

# ROYAL CHARTER

## **ELIZABETH THE SECOND by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:**

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS The British Occupational Hygiene Society (herein after referred to as “the Existing Society”) was incorporated as a charitable company limited by guarantee under the Companies Act 1985 and has by a Humble Petition prayed that We might be graciously pleased to grant to it a Charter of Incorporation for the better advancement of the practice of promoting and protecting occupational and environmental health and hygiene and the education of practioners therein:

AND WHEREAS we, having taken the said Petition unto Our Royal consideration are minded to accede thereto:

NOW THEREFORE KNOW YE that by virtue of Our Prerogative Royal and of Our especial grace, certain knowledge and mere motion, to grant and declare, and by these Presents do for Us, Our Heirs and Successors, grant and declare as follows:

1. All present members of the Existing Society and all other persons who may hereafter become members of the body corporate hereby constituted are hereby created and henceforth forever shall be one Body Politic and Corporate by the name of The British Occupational Hygiene Society (herein after referred to as “the Chartered Society”) and by the same name shall have perpetual succession and a Common Seal with power to alter, vary and break and make anew such Seal at their discretion, and by the same name shall and may sue and be sued in all Courts and in all manner of actions and proceedings, and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.

### **2. Interpretation**

In this Our Charter unless the context otherwise requires:

- 2.1 “the Byelaws” means the Byelaws set out in the Schedule to this Charter as amended from time to time as hereinafter provided;
- 2.2 “the Board” means the Board of Trustees of the Chartered Society referred to below as from time to time constituted in accordance with the Byelaws and the Regulations;
- 2.3 “the Faculty” means any professional Faculty operated by the Chartered Society (and “Faculties” shall be construed accordingly);
- 2.4 “Ordinary Resolution” means a resolution of a General Meeting of the Chartered Society which has been carried by a simple majority of such members of the

Chartered Society as, being entitled to vote, vote in person or by proxy at the meeting;

- 2.5 “Regulations” any regulations of the Chartered Society from time to time made pursuant to **paragraph 9.2**;
- 2.6 “Special Resolution” means a resolution of a General Meeting of the Chartered Society which has been carried by a majority of not less than three quarters of such members of the Chartered Society as, being entitled to vote, vote in person or by proxy at the meeting;
- 2.7 “Voting Members” means such members of the Chartered Society eligible to vote;
- 2.8 words importing the singular number only shall include the plural number, and vice versa;
- 2.9 words importing one gender only shall include all genders;
- 2.10 words importing persons shall include bodies corporate and unincorporated associations.

### **3. Objects**

The objects for which the Chartered Society is incorporated are the promotion and protection of occupational and environmental health and hygiene. In furtherance of this object the Chartered Society will:

- 3.1 promote public and professional awareness, good practice and standards; and
- 3.2 research and advance education in the science of occupational and environmental health and hygiene in particular by operating professional Faculties.

### **4. Powers**

In furtherance of the objects set out in **paragraph 3** the Chartered Society shall have the following powers:-

- 4.1 to acquire with or without consideration any legal and equitable estate or interest in land, any personal property and any rights, actions or privileges which the Chartered Society may think necessary for the promotion of its objects, and to construct, maintain, demolish, adapt and alter any buildings or erections necessary or convenient for the objects of the Chartered Society;
- 4.2 subject to such consents as are required by law to sell, improve, mortgage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Chartered Society;
- 4.3 to let out or take on hire as places of assembly, display centres or otherwise any part or parts of any land or buildings and in such divisions and manner as may be expedient;
- 4.4 to finance, promote, edit, print, publish and encourage the study, writing and distribution of books, papers, reports, periodicals, circulars, articles, visual and audible learning aids and other matter to increase public knowledge of occupational and environmental hygiene and of the activities of the Chartered Society or any part or parts thereof and otherwise in furtherance of the objects of the Chartered Society;
- 4.5 to establish equip and maintain technical and historical museums and libraries;

