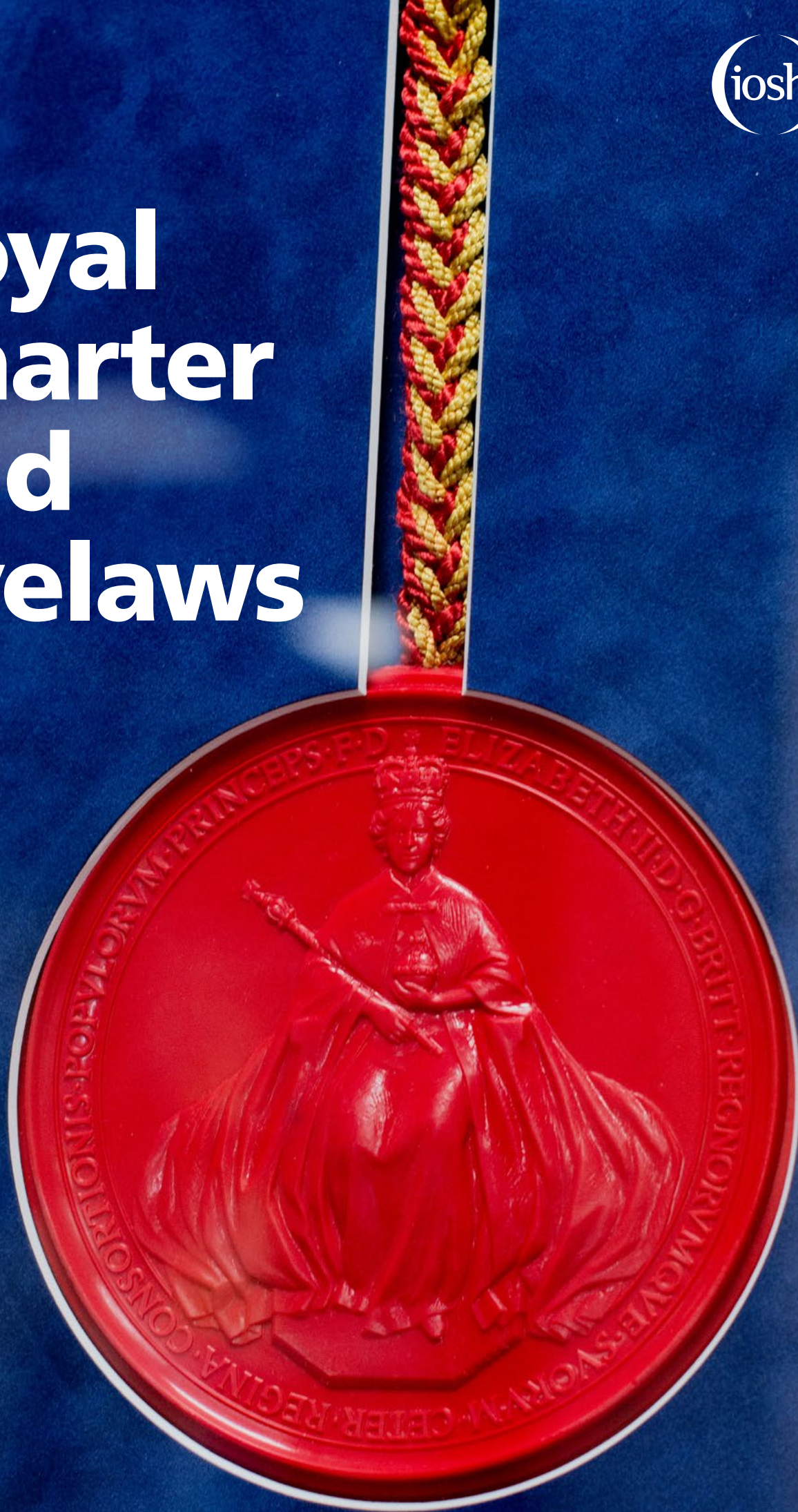


# Royal Charter and Byelaws



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# 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 Institution of Occupational Safety and Health ("the Institution") was founded in the year One thousand nine hundred and fifty-four under the name of the Institution of Industrial Safety Officers and incorporated on 1st April 1963 as a company limited by guarantee under the name of "The Institution of Industrial Safety Officers":

AND WHEREAS in 1981 the name of the Institution was changed by special resolution to "The Institution of Occupational Safety and Health":

AND WHEREAS the Petitioning Corporation has presented an humble Petition unto Us praying that We would be graciously pleased to grant it a Charter and We are minded to accede thereto:

NOW THEREFORE KNOW YE that We having taken the said Petition into Our Royal Consideration by virtue of Our Prerogative Royal are graciously pleased by these Presents to grant and declare as follows:

**1** The persons who at the date hereof are members of the Institution and all such persons who may hereafter become members of the Institution hereby constituted shall forever hereafter be one Body Corporate and Politic by the name of The Institution of Occupational Safety and Health, also known as The Chartered Institution of Occupational Safety and Health, and by that name shall have perpetual succession and a Common Seal, with power to break, alter and make anew the said Seal from time to time at the will and pleasure of the Institution and by the same name shall and may sue and be sued in all Courts, and in all manner of actions and suits, and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.

