

BYELAWS OF THE BRITISH OCCUPATIONAL HYGIENE SOCIETY

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1. Interpretation

- 1.1 In the event of any inconsistency between the provisions of the Charter and the provisions of these Byelaws, the provisions of the Charter shall prevail.
- 1.2 Words and expressions used in these Byelaws shall have the same meaning as attributed thereto in the Charter (unless inconsistent with the context).
- 1.3 In these Byelaws, unless the context otherwise requires:
 - 1.3.1 “the Society” shall mean The British Occupational Hygiene Society;
 - 1.3.2 “Board Members” members of the Board from time to time;

- 1.3.3 “these Byelaws” shall mean the byelaws of the Society, as amended from time to time;
 - 1.3.4 “clear days” in relation to a period of notice means that period excluding the day when the notice is given or deemed to be given or on which it is to take effect;
 - 1.3.5 “month” shall mean a calendar month;
 - 1.3.6 “the President” shall mean the president for the time being of the Society;
 - 1.3.7 “the Seal” shall mean the common seal of the Society; and
 - 1.3.8 “writing” shall mean written, printed, electronic or lithographed, or partly one and party another, and other means of representing or producing words in a visible form.
- 1.4 In these Byelaws:
- 1.4.1 any references to a Byelaw shall be to a byelaw of these Byelaws.
 - 1.4.2 words importing the singular number only shall include the plural number, and vice versa;
 - 1.4.3 words importing one gender only shall include all genders; and
 - 1.4.4 words importing persons shall include corporations and other organisations.

2. Number of members

The number of members with which the Society proposes to be registered is unlimited, and there may be such one or more class of members having such rights and subject to such restrictions as the members entitled to receive such notice of and to attend and vote at any general meeting of the Society by Special Resolution may determine.

3. Grades of members

- 3.1 The members of the Society shall be divided into the following grades:-
- 3.1.1 Individual Members
 - 3.1.2 Affiliate Members (being organisations or corporations not individuals)
 - 3.1.3 Retired Members (being members who are fully retired)
 - 3.1.4 Student Members (being members who are taking relevant educational courses)
 - 3.1.5 Fellows of a Faculty (being members who have been Members of a Faculty for at least five consecutive years and who can offer additional evidence of mature experience and senior responsibility)
 - 3.1.6 Members of a Faculty (being members who have attained experience at an advanced level and are able to demonstrate appropriate academic attainment and competence)
 - 3.1.7 Specialist Members of a Faculty (being members who have attained experience at an advanced level in a relevant specialist field and are able to demonstrate appropriate academic attainment and competence)
 - 3.1.8 Licentiates of a Faculty (being members who have attained broad technical experience and are able to demonstrate academic attainment and competence)
 - 3.1.9 Specialist Licentiates of a Faculty (being members who have attained broad technical experience in the relevant specialist field and are able to demonstrate appropriate academic attainment and competence)

- 3.1.10 Associates of a Faculty (being members who have demonstrated appropriate understanding of the principles)
 - 3.1.11 Technicians of a Faculty (being members who have demonstrated a basic level of understanding)
 - 3.1.12 International Partners (being members of good standing of any overseas occupational hygiene association)
- 3.2 All grades of member except Affiliate Members and International Partners shall be entitled to receive notice of, attend and shall have one vote each at general meetings of the Society. Affiliate Members shall be entitled to receive notice of and attend but not vote at general meetings of the Society.
- 3.3 Such persons who:
- 3.3.1 sign and submit to the Board an application form as set out in the Board Regulations (as hereinafter defined); and
 - 3.3.2 pay the fee for the grade of membership applied for prescribed by the Board; and
 - 3.3.3 satisfy criteria for the grade of membership applied for laid down in the Board Regulations from time to time in the case of applications for Individual membership, Affiliate Membership, International Partner Membership, Retired Membership and Student Membership; or
 - 3.3.4 satisfy criteria for the grade of membership applied for laid down in the Faculty Regulations (as hereinafter defined) from time to time in the case of applications for Fellowship, Membership, Specialist Membership, Licentiate, Specialist Licentiate, Technician or Associate of the Faculty
- shall be members of the Society **PROVIDED THAT** the decision as to whether the relevant criteria have been satisfied by an applicant is to be made at the absolute discretion of the Council Board or the members of the relevant Faculty as appropriate.
- 3.4 Every member shall use his or her best endeavours to promote the objects and purposes of the Society and shall observe all the Regulations of the Society affecting him or her contained in or effective pursuant to these Byelaws and all other rules and regulations from time to time made in relation to the Society.
- 3.5 A register shall be kept by the Board containing the names and addresses of all the members, specifying the category of membership together with such other particulars as may be required. Each member shall inform the Board forthwith of any change of name or address.