- 4.6 to hold (either on its own or jointly with others) conferences, seminars, meetings, lectures, courses and discussions;
- 4.7 to hold, conduct and/or supervise examinations of entry at all levels to the profession of occupational hygiene and to award qualifications in occupational hygiene (or in particular aspects thereof);
- 4.8 to make awards signifying defined levels of professional or operational competence in the practice of comprehensive occupational hygiene or in particular aspects of such practice and to maintain a record of all holders of such awards;
- 4.9 to become a certifying body;
- 4.10 to define and publish the criteria upon which its judgement of competence at various levels shall be based;
- 4.11 to work in conjunction with other national and international organisations, or to act on their own behalf, to enable those organisations to achieve the above objectives;
- 4.12 to identify areas of equivalence between a Faculty's examinations and those of other qualifying or examining bodies;
- 4.13 to explore the possibility of, and where possible enter into, reciprocal arrangements with other qualifying or examining bodies in occupational hygiene;
- 4.14 to confer, consult, maintain contact and co-operate with any other professional, scientific or technical institute, society or association or other body with a view to the pursuit of common objects in occupational hygiene or allied subjects and to represent the profession of occupational hygiene nationally and/or internationally;
- 4.15 to prepare, print and publish guidance for the teaching of and/or training in the profession of occupational hygiene and to promote establish and operate a scheme for the continuing professional development of members of the Faculty;
- 4.16 to prepare and maintain lists and/or registers of members and award holders;
- 4.17 to make provision for lectureships, bursaries, prizes and grants;
- 4.18 to amalgamate or enter into partnership or into any arrangement for sharing of profits, union of interest, co-operation, joint venture, reciprocal concession, or otherwise, with any person, local or other authority, organisation, association or company carrying on or engaged in or about to carry on or engage in, any business or transaction capable of being conducted so as directly or indirectly to benefit the Chartered Society in the achievement of its objectives;
- 4.19 to employ and remunerate all such officers and servants as may be required for the purposes of the Chartered Society (not being a member of the Council), and to grant pensions and retirement benefits to or for employees or former employees of the Chartered Society and to the widows, children or other dependants of deceased employees who are in necessitous circumstances and to pay or subscribe to funds or schemes for the provision of pensions and retirement benefits for employees of the Chartered Society, their widows, children and other dependants;
- 4.20 to borrow or raise money for the purposes of the Chartered Society on such terms and such security (if any) as may be thought fit, and to issue any debentures or debenture stock whether perpetual, irredeemable or otherwise provided that the Chartered Society shall not undertake any permanent trading activity in raising funds for its charitable objects;

- 4.21 to establish, promote, form and support or aid in the establishment, promotion and formation and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further the objects of the Chartered Society;
- 4.22 to nominate persons, whether or not members of the Chartered Society to bodies, committees or other organisations engaged in discussing or disseminating matters involving the objects of the Chartered Society;
- 4.23 to enter into and carry into effect any arrangement for the sale of the whole or any part of the undertaking and assets of the Chartered Society to or any arrangement for merger or amalgamation with or any arrangement to acquire the whole or any part of the undertaking or assets of any other charitable institution or institutions which may have charitable purposes in any way similar to, connected with or likely to further the objects of the Chartered Society provided always that all requisite consents to any such arrangement shall have been previously obtained and provided further that it shall not be as a result of any such arrangement that any charitable institution or institutions which may acquire any part of the assets or undertaking of the Chartered Society or which may survive or be created as a result of any such merger or amalgamation or in whose name on behalf of the Chartered Society the whole or any part of the assets or undertaking of any charitable institution or institutions may be acquired shall prohibit the distribution of its or their income amongst its or their members to an extent less than is imposed on the Chartered Society under or by virtue of **paragraph 5** hereof;
- 4.24 to raise funds and to invite and to receive subscriptions, endowments, grants (whether government, municipal or from any statutory or charitable body or otherwise) and donations (whether of real or personal property) and devises and bequests for all or any of the purposes aforesaid and to sell, charge, exchange or dispose of, and lease and accept surrenders of leases of and manage all real estate (including leaseholds) so received and not required to be or capable of being occupied for the purposes of the Chartered Society and generally to manage, invest and expend all monies belonging to the Chartered Society;
- 4.25 to invest the monies of the Chartered Society not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- 4.26 to sell or to co-operate with others in selling any books, papers, reports, periodicals, circulars, articles, visual and audible learning aids for the purpose of promoting the objects of the Chartered Society;
- 4.27 to make representations to government and its agencies, other institutions, authorities, bodies or persons and at public enquiries, appeals or in such other ways as shall appear necessary from time to time in furtherance of the objects of the Chartered Society;
- 4.28 subject to **paragraph 5** hereof to employ and pay architects, surveyors, engineers, construction experts, accountants, barristers and solicitors and other professional persons, clerks and other staff for the purpose of fulfilling the objects of the Chartered Society;
- 4.29 to make such arrangements as are necessary to enable the public (whether free or at a charge) to view and enjoy the property of the Chartered Society and any buildings;