**2** In this Our Charter, unless the context otherwise requires:

"the Byelaws" means the Byelaws for the time being of the Institution made under this Our Charter;

"the Board of Trustees" means the Board of Trustees of the Institution;

"the Council" means the Council of the Institution;

"General Meeting" means a General Meeting of the Institution;

"the Institution" means The Institution of Occupational Safety and Health, also known as The Chartered Institution of Occupational Safety and Health, hereby constituted;

"member" means a member of the Institution;

"the Petitioning Corporation" means The Institution of Occupational Safety and Health as existing prior to the date of this Our Charter;

"special resolution" means a resolution of the Institution, passed by a majority of not less than three-fourths of the members present and voting at a General Meeting of which not less than 21 days' notice in writing, specifying the intention to propose the resolution as a special resolution, has been duly given.

**3** The objects for which the Institution is established are –

- (a) to promote systematic and organised methods of improving occupational safety and health and to advocate, advise upon, disseminate, explain and advance the principles, methods and systems of their application at work generally;
- (b) to facilitate the exchange of information and ideas amongst the members of the Institution and of other professional bodies in the field of occupational health and safety and to work together with other professional bodies in pursuit of mutual objectives;
- and
- (c) to do all such other things as may be necessary or desirable for maintaining and improving the professional status of members of the Institution and of persons engaged in professions requiring a knowledge of the matters mentioned in paragraph (a) above;

in the interests of the general public benefit.

**4** Pursuant to the objects the Institution shall have the following powers:

- (a) to facilitate the exchange of information and ideas amongst the members of the Institution and others on the subject of improved methods of applying accident prevention principles and precautions at work and the methods of approach to employers and employees to secure maximum co-operation towards the adoption of increasing use of safety precautions of whatsoever nature generally to their mutual wellbeing and benefit and for securing and furthering the prevention of accidents at work;
- (b) to co-operate with and advise organisations involved in the delivery and assessment of qualifications in occupational safety and health and to improve and elevate the standard and the technical and general knowledge of persons engaged in or about to engage in a professional capacity in occupational safety and health, and with a view thereto to provide for the delivery of lectures, the holding of classes, the conduct of courses and to test by examination or otherwise the competence of such persons and to award prizes certificates and

distinctions and to institute and establish or accept endowments or trust funds for the purpose of grants awards prizes and other benefactions;

- (c) to establish experimental works or laboratories and to carry out promote and assist generally in experiments and tests of whatsoever nature designed to advance the principles of the Institution and to organise promote carry out and assist in research work into the cause of occupational accidents and ill health and the means whereby the same may be prevented and to collect classify analyse and publish statistics thereon and to defray the expenses of any of the same;
- (d) to promote hold and sponsor congresses conventions exhibitions and other gatherings for the purpose of furthering the primary objects of the Institution and to defray the expenses thereof or of any British or foreign representatives attending the same;
- (e) to establish form and maintain a library and collection of models designs drawings plans and other articles of interest and instruction in connection with the prevention of occupational accidents and ill health;
- (f) to print and publish sell lend and distribute any communications made to the Institution and any reports of the proceedings or transactions of the Institution and to purchase reproduce print publish and distribute any other books pamphlets or treatises relating to the prevention of occupational accidents and ill health;
- (g) to collect and receive grants subscriptions entrance fees and donations in furtherance of the primary objects either from members or other persons and to hold and apply the same and any other funds or property either for any particular one or more of the purposes hereby authorised or generally for the promotion of the objects set out in Article 3 of this Our Charter (hereinafter referred to as “the primary objects”);
- (h) to co-operate with and render financial and other assistance to and to form promote and manage associations whether incorporate or otherwise having similar and exclusively charitable objects and of a nature likely to promote the primary objects provided that any such

association shall, by its constitution, prohibit the application of its funds to any object not exclusively charitable and shall prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Institution by Article 6 of this Our Charter;