4. Membership entitlements

- 4.1 Subject always to **paragraph 4.2** no member shall be entitled, by virtue of his membership, to use any title nor to place any initials or affiliation after his name to indicate membership of the Society except according to rules set out in the Faculty Regulations by the members of the relevant Faculty.
- 4.2 Members who:
- 4.2.1 have one of the following grades of membership in the Society:
 - 4.2.1.1 *Fellows of the Faculty (as defined in paragraph 3.1.5) of Occupational Hygiene; or*
 - 4.2.1.2 *Members of the Faculty (as defined in **paragraph 3.1.6**) of Occupational Hygiene;*

AND

- 4.2.2 hold the Diploma of Professional Competence in Occupational Hygiene; **AND**
- 4.2.3 are compliant with the mandatory Continuing Professional Development scheme of the Faculty of Occupational Hygiene

shall be entitled to call themselves: “*Chartered Occupational Hygienist*” and use the initials CMFOH after their name, in the case of Members of the Faculty, or the initials CFFOH, in the case of Fellows of the Faculty.

5. Ceasing to be a member

- 5.1 A person shall cease to be a member of the Society thirty days after any of the following events namely:-
 - 5.1.1 the Society receives from him notice in writing of his intention to resign and he has paid any monies presently payable to the Society
 - 5.1.2 failure by him to pay any fees due and payable to the Society (the Board Members having the right to accept or reject late payments at their absolute discretion)
 - 5.1.3 notification to the member of his expulsion from the Society under the provisions of **paragraph 21** hereof
 - 5.1.4 his death or bankruptcy

PROVIDED always that membership of the Society shall not be assigned, transferred or transmitted in any way.

6. General meetings

- 6.1 The Society shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and not more than 15 months shall elapse between the date of one annual general meeting of the Society and that of the next. The annual general meeting shall be held at such time and place as the Board shall appoint.
- 6.2 All general meetings, other than annual general meetings, shall be called extraordinary general meetings.
- 6.3 The Board may whenever it thinks fit convene an extraordinary general meeting.
- 6.4 The Board must convene an extraordinary general meeting within 36 days of being requisitioned to do so by collectively the holders of not less than three per cent of the total voting rights of all the members having at the said date a right to vote at general meetings of the Society.

7. Notices of General Meetings

- 7.1 Any meeting of the members shall be called by 14 clear days’ notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given to all the members, to the Board Members and to the auditors provided always that any meeting of the Society shall, notwithstanding that it is called by shorter notice than that specified in this paragraph, be deemed to have been duly called if it is so agreed in the case of an annual general meeting by all the members entitled to attend and vote at it, and in the case of any other meeting a majority in number of the members having the right to attend and vote being a majority together voting not less than 95 per centum of the total voting rights at that meeting of all the members. The accidental omission to give notice of a meeting to, or the

non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings, at any meeting.

- 7.2 Any notice convening a general meeting must indicate the place, date and time of it, set out and describe as such all proposed special and extraordinary resolution, say if it is to be an annual general meeting, and describe generally the nature of all intended business, except routine business at an annual general meeting comprising consideration of the accounts, balance sheet, and the reports of the Board and auditors, the election of members of the Board in place of those retiring, and the appointment, and the fixing of the remuneration, of the auditors.

8. Proceedings at General Meeting

- 8.1 Business shall not be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided a quorum shall be three percent of all the persons who at the commencement of the meeting are members of the Society and are entitled to attend and vote thereat.
- 8.2 If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board Members may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting or if during the meeting a quorum ceases to be present the members present who are entitled to attend and vote thereat shall be a quorum.
- 8.3 The President, or in his absence the President-Elect (if any), shall preside as chairman at every general meeting but if they shall both be absent, or if at any meeting neither shall be present within 15 minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose one of the Board Members, or if no such Member be present, or if all the Board Members present decline to take the chair, they shall choose some member of the Society who shall be present and entitled to vote thereat to preside. The chairman of the meeting shall conduct and make all arrangements and determine all disputes at any meeting as in his absolute discretion but subject to these Byelaws.
- 8.4 The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as for an original meeting. Save as aforesaid, the members shall not be entitled to any notice of adjournment, or of the business to be transacted at an adjourned meeting.
- 8.5 As well as transacting any other business, the Annual General Meeting shall approve the minutes of the previous general meeting, ratify the results of any elections held for individual positions in the Society, receive the annual accounts, and approve the appointment of an auditor.
- 8.6 Any business, decision or resolution put to the vote of the meeting by the Board shall be deemed to have been proposed and seconded by the members of the Board collectively.
- 8.7 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman or any member present in person. Unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has been carried, or carried

unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution save that any error which would change the result of a resolution being passed or not as the case may be at the meeting shall vitiate the resolution in question. The demand for a poll may be withdrawn.