- 4.30 to form, promote and encourage regional organisations or branches of the Chartered Society;
- 4.31 to draw, make, accept, endorse, execute and issue promissory notes, bills of exchange or other negotiable or transferable instruments;
- 4.32 to provide indemnity insurance to cover the liability of the directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Chartered Society: Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the Chartered Society;
- 4.33 to do all such other lawful things as are necessary to the attainment of the above objects or any of them

**Provided always:**

- (a) in case the Chartered Society shall take or hold any property which may be subject to any trust, the Chartered Society shall only deal with or invest the same in such manner as allowed by law having regard to such trusts;
- (b) the objects of the Chartered Society shall not extend to the regulations between workers and employers or organisations of workers and organisations of employers;
- (c) in case the Chartered Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Chartered Society shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the council or governing body of the Chartered Society shall be chargeable for any such property that may come into their hands, and shall be answerable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as such council or governing body have been if no incorporation had been effected, and incorporation of the Chartered Society shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court of Justice or the Charity Commissioners over such council or governing body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Chartered Society were not incorporated.

**5. Income and Property**

The income and property of the Chartered Society whencesoever derived shall be applied solely towards the promotion of the objects of the Chartered Society as set forth in **paragraph 3** and no member shall have any personal claim on any property of the Chartered Society and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Chartered Society Provided always that:

- 5.1 nothing herein shall prevent the payment in good faith by the Chartered Society of:
- 5.1.1 a reasonable and proper remuneration and/or out of pocket expenses to any officer or servant of the Chartered Society, or to any member of the Chartered Society, in return for any services actually rendered to the Chartered Society; or
  - 5.1.2 interest on money lent; or
  - 5.1.3 reasonable and proper rent for premises demised or let by any member to the Chartered Society

but so that no member of the council or governing body of the Chartered Society shall be appointed to any salaried office of the Chartered Society, or any office of the Chartered Society paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Chartered Society to any member of such council or governing body except repayment of reasonable out of pocket expenses and interest on money lent or reasonable and proper rent for premises demised or let to the Chartered Society; and

- 5.2 provided further that the provision last aforesaid shall not apply to any payment to any company of which a member of the council or governing body may be a member and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment; and
- 5.3 provided further that nothing shall prevent any payment of any premium in respect of any indemnity insurance to cover the liability of the directors which, by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Chartered Society: provided that any such insurance shall not extend to any claim arising from liability resulting from conduct which the directors knew, or must have assumed to have known, was not in the best interests of the Chartered Society, or which the directors did not care whether it was in the best interests of the Chartered Society or not and provided also that any such insurance shall not extend to any claim arising from liability for the costs of unsuccessfully defending criminal prosecutions for offences arising out of fraud or dishonesty or wilful or reckless misconduct of the directors.

## **6. Liability of Members**

- 6.1 The liability of the members is limited.
- 6.2 Every member of the Chartered Society undertakes to contribute such amount not exceeding £1 as may be required to the assets of the Chartered Society if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Chartered Society contracted before he ceases to be a member, and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves.

## **7. Membership**

- 7.1 The Chartered Society shall consist of such members in such grades or categories as the Byelaws from time to time prescribe. The qualifications, manner and terms of admission, rights and privileges and obligations of each grade or category of

membership and the terms under which members may be subject to disciplinary sanctions by the Chartered Society shall be as the Byelaws shall prescribe.

- 7.2 The members of the Existing Society as at the date of this Our Charter shall continue in the same grades or categories in the Chartered Society, subject to the provisions of this Our Charter and the Byelaws.