- (i) to form promote and encourage branches and groups of the Institution as may be necessary or desirable for, or conducive to, the attainment or development of the objects of the Institution;
- (j) to co-operate with or to amalgamate with or take over any such association as mentioned in the last preceding paragraphs;
- (k) to undertake and execute any trusts which may lawfully be undertaken by the Institution and may be conducive to the primary objects;
- (l) to borrow any moneys required for the purposes of the Institution upon such terms and upon such securities as may be thought fit;
- (m) to exercise in respect of the investment of moneys of the Institution not immediately required for its purposes, or of any investment or trust fund held by the Institution, all the powers conferred on trustees by statute;
- (n) to draw make accept endorse execute and issue promissory notes bills of exchange or other negotiable or transferable instruments;
- (o) to establish undertake superintend administer and contribute to any charitable fund from whence may be made donations or advances to deserving persons who have furthered the practice of the prevention of occupational accidents and ill health and to contribute to or otherwise assist any charitable institutions or undertakings which may lawfully be undertaken by the Institution and may be conducive to the primary objects;
- (p) to carry out the objects in Great Britain and Northern Ireland and in any other part of the world as principals agents trustees or otherwise and either alone or in conjunction with others;
- (q) to do all such other things as are incidental or conducive to the attainment of all or any of those objects.

5 The property and moneys of the Petitioning Corporation (including any property or moneys held by them as Trustees) shall from the date of this Our Charter become and be deemed to be the property and moneys of the Institution and shall as soon as possible be formally transferred to the Institution or such person or persons on its behalf as the Byelaws may prescribe.

6 The income and property of the Institution shall be applied solely towards the promotion of the objects and no member of the Institution shall as such have any personal claim on any of the said income or property.

7 Without prejudice to the generality of Article 6 of this Our Charter:

- (a) no part of the income or property of the Institution shall be paid or transferred directly or indirectly in any way by way of profits to its members; and

- (b) no Trustee may receive any remuneration from the Institution;

Provided that nothing herein contained shall prevent the payment in good faith of any reasonable expenses incurred by any officer or employee of the Institution or of reasonable and proper fees or other remuneration to any officer or employee, or to any firm (whether incorporated or unincorporated) of which any member is a member or otherwise connected, in respect of goods or services actually supplied to the Institution. And further provided that any Trustee (or any firm or company of which a Trustee is a member or employee) may be employed by or may enter into a contract with the Institution to supply goods or services in return for a payment or other material benefit but only if the conditions set out in Byelaw 12 are satisfied.

8 The governing body of the Institution shall be the Board of Trustees which shall be constituted as prescribed by and which shall have the powers and duties set out in the Byelaws.

9 There shall be a Council of the Institution which shall be constituted as prescribed by and which shall have the powers and duties set out in the Byelaws.

**10** There shall be such classes of members as the Byelaws may prescribe and the qualifications, examinations, election, privileges and obligations of any such class shall be as prescribed in the Byelaws.

**11** A member shall be entitled to use such initials and designations as prescribed in the Byelaws.

**12** An Annual General Meeting shall be held once in each calendar year and not less than nine months nor more than fifteen months shall elapse between any such meeting and the previous such meeting. Special General Meetings may be called by the Board of Trustees whenever they think fit or when required to do so in accordance with the provisions of the Byelaws.

**13** The functions of all General Meetings and the procedure to be followed thereat shall be as prescribed in the Byelaws.

**14** As from the date of this Our Charter and unless and until revoked, altered or added to in the manner hereinafter provided, the Byelaws scheduled to this Our Charter shall constitute the Byelaws of the Institution.

**15** The Institution may from time to time by special resolution make new Byelaws or revoke, alter or add to any of the Byelaws in any manner which is not inconsistent with the express provisions of this Our Charter:

Provided that no new Byelaw and no revocation, alteration or addition of or to the Byelaws shall take effect until it has been submitted to and approved by the Lords of Our Most Honourable Privy Council of which approval a certificate under the hand of the Clerk of Our said Council shall be conclusive evidence.

**16** The Institution may by special resolution amend or add to this Our Charter and such amendments or additions shall when allowed by Us, Our Heirs or Successors in Council become effectual, and this Our Charter shall thenceforth continue to operate as if it had originally been granted and made accordingly. This clause shall apply to this Our Charter as amended or added to in manner aforesaid.