- 8.8 Except as provided in **paragraph 8.9**, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 8.9 A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. Any business other than that upon which a poll has been demanded may proceed pending the taking of the poll.
- 8.10 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

9. Written resolutions

- 9.1 A resolution in writing agreed by a simple majority (or in the case of a Special Resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
 - 9.1.1 a copy of the proposed resolution has been sent to every eligible member;
 - 9.1.2 a simple majority (or in the case of a Special Resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
 - 9.1.3 it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- 9.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- 9.3 In the case of a member that is an organisation, its authorised representative may signify its agreement.

10. Votes of Members

- 10.1 No Affiliate Member or International Partner shall have the right to vote.
- 10.2 Subject as hereinafter provided, every other member shall have one vote.
- 10.3 A member shall not be entitled to vote at any general meeting unless all monies presently owing by him and demanded by the Society have been paid.
- 10.4 On a poll votes may be given personally or by proxy and any instrument of proxy shall be in such form as the Board may require or in any other common or usual form.

11. The Board

Board shall consist of a minimum number of nine members of the Society and the appointment and election of Board Members will be made in accordance with the Board Regulations.

12. Powers and Duties of the Board

- 12.1 The business of the Society shall be managed by the Board, who may pay all expenses incurred in promoting and registering the Society, and may exercise all such powers of the Society in general meeting, subject nevertheless to the provisions of the Charter, these Byelaws and to any regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Society in general meeting, but any regulation made by the Society in general meeting shall not invalidate any prior act of the Board which would have been valid if that regulation had not been made.
- 12.2 The Board may make from time to time and at any time such rules (“the Board Regulations”) not inconsistent with the Charter or these Byelaws as they consider to be in the good interest of the Society subject always to any extension, modification or repeal thereof resolved to be made by the members in general meeting, and the Board Regulations shall be deemed not to form part of these Byelaws and shall be construed separately from these Byelaws except insofar as they may provide to the contrary but nevertheless shall be binding on the members and the Board subject as aforesaid as therein provided.
- 12.3 Other Regulations
- 12.3.1 The members of a Faculty may make from time to time and at any time such rules (“the Faculty Regulations”) not inconsistent with the Charter or these Byelaws as they consider to be in the good interests of the Society subject always to any extension, modification or repeal thereof resolved to be approved by the Board, and the Faculty Regulations shall be deemed not to form part of these Byelaws and shall be construed separately from these Byelaws except insofar as they may provide to the contrary but nevertheless shall be binding on the members and the Board subject as aforesaid as therein provided.
- 12.3.2 The Board Members may make from time to time and at any time such rules (“the Regulations”) not inconsistent with the Charter, these Byelaws or other Regulations as they consider to be in the good interests of the Society subject always to any extension, modification or repeal thereof being approved by the Board, and the Board Regulations shall be deemed not to form part of these Byelaws and shall be construed separately from these Byelaws except insofar as they may provide to the contrary but nevertheless shall be binding on the Board subject as aforesaid as therein provided.

13. Disqualification of Board Members

The office of a Board Member and any office of the Society held by that Board Member shall be vacated immediately should the Board Member:

- 13.1 become bankrupt or make any arrangement or composition with their creditors generally; or
- 13.2 become a person in respect of whom an order is made by any competent court by reason of mental disorder; or
- 13.3 cease to be for whatever reason a member of the Society; or
- 13.4 resign their office by notice in writing to the Society; or
- 13.5 become prohibited from holding office by reason of any of the matters in the Company Directors Disqualification Act 1986; or
- 13.6 be convicted of an offence which is likely to bring the Society into disrepute; or
- 13.7 be removed from office under the provisions of these Byelaws or any Regulations.

14. Removal of Board Members

The Society may by extraordinary resolution remove any Board Member or Officer of the Society before the expiration of his period of office, and may by an Ordinary Resolution appoint another member in his or her stead but any person so appointed shall (unless by such resolution determined otherwise) retain his or her office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

15. Proceedings of the Council

The Board may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit and pursuant to the provisions of the Board Regulations.

