause minutes to be made:

3.3.1.1 of all the appointments of officers made by the Council;

3.3.1.2 of the names of the Council Members present at each meeting of the Council and any sub-committee thereof; and

3.3.1.3 of all resolutions proceedings and business at all meetings of the Society, and of the Council, and of any sub-committee, and, together with all registers, instruments, contracts, notices, records or other information or any thereof statutorily or otherwise required to be registered or recorded by the Society, may be recorded as the Council may determine in bound books or by some other means so long as the recording is capable of being reproduced in legible form and adequate precautions are taken for guarding against falsification. The Honorary Secretary (or other person in his stead) present at any meeting of the Council or of a sub-committee shall note the names of those Council Members present in a written record to be kept for that purpose, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

3.3.2 All such minutes shall be available for inspection by any member during normal business hours by prior appointment with the Honorary Secretary.

- 3.4 The Council Members for the time being may act notwithstanding any vacancy in their body provided always that in case the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Society Regulations it shall be lawful for them to act as the Council Members for the purpose of admitting persons to membership of the Society, filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose.
- 3.5 The Council may from time to time and at any time appoint a member of the Society to be a Council Member, either to fill a casual vacancy or by way of addition to the Council. Any member so appointed shall retain his office only until the next annual general meeting, but he shall then be eligible for election to Council in the normal way.

4. Proceedings of the Council

- 4.1 Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the President (or other chairman of the meeting) shall have a second or casting vote. A Council Member may at any time summon a meeting of the Council. It shall not be necessary to give notice of a meeting of the Council to any Council Member for the time being absent from the United Kingdom unless he has given the Society notice of his address abroad.
- 4.2 The quorum necessary for the transaction of the business of the Council may be fixed by the Council, and unless so fixed shall be, and in any case shall never be less than, six.
- 4.3 The President shall be entitled to preside as chairman at all meetings of the Council at which he shall be present, but in his absence the President-Elect shall so preside (unless also absent in which case the Council shall elect another person to preside for that meeting).
- 4.4 The Council may delegate any of their powers to sub-committees consisting of such member or members of the Society and such other persons as they think fit, and any sub-committee so formed shall, in the exercise of powers so delegated, conform to the Byelaws and these Society Regulations. The meetings and proceedings of any such sub-committee shall be governed by rules for regulating the meetings and proceedings of the Council so far as practicable and so far as the same shall not be superseded by any regulations made by the Council.
- 4.5 All acts bona fide done by any meeting of the Council or of any sub-committee, or by any Council Members, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Council Member, or that he or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Council Member.
- 4.6 A resolution shall be in writing and may consist of two or more documents in like form signed by one or more of all the Council or members of any sub-committee thereof who are entitled to receive notice of a meeting of the Council or of such sub-committee and shall be as valid and effectually as if it

had been passed at a meeting of the Council or of such sub-committee duly convened and held.

- 4.7 The seal of the Society shall not be affixed unto any instrument except by the authority of a resolution of the Council and in the presence of at least two Council members and the said members shall sign every instrument to which the seal be so affixed in their present, and in favour of any purchaser or person bona fide dealing with the Society such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

5. Chief Executive

- 5.1 A chief executive may be appointed by the Council for such term, at such remuneration and upon such conditions as they shall think fit and any chief executive so appointed may be removed by the Council.
- 5.2 The chief executive will not be a director of the Chartered Society.
- 5.3 Subject always to the provisions of the Charter, the Byelaws and these Society Regulations the Council may entrust and confer upon the chief executive such executive powers and responsibilities as it may think fit.

6. Amending these Society Regulations and Formation of new Faculties

- 6.1 The Voting Members of the Chartered Society may, by Special Resolution extend, modify or repeal any of these Society Regulations.
- 6.2 The Council may at any time resolve to add or create a Faculty provided that prior approval, by Special Resolution of the Voting Members of the Chartered Society has been obtained.