**17** The Institution may by special resolution surrender this Our Charter and any Supplemental Charter subject to the sanction of Us, Our Heirs or 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 Institution in such manner as shall be directed by such General Meeting or in default of such direction as the Council shall think expedient having due regard to the liabilities of the Institution for the time being and if on the winding up or dissolution of the Institution there shall remain 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 Institution or any of them but shall (subject to any special trusts affecting the same) be given or transferred to some other Institution or Institutions having objects similar to the objects of the Institution 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 Institution under or by virtue of this Our Charter, such Institution or Institutions to be determined by the members of the Institution at or before the time of dissolution thereof and if and so far as effect cannot be given to the foregoing provisions then to some charitable object.

**18** And We do hereby for Us, Our Heirs and Successors grant and declare that these Our Letters or the enrolment or exemplification thereof shall be in all things good, firm, valid and effectual according to the true intent and meaning of the same and shall be taken, construed and adjudged in all Our Courts or elsewhere in the most favourable and beneficial sense and for the best advantage of the said Institution, any misrecital, omission, defect, imperfection, matter or thing whatsoever notwithstanding.

**IN WITNESS** whereof We have caused these Our Letters to be made Patent.

**WITNESS** Ourself at Westminster the 6th day of November in the fifty-first year of Our Reign

**BY WARRANT UNDER  
THE QUEEN'S SIGN MANUAL**

# Byelaws

## 1 Interpretation

(1) In these Byelaws, unless the context otherwise requires:-

“Charter” means the Royal Charter of the Institution;

“the Chief Executive” means the Chief Executive of the Institution;

“Code of Conduct” means the Regulations governing the conduct of members made from time to time by the Board of Trustees and approved by the Council;

“CPD” means Continuing Professional Development;

“Corporate Member” means a member of the Institution who is a Corporate Member in accordance with Byelaw 2(3);

“in writing” includes email or other comparable means of electronic communication;

“Nominations Committee” means the Nominations Committee appointed by the Council in accordance with Byelaw 16(8);

“Non-Corporate Member” means a member of the Institution who is a Non-Corporate Member in accordance with Byelaw 2(4);

“Office” means such place as is, for the time being, the principal office of the Institution as determined by the Board of Trustees and notified to persons who are members of the Institution at the time of such determination, the first such place being The Grange, Highfield Drive, Wigston, Leicestershire, LE18 1NN;

“Officers” means the President, the President Elect, the Immediate Past President and the Vice-Presidents of the Institution;

“Original Royal Charter” means the Royal Charter which incorporated the Institution on the 1st day of April 2003;

“Register of Members” means the register kept by the Board of Trustees containing particulars of the members of the Institution;

“Regulations” means Regulations made from time to time by the Board of Trustees and approved by the Council;

“Rules” means Rules made from time to time by the Council;

“seal” means the common seal of the Institution; “Special General Meeting” has the same meaning as found in Byelaw 11;

“Standing Committees” means the Standing Committees appointed by the Board of Trustees in accordance with Byelaw 13(5);

“Standing Orders” means Standing Orders made by the Board of Trustees or by the Council to regulate their proceedings or the proceedings of any of their committees;

“Trustee” means a member of the Board of Trustees;

“year” means calendar year.

(2) In these Byelaws, unless the context otherwise requires:

(a) words importing the singular number only shall include the plural number and vice-versa;

(b) words denoting persons shall include organisations;

(c) a reference to a statute or statutory provision is a reference to it as it is in force for the time being, taking account of any amendment, extension, or re-enactment and includes any subordinate legislation for the time being in force made under it.

(3) Subject to paragraph (1) above, any word defined in the Charter shall, if not inconsistent with the subject or context, bear the same meaning in these Byelaws.

(4) These Byelaws, and any rules or procedures made under them (including the Regulations, Rules, Standing Orders and the Code of Conduct) shall be interpreted in accordance with the laws of England and Wales, and the courts of England and Wales shall have exclusive jurisdiction to settle any dispute or claim that arises out of or in connection with them.

## 2 Membership of the Institution

- (1) The members of the Institution shall be those persons who are admitted as members in accordance with these Byelaws.
- (2) The categories of members shall be: Corporate Members and Non-Corporate Members.
- (3) There shall be the following classes of Corporate Members:

### (a) Chartered Fellows

Persons who have been Chartered Members of the Institution for not less than five years and who have demonstrated an outstanding contribution to the discipline and profession of health and safety, and who continue to demonstrate that they are maintaining their competence through a mandatory programme of CPD;

