

## THE BRITISH OCCUPATIONAL HYGIENE SOCIETY BOARD REGULATIONS

### 1. Interpretation

- 1.1 Words and expressions in these Board Regulations will have the same meaning as attributed to them in the Charter and the Byelaws unless inconsistent with the context.

### 2. The Board

- 2.1 The Board shall comprise:

- 2.1.1 the President, the President-Elect, the Immediate Past President (“the Presidential Trio”);
- 2.1.2 the Honorary Secretary, the Honorary Treasurer, the Registrars of Faculties (hereinafter called “the Registrar”) (“the Officers of the Society”); and
- 2.1.3 no less than six other members of the Society (“Ordinary Board Members”).

Provided the majority of the Board shall at all times be members of the Faculty of Occupational Hygiene.

- 2.2 The members of the Society shall elect the President-Elect.

- 2.2.1 The position of President-Elect is available to any BOHS member who has served on the Board within the last ten years.
- 2.2.2 The President-Elect shall become the President at the Annual General Meeting a year after their election.
- 2.2.3 The President shall become the Immediate Past President (who shall, in turn, vacate their office at the next annual general meeting).
- 2.2.4 A Past President may stand for election as an Ordinary Board Member or other Officer of the Board, subject to the rules that apply for the election to that position.
- 2.2.5 If the President-Elect is unable or unwilling to take up the office of President, the President-Elect will vacate their office and the Board will vote to elect an individual from its membership as President.

- 2.3 The members of the Society shall elect an Honorary Secretary and an Honorary Treasurer.

- 2.3.1 The election of Honorary Secretary and Honorary Treasurer will be for a term of three years.
- 2.3.2 The Honorary Secretary and Honorary Treasurer may stand for re-election for further additional terms, each of three years’ duration.
- 2.3.3 An Honorary Secretary or Honorary Treasurer may stand for election as an Ordinary Board Member or other Officer of the Board, subject to the rules that apply for the election to that position.

- 2.4 The members of the Faculty of Occupational Hygiene shall elect a Registrar in accordance with the relevant Faculty Regulations. The members of the Faculty of Asbestos Assessment and Management shall elect a Registrar in accordance with the relevant Faculty Regulations.

Registrars shall be elected for a term of three years, although the officeholder may stand for re-election for further additional terms, each of three years' duration.

- 2.5 The members of the Society shall elect Ordinary Board Members for a term of three years.
  - 2.5.1 An Ordinary Board Member may stand for re-election for one further consecutive term of three years' duration.
  - 2.5.2 An Ordinary Board Member may stand for election for further terms, provided that no Ordinary Board Member may serve for more than six consecutive years.
  - 2.5.3 An Ordinary Board Member may stand for election as an Officer of the Board, subject to the rules that apply for the election to that position.
- 2.6 Nominations for the election of President-Elect, Honorary Secretary and Honorary Treasurer and Ordinary Board Members, to be elected in accordance with these provisions, shall be:
  - a) submitted in writing (or by electronic process, approved by the Board) to the Honorary Secretary.
  - b) supported by the signatures (or other electronic verification, approved by the Board) of the nominee and two other members entitled to vote.
  - c) Submitted no less than 60 days, prior to the Annual General Meeting.

In the event of there being more nominations than vacancies, a postal or electronic ballot shall be held no less than 30 days prior to the Annual General Meeting open only to those members entitled to vote. The Board 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 Board**

- 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 Board Members or the Honorary Secretary in such manner as the Board shall from time to time determine.
- 3.2 Strictly subject to the provisions of the Charter, the Board 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 Board shall keep records in permanent, legible, and verifiable formats as may be determined from time to time by the Board of:
    - 3.3.1.1 all appointments of Officers made by the Board; and
    - 3.3.1.2 all appointments of Co-Opted Members made by the Board; and
    - 3.3.1.3 the names of the Board Members present at each meeting of the Board and any sub-committee of the Board; and
    - 3.3.1.4 all resolutions proceedings and business at all meetings of the Society, and of the Board, and of any sub-committee; and

3.3.1.5 all registers, instruments, contracts, notices, records or other information required by law or otherwise required to be registered or recorded by the Society.

Any minutes of any meeting, if purporting to be signed by the Chair of that meeting or by the Chair of a succeeding meeting, shall be sufficient evidence of the facts stated in them, without the requirement of any further proof. Subject to any over-riding legal obligation to the contrary, all such records shall be available for inspection by any member during normal business hours by prior appointment with the Honorary Secretary.

3.4 In the event of the number of Board Members falling below the minimum number prescribed by these Regulations or the Byelaws of the Society, the remaining Board members may nonetheless act for the purposes of:

3.4.1 appointing members to the Board

3.4.2 the supervision of elections to the Board

3.4.3 admitting members to the Society

3.4.4 calling General Meetings

3.4.5 acting in discharge of legal obligations of the Society, most particularly reporting and compliance responsibilities.