16. Indemnity

- 16.1 Every Board Member or member of any Committee of the Society and every officer of the Society shall be indemnified out of the funds of the Society from all losses, actions, costs, expenses, damages and liabilities which he may sustain or incur by reason of his or her defending any proceedings (whether civil or criminal) in which judgment is given in his or her favour or he is acquitted in which relief is granted to him by the Court.
- 16.2 Nothing in these Byelaws shall constitute members of the Society as partners for any purpose. No member, officer, agent or employee of the Society shall be liable for the acts, or failure to act, on the part of any other member, officer, agent or employee.

17. Secretary

The Secretary shall be the Honorary Secretary of the Society.

18. Accounts

- 18.1 The Board shall cause true accounting records to be kept:
- 18.1.1 of all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place, and
 - 18.1.2 of the assets, property, credits and liabilities of the Society; and
 - 18.1.3 of all sales and purchases of goods and services by the Society.
- 18.2 The accounting records shall be kept at the registered office of the Society, or at such other place or places as the Board shall think fit, and shall always be open to the inspection of the Board Members.
- 18.3 Subject to any reasonable restriction as to the time and manner of inspecting the same, the accounts and books of the Society or any of them shall be open to the inspection of the members.
- 18.4 Once at least in every year the Board shall lay before the members in General Meeting, its annual report and annual accounts made up to the end of the immediately preceding Financial Year including a balance sheet made up as at the same date containing (inter alia) all such particulars with regard to the capital, the assets, and the liabilities of the Society.
- 18.5 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society in general meeting, together with a copy of the auditors' report and report of the Board shall, not less than 14 days before the date of the meeting, be sent to every member and every holder of debentures of the Society subject nevertheless to **paragraph 7** provided always that this paragraph shall not require a copy of those documents to be sent to any person of whose address the Society is not aware or to more than one of the joint holders of any debentures.

18.6 The income of the Society shall be applied solely towards the provision of all or any of the objects of the Society in accordance with the Charter at such time or times and in such manner as the Board shall think fit, with power to the Board to create a reserve fund or funds to be applicable as aforesaid and pending such application to invest it as the Board shall think fit provided always that the payment of dividends to the members is prohibited.

19. Audit

19.1 At the annual general meeting each year, the Voting Members shall appoint the auditors. No person shall be appointed auditor who is not qualified for appointment as auditor of a private company under the Companies Act 2006. The remuneration of the auditors shall be fixed by the Society at the annual general meeting at which the auditors are so appointed, or delegated by that meeting. The auditors shall be eligible for re-appointment. Any casual vacancy in the office of auditors may be filled by the Council.

19.2 Once at least in every year, the accounts of the Society shall be examined and the correctness of the accounts and balance sheet ascertained by the auditors. The auditors shall make a report to the Society on the accounts examined by them which shall, so far as relevant, contain statements as to the matters mentioned in the Companies Act 2006.

20. Notices

20.1 Any notice, document or other information will be deemed served on or delivered to the intended recipient:

20.1.1 if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five business days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five business days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);

20.1.2 if properly addressed and delivered by hand, when it was given or left at the appropriate address;

20.1.3 if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and

20.1.4 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this **paragraph 20**, no account will be taken of any part of a day that is not a business day.

20.2 In proving that any notice, document or other information was properly addressed, it will be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by the Companies Act 2006.

20.3 Notice of every general meeting shall be given in any manner hereinbefore authorised to:

20.3.1 every member except those members who (having no registered address within the United Kingdom) have not supplied to the Society an address within the United Kingdom for the giving of notice to them or an electronic address in accordance with the provisions of the Companies Act 2006;

20.3.2 the Board Members;

20.3.3 the auditor for the time being of the Society.

and no other person shall be entitled to receive notices of general meetings.

21. Discipline

21.1 The Board or any sub-committee appointed by the Board for this purpose may enquire into the conduct of any member of the Society where there is reason to believe that the conduct of such member is prejudicial to the interests of the Society.

21.2 Such a person shall have the right of appearance in person and of speaking on his own behalf or of making written representations, and to receive before such enquiry written notification from the Board of the cause of complaint against him.

21.3 If the Board is satisfied after such enquiry that the member's conduct has been prejudicial to the interests of the Society, it may take such action as it deems necessary including expulsion of the member from the Society.

21.4 The Board may from time to time lay down regulations embodying a code of conduct to be observed by members of the Society.

21.5 Expulsion of a member may or may not be advertised to other members at the discretion of the Council.

22. Records

The Board may cause all or any books, minutes, registers, instruments, contracts, notices, records or other information or any thereof statutorily or otherwise required to be registered or recorded by the Society to be recorded as they 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 and any reference in these Byelaws to books or registers or other documentary record shall be deemed to include such other means as aforesaid.