### (b) Chartered Members

Persons who have obtained a qualification in occupational health and safety or an equivalent discipline which meets the Institution's technical criteria as set out in Regulations and which is at least the academic level of a UK undergraduate degree, a qualification recognised as commensurate to at least the academic level of a UK undergraduate degree by recognised national regulatory bodies for qualifications, a qualification recognised as commensurate to at least the academic level of a UK undergraduate degree by the UK ENIC, a qualification which otherwise complies with the Institution's academic requirements as set out in Regulations, and who have completed a prescribed programme of Professional Development, or alternatively have undertaken a knowledge-based assessment based on the IOSH Competency framework at the 'Established Leader' level and have submitted to a panel of subject matter experts for peer assessment and approval against the 'Established Leader' level competencies, as set out in the IOSH competency framework; a portfolio of recent and relevant experience, including evidence of CPD and a professional discussion paper of between 3,000 and 5,000 words, to support the portfolio evidence and have undertaken a satisfactory Professional Interview with members of the assessment panel utilised

to assess portfolio and professional discussion paper submissions. Regardless of the route to Chartered Membership taken all Chartered Members must continue to demonstrate that they are maintaining their competence through a mandatory programme of CPD;

### (c) Retired Fellows

Former Chartered Fellows who have retired from health and safety practice and who are no longer undertaking CPD; and

### (d) Retired Members

Former Chartered Members who have retired from health and safety practice and who are no longer undertaking CPD.

- (4) The classes of Non-Corporate Members shall be as set out in Regulations, which shall prescribe the academic and other requirements for admission into each class of membership.
- (5) The Regulations made under paragraph (4) above may provide for organisations to apply for admission as Non-Corporate Members, in addition to individuals.
- (6) Regulations shall prescribe the level of experience required for admission into certain categories of membership and any requirements for members to undertake Professional Development and CPD as a condition of membership.

## 3 Designations

- (1) The designation of Corporate Members by distinguishing initials or words shall be as follows:
  - (a) a Chartered Fellow shall be entitled to use after their name the initials "CFIOSH" and the designation "Chartered Fellow of the Institution of Occupational Safety and Health";
  - (b) a Chartered Member shall be entitled to use after their name the initials "CMIOSH" and the designation "Chartered Member of the Institution of Occupational Safety and Health";
  - (c) a Retired Fellow shall be entitled to use after their name the initials "FIOSH (Retired)" and the designation "Retired Fellow of the Institution of Occupational Safety and Health"; and
  - (d) a Retired Member shall be entitled to use after their name the initials "MIOSH (Retired)" and the designation "Retired Member of the Institution of Occupational Safety and Health".



- (2) Chartered Fellows and Chartered Members of the Institution shall in addition be entitled to use the designation "Chartered Safety and Health Professional".
- (3) The designation of Non-Corporate Members by distinguishing initials or words shall be as set out in Regulations.
- (4) Non-Corporate members who have retired from practice shall be entitled to use such designations as are set out in Regulations.

#### **4 Procedure for admission**

- (1) The Institution may admit such persons as members as it shall in its absolute discretion think fit.
- (2) The procedure for application for admission as a member of the Institution, and for the consideration of applications, shall be prescribed by Regulations.
- (3) Every person admitted as a member of the Institution shall be informed by the Chief Executive, or nominee, of their admission and of the class of membership to which they have been admitted.

#### **5 Rights and obligations of members**

- (1) Every member shall upon admission confirm that they will comply with the Charter, Byelaws, Regulations, Rules and the Code of Conduct.
- (2) Each member not in arrear with their subscription shall be notified annually of the publication of the Annual Report of the Board of Trustees.

#### **6 Subscriptions**

- (1) Every member (other than a Companion) shall be required to pay a registration fee and an annual subscription in respect of their membership, subject to paragraph (4) below.
- (2) The amount of the registration fee and the annual subscription shall be as determined by the Board of Trustees.
- (3) Failure to pay the registration fee within three months of admission as a member may lead to the Board of Trustees declaring the admission void. Failure to pay the annual subscription when it falls due may lead to termination of membership in accordance with Byelaw 7 below.
- (4) The Board of Trustees shall have the power to waive, reduce or suspend the registration fee or annual subscription in the case of any individual member or any class of member(s).

#### **7 Termination of membership**

- (1) A member shall cease to be a member of the Institution in any of the following circumstances:
  - (a) if they resign by giving notice in writing to the Institution;
  - (b) if they fail for a period of three months (or such longer period as the Board of Trustees may determine) to pay any annual subscriptions or other fees or amounts due from them to the Institution;
  - (c) if they are removed from membership in accordance with Regulations made pursuant to Byelaw 8 below.
- (2) In the case of paragraphs (1)(a) - (b) above, where any enquiry or investigation into the conduct of that member has commenced, or where disciplinary proceedings against that member are current, the termination of membership shall not be effective until confirmed in writing by the Institution.
- (3) Any member who ceases to be so as a result of the provisions of this Byelaw shall remain liable to the Institution for all annual subscriptions and other sums which may have been due from them at the date their membership ceased in respect of the period ending on such date.
- (4) The Board of Trustees may, at its sole discretion and subject to such terms and conditions as it may consider appropriate, readmit any member whose membership has been terminated pursuant to this Byelaw.