3.5 The Board may, from time to time and at any time, make decisions via the electronic decision-making process:

3.5.1 Approval is required from two thirds of Board Members for a proposal to pass.

3.5.2 No decision can be made before 7 days unless there has been a response from 10 or more Board Members.

3.5.3 The proposal falls after a specified period, not exceeding four weeks, if it has not gained two thirds approval.

3.5.4 A Board Member may abstain.

3.5.5 Any single vote against will automatically trigger a teleconference so long as some reason is given for the vote. The outcome of that shall be for the President to determine, in light of the other votes cast, including to terminate the proposal and put it to the subsequent Council meeting.

3.5.6 Any proposal which has not gained approval may be brought to the subsequent Council meeting for voting in the normal way (which would require a majority vote to approve), at the discretion of the President.

#### **4. Proceedings of the Board**

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 Chair of a meeting of the Board or sub-committee) shall have a second or casting vote.

4.2 A Board Member may at any time summon a meeting of the Board.

4.3 The quorum necessary for the transaction of the business of the Board is six, unless fixed at a higher number by the Board.

4.4 The President shall Chair all meetings of the full Board. In the President's absence, or in the event of the Board determining an issue about the conduct of the President, the President-

Elect shall Chair the relevant meeting of the full Board. In the absence of either, or their ineligibility, the Board may elect a Chair from among its other Members.

- 4.5 Subject to any legal restrictions, the Board may delegate any of their powers to sub-committees of the Board. Sub-committees of the Board:
- 4.5.1 may consist of any Board Member or Board Members of the Society that the Board decides will enable that committee to discharge its duties most effectively.
  - 4.5.2 may co-opt nominees of the Society, who have been unsuccessful in the nominations and election process, based on the following criteria being met:
    - 4.5.2.1 The nominee being eligible for election to the Board in relation to all criteria, including those relating to pecuniary interest;
    - 4.5.2.2 The nominee demonstrating clear and particular skills and expertise in their nomination statement and CV which, in the view of the Chair of the Committee and the Presidential Trio can offer material benefit in the better discharge of the duties of the Sub-Committee;
    - 4.5.2.3 Continued full attendance and good conduct in line with the Regulations of the Society;
    - 4.5.2.4 A commitment to further the objects of the Society and to work within its Regulations;
    - 4.5.2.5 That the co-option is for a period of one year or until the nominee is renominated for the Board or a Faculty Committee;
    - 4.5.2.6 That the nominee must not be a member of a Faculty Committee.
  - 4.5.3 will always be composed of a majority of elected Board Members, unless the committee is set up specifically for the purpose of advising the Board on matters of a purely technical professional nature;
  - 4.5.4 shall be appointed and be conducted in accordance with Terms of Reference approved by a meeting of the full Board; shall be conducted according to and governed by rules for regulating the meetings and proceedings of the Board;
  - 4.5.5 shall not be entitled to exercise any of the powers or prerogatives reserved to a meeting of the full Board.
- 4.6 All lawful actions and decisions of the Board or any Board sub-committee, or by any Board Members will not be invalidated by a later discovery that the act or decision was done or made with a defect in process. This includes where a member has been appointed to an office as a member of the Board or Officer of the Society.
- 4.7 A written resolution of the Board:
- 4.7.1 will be in writing, maintained in permanent form, with an original copy maintained in the permanent records of the Society;
  - 4.7.2 will be verified by signature (including digital signature) of the Chair of the Board and/or the Honorary Secretary of the Society;
  - 4.7.3 will be valid and effective if voted for by the majority of the members of the Society;
  - 4.7.4 will have the same effect as a resolution made by a General Meeting of the Society.
- 4.8 The seal of the Society shall:

- 4.8.1 not be affixed unto any instrument except by the authority of a resolution of the Board;
- 4.8.2 shall be used only in the presence of at least two Board members authorised to sign the instrument to which the seal be so affixed;
- 4.8.3 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 Board. The Chief Executive:

- 5.1.1 will be a fit and proper person;
- 5.1.2 will be appointed for such term, at such remuneration and upon such conditions as the Board shall think fit.

The Board shall exercise and manage employment rights and duties over the Chief Executive, including but not restricted to the removal of the Chief Executive under circumstances that the Board deems appropriate.

5.2 The Chief Executive will not be a Director of the Society.

5.3 Subject always to the provisions of the Charter, the Byelaws and these Board Regulations the Board may entrust and confer upon the Chief Executive such executive powers and responsibilities as it may think fit.

## **6. Amending these Board Regulations and Formation of new Faculties**

6.1 The Board may extend, modify or repeal any of these Board Regulations with immediate effect, such changes are then to be subject to a decision of retrospective ratification by the voting members of the Society at the subsequent General Meeting.

6.2 The Board may at any time resolve to add or create a Faculty provided that prior approval, by Special Resolution of the voting members of the Society has been obtained.