## **8. Board**

- 8.1 There shall be such officers of the Chartered Society, with such functions, tenure and terms of office, as the Byelaws or the Regulations may from time to time prescribe.

- 8.2 The officers of the Existing Society as at the date of this Our Charter shall continue in office for the terms for which they were elected, subject to the provisions of this Our Charter, the Byelaws and the Regulations.

- 8.3 The governance and control of the Chartered Society shall be vested in the Board constituted in accordance with the Byelaws and the Regulations. The members of the Council shall have such tenure and the terms of office as the Byelaws and the Regulations may from time to time prescribe. The Board shall manage the affairs of the Chartered Society in accordance with this Our Charter, the Byelaws and the Regulations and shall exercise such powers and do such acts and things as may be exercised or done by the Chartered Society and are not by the provisions of this Our Charter, the Byelaws or the Regulations directed to be exercised or done by the Chartered Society in General Meeting.

- 8.4 The members of the Board of the Existing Society at the date of this Our Charter shall continue in office for the term for which they were elected, subject to the provisions of this Our Charter, the Byelaws and the Regulations.

## **9. Byelaws**

- 9.1 The affairs of the Chartered Society shall be managed in accordance with the Byelaws. The Voting Members of the Chartered Society may, by Special Resolution, add to, amend or repeal the Byelaws for the time being, if that shall seem expedient for the furtherance of the objects of the Chartered Society; but no Byelaws so made shall take effect until the same shall have been approved by the Lords of Our Most Honourable Privy Council (of which approval a certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence).

- 9.2 Subject to terms of this Our Charter, the Byelaws may regulate any matter relating to the administration of the Chartered Society and its affairs, and may direct that any matter which, pursuant to this Our Charter, might be prescribed or regulated in the Byelaws may be further prescribed or regulated by Regulations. No such further prescription or regulation shall be effective to any extent to which it is inconsistent with the provisions of this Our Charter or the Byelaws.

## **10. Amendments to Our Charter**

The Chartered Society may at any time amend, add to or revoke any of the provisions of this Our Charter by a Special Resolution at a General Meeting of the Chartered Society and any such amendment, addition or revocation shall, when allowed by Us, Our Heirs, or Successors in the Board, become effectual.

**11. Dissolution**

11.1 The Members of the Chartered Society may by a Special Resolution passed at a General Meeting specially summoned for the purpose determine to surrender this Our Charter subject to the sanction of Us, Our Successors in Council and upon such terms as We or They may consider fit, and wind up or otherwise deal with the affairs of the Chartered Society in the manner directed by such General Meeting (subject to **paragraph 11.2**) or in default of such directions as the Council thinks expedient having due regard to the liabilities of the Chartered Society for the time being.

11.2 If upon the winding up or dissolution of the Chartered Society there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Chartered Society, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Chartered Society, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Chartered Society under or by virtue of **paragraph 5** hereof, such institution or institutions to be determined by the members of the Chartered Society at or before the time of dissolution or, in default thereof, by a Judge of the High Court of Justice having jurisdiction in regard to charitable funds, and if and insofar as effect cannot reasonably be given to the aforesaid provision then to some charitable object.

**12. Conflict**

In any case of conflict, the provisions of this Our Charter shall prevail over those of the Byelaws and any Regulations made pursuant to **paragraph 9.2**, and the provisions of the Byelaws shall prevail over those of any such Regulations.

**13. Lastly, We do hereby for Us, Our Heirs and Successors grant that these Our Letters or the enrolment thereof shall be in all things good, firm valid, sufficient and effectual in law notwithstanding any omission, imperfection, defect, matter, cause or thing whatsoever to the contrary thereof in these Our Letters contained and shall be taken construed and adjudged benevolently and in every case most favourably to the Chartered Society and the promotion of the objects of this Our Charter.**

IN WITNESS whereof, we have caused these Our Letters to be made Patent.

WITNESS Ourselves at \_\_\_\_\_ the  
day \_\_\_\_\_ of \_\_\_\_\_ in the year of Our Reign

BY WARRANT UNDER THE QUEEN’S SIGN MANUAL (date)

## **THE SCHEDULE**

A copy of the Byelaws is annexed hereto.