#### **8 Discipline**

- (1) All members are required to comply with the Charter, Byelaws, Regulations, Rules and the Code of Conduct.
- (2) The disciplinary procedures applicable to members and any penalties which may be imposed by the Institution shall be as set out in Regulations.
- (3) A member who is suspended shall not, throughout the period of suspension, be permitted to use any designation or initials appropriate to membership and may not attend or vote at General Meetings.
- (4) A member who is expelled shall have the right to apply to the Board of Trustees for readmission no earlier than two years from: either the date of the disciplinary decision; or the date of the decision made in respect of a previous application for readmission.

## 9 General Meetings

- (1) The General Meetings of the Institution shall be the Annual General Meeting and Special General Meetings.
- (2) Subject to paragraph (3) below, Corporate Members are entitled to attend and vote at General Meetings. Every Corporate Member present in person or by proxy is entitled to one vote on a show of hands or on a poll. Non-Corporate Members are entitled to notice of the time and place of General Meetings and to attend and speak at such meetings but are not entitled to vote.
- (3) No Corporate Member shall be entitled to attend or vote at a General Meeting whilst they are in default for a period of sixty days or more in respect of any financial liability to the Institution.
- (4) Not less than twenty-one clear days' notice of a General Meeting shall be sent in accordance with the provisions of Byelaw 27 to every member of the Institution. The accidental omission to give notice of a General Meeting to a member or the non-receipt of such notice shall not invalidate the proceedings of the General Meeting.
- (5) The notice of a General Meeting shall be in writing and shall specify the place, the day and the time of the General Meeting and the general nature of the business to be transacted. The notice shall state whether the General Meeting is the Annual General Meeting or a Special General Meeting.
- (6) The quorum for General Meetings shall be twenty Corporate Members present in person. If a quorum is not present within thirty minutes of the time at which the meeting was scheduled to begin, or if during the meeting a quorum ceases to be present, the meeting shall, if it was convened upon the request of members in accordance with Byelaw 11(3) below, be dissolved, but in any other case shall be adjourned to a date, time and place determined by the Chair.
- (7) The Chair of the Board of Trustees shall preside as Chair at General Meetings. If the Chair of the Board of Trustees is absent the chair will be taken by the Vice-Chair of the Board of Trustees, or failing them the President, or failing them a Corporate Member elected by the Corporate Members present.
- (8) The Chair of the General Meeting shall be entitled to vote at that General Meeting if they are a Corporate Member.
- (9) The Chair of a General Meeting shall, at their sole discretion, decide the order in which the business of that meeting is to be transacted.
- (10) The Chair of a General Meeting may, with the consent or at the request of a majority of the Corporate Members present, adjourn the General Meeting to a date, time and place determined by them. No business shall be transacted at the reconvened meeting unless it could properly have been conducted at the original meeting had the adjournment not taken place. Unless the General Meeting is adjourned for thirty days or more, it shall not be necessary to give members notice of the reconvened meeting.
- (11) Except in the case of a special resolution, any resolution put to a vote at a General Meeting shall be decided by a simple majority of the votes cast on a show of hands, unless a poll is demanded by the Chair of the General Meeting or by at least five of the Corporate Members present in person or by proxy and representing one-tenth of the total voting rights of all of the members having the right to vote at the meeting.
- (12) Unless a poll is demanded, a declaration by the Chair of the General Meeting that a resolution has been carried unanimously or carried by a particular majority or lost shall be conclusive and any entry to that effect in the book of the proceedings of the Institution shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded.
- (13) Every member entitled to vote at a General Meeting may appoint a proxy to exercise their vote. A proxy may vote on a show of hands or in a poll but may not speak at the meeting. The conditions governing the appointment of a proxy, including the use of electronic communications, shall be set out in Regulations.
- (14) The Council may propose a resolution to be considered at a General Meeting, including a special resolution to amend the Charter or Byelaws. Any resolution which the Board of Trustees wishes to propose must first be approved by the Council.
- (15) A Corporate Member may propose a resolution to be considered at a General Meeting. The notice required and procedure to be followed for such resolutions shall be set out in Regulations.

- (16) The Board of Trustees may, whenever it thinks fit, elect to put a proposed resolution to the vote by means of a postal ballot rather than at a General Meeting. Such a resolution will be as valid and effective as one passed at a General Meeting unless within twenty- eight days of the date on which the ballot papers are sent to members a request for a Special General Meeting is made in accordance with the provisions of Byelaw 11 below. Regulations shall govern the conduct of postal ballots including the use of electronic communications and the appointment of scrutineers.
- (17) Further provision for General Meetings shall be set out in Regulations made in accordance with the provisions of this Byelaw.

## **10 Annual General Meetings**

- (1) In accordance with Article 12 of the Charter the Institution shall, in each year, hold one General Meeting which shall be designated as its Annual General Meeting and which shall be in addition to any other meetings in that year.
- (2) The Annual General Meeting shall be held for the purpose of transacting the following business:
  - (a) receiving and considering the Annual Report;
  - (b) appointing the Auditors;
  - (c) confirming the appointment of the Officers
  - (d) dealing with any other business (subject to Byelaws 9(14) and (15) above).

## **11 Special General Meetings**

- (1) All General Meetings other than Annual General Meetings shall be Special General Meetings.
- (2) The Board of Trustees may convene a Special General Meeting whenever it thinks fit.
- (3) The Board of Trustees shall convene a Special General Meeting upon a request made in writing by not less than seventy- five Corporate Members.
- (4) Regulations shall govern the right to request a Special General Meeting under paragraph (3) above.
- (5) No business shall be transacted at a Special General Meeting other than business which the Chair of the General Meeting considers fairly falls within the scope of the notice of the meeting.

## **12 Board of Trustees**

- (1) The Institution shall be governed and the affairs of the Institution shall be managed by the Board of Trustees.
- (2) The Board of Trustees shall consist of:
  - (a) five Corporate Members of the Institution, appointed by the Council on the recommendation of the Nominations Committee;
  - (b) five non-members of the Institution, appointed by the Council on the recommendation of the
  - (c) Nominations Committee; and the Chair of the Board of Trustees, appointed in accordance with Byelaw 12(7) below.
- (3) A Trustee appointed under paragraph (2) (a) or (b) above shall hold office for three years unless they cease to be a Trustee in accordance with Byelaw 14 below. A Trustee may be re-appointed for one further term of three years only.
- (4) In accordance with Article 7 of the Charter a Trustee may be employed by or may enter into a contract with the Institution to supply goods or services but only if:
  - (a) the goods or services are actually required by the Institution;
  - (b) the nature and level of the remuneration is no more than is reasonable in relation to the nature of the employment or the value of the goods or services and is set in accordance with the procedure in paragraph (6) below; and
  - (c) no more than one half of the Trustees are subject to such a contract in any financial year.
- (5) The quorum for meetings of the Board of Trustees shall be six Trustees present in person, including at least two Corporate Members. A Trustee shall be deemed to be present in person at a meeting if they participate by means of telephone conferencing, video-conferencing or other electronic means enabling all persons participating in the meeting to hear each other.
- (6) Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Board of Trustees or a Standing Committee of the Board of Trustees the Trustee concerned must:
  - (a) declare an interest at or before discussion begins on the matter;
  - (b) withdraw from the meeting for that item unless expressly invited to remain in order to provide information;

- (c) not be counted in the quorum for that part of the meeting; and
- (d) withdraw during the vote and have no vote on the matter.
- (7) The Chair of the Board of Trustees shall not be a member of the Institution and shall be appointed by the Council on the recommendation of the Nominations Committee. The Chair of the Board of Trustees shall, unless the Council otherwise determines, hold office for three years unless they cease to be a Trustee in accordance with Byelaw 14 below, and may be re-appointed for a further term subject to a maximum period of six years as a Trustee.
- (8) The Board of Trustees shall meet as and when the business of the Institution may require but at least four times in any year. The Board of Trustees shall make Standing Orders to govern the conduct of its meetings.
- (9) Except where there is a specified required majority, any resolution of the Board of Trustees shall be passed by a simple majority of the votes of the Trustees present at the meeting.
- (10) A resolution signed by all of the Trustees shall be as valid and effective as if it had been passed at a meeting of the Board of Trustees.

### **13 Powers and duties of the Board of Trustees**

- (1) The Board of Trustees is responsible for carrying out the objects of the Institution and shall have overall responsibility for the governance and management of the Institution.
- (2) The Board of Trustees shall consult the Council on matters of strategy and policy relating to the objects of the Institution.
- (3) The Board of Trustees shall make Regulations in accordance with the provisions of these Byelaws, but such Regulations shall not come into effect until they are approved by the Council.
- (4) The Board of Trustees may make Regulations to govern any other aspect of the conduct of the Institution as it sees fit provided that such Regulations are not inconsistent with the provisions of the Charter and Byelaws, but such Regulations shall not come into effect until they are approved by the Council.
- (5) The Board of Trustees shall appoint such Standing Committees as it considers necessary from time to time and shall in Standing Orders specify the composition

and terms of reference of such Standing Committees.

- (6) The Chairs of the Standing Committees, who shall be Trustees, shall be appointed by the Board of Trustees.
- (7) The Board of Trustees may delegate any of its functions to the Chair of the Board of Trustees or to the Chief Executive or to a Standing Committee except for the following:
  - (a) the approval of the Annual Report of the Institution;
  - (b) the approval of the overall annual budget and business plan for the Institution;
  - (c) the power to make Regulations.
- (8) The Board of Trustees shall produce an Annual Report of the Institution which shall deal with the activities of the Institution since the previous Annual Report and which shall incorporate a report by the Auditors together with an income and expenditure account and balance sheet prepared and audited in accordance with accounting standards and practices generally accepted in the United Kingdom.
- (9) The Board of Trustees shall regularly review its effectiveness, its relationship with the Council, its understanding of the views of members and the alignment of strategy with the objects of the Institution.

### **14 Termination of membership of the Board of Trustees**

- (1) A Trustee shall cease to be a member of the Board of Trustees in any of the following circumstances:
  - (a) if they resign from the Board of Trustees by giving notice in writing to the Institution;
  - (b) if they were appointed as a Trustee under Byelaw 12(2)(a) above and they cease to be a member of the Institution;
  - (c) if they are absent from three consecutive meetings of the Board of Trustees without the consent of the Board of Trustees;
  - (d) if they are removed from the Board of Trustees as a penalty imposed under Regulations made pursuant to Byelaw 8 above;
  - (e) if they are removed from the Board of Trustees pursuant to paragraph (2) below;
  - (f) if they become bankrupt or makes any arrangement or composition with their creditors under bankruptcy legislation as amended from time to time;
  - (g) if they are convicted of a fraud offence.



- (2) A Trustee may be removed from the Board of Trustees by a resolution of the Council. The Trustee shall be entitled to make written representations and to attend and address the meeting of the Council, either in person or through a representative.

## 15 Council

- (1) The Council shall be the representative body of members of the Institution and consist of:
  - (a) such number of members of the Institution, (Corporate or otherwise) for such terms of office and be appointed and re-appointed as prescribed in Standing Orders and Rules.
  - (b) such other persons, co-opted by the Council on the recommendation of the Nominations Committee; and
  - (c) the Officers (ex officio).
- (2) The Council shall meet as and when the business of the Institution may require but at least twice in any year.

## 16 Powers and duties of the Council

- (1) "The Council shall have responsibility for:
  - (a) providing advice to the Board of Trustees on issues relevant to the membership, on the direction of the Institution on matters of strategy and policy relating to the objects of the Institution and on the occupational safety and health profession.
  - (b) representing the views of the membership of the Institution to the Board of Trustees and ensuring that the Board of Trustees discharges its duties effectively in line with the Charitable objects and is acting in the best interests of the Institution and its members.
  - (c) approving Regulations made by the Board of Trustees in accordance with Byelaws 13 (3) and 13 (4)
- (2) The Council shall make:
  - (a) Standing Orders and Rules to govern its conduct.
  - (b) Rules in accordance with Byelaws 15 (1) and 19 (3)
- (3) The Council shall appoint a Nominations Committee, the powers, duties and composition of the committee will be as prescribed in Standing Orders made by the Council.

The Nominations Committee will advise on;

- (a) appointments, re-appointments, and removals of Trustees to the Board in

accordance with Byelaw 14.

- (b) the nomination of the Officers
- (c) any other key appointments.

Recommendations from the Nominations Committee require Council approval.

## 17 Communities

- (1) It shall be the duty of the Board of Trustees to encourage the setting up of communities in any area where sufficient members are located, and of such communities as may be appropriate.
- (2) Regulations shall prescribe the requirements applicable to such communities.

## 18 Equality and diversity

- (1) It shall be the duty of the Board of Trustees to take steps to promote equality and diversity in the membership of the Institution.
- (2) The Board of Trustees shall set out the Institution's position on promoting equality and diversity and shall review progress annually.

## 19 Officers

- (1) The Officers shall be appointed at the Annual General Meeting of the Institution.
- (2) Any person nominated for appointment as an Officer shall be a Chartered Member or a Chartered Fellow.
- (3) The Council shall nominate a member to become President Elect, where more than one candidate is nominated, the President Elect will be chosen by a vote of the members of the AGM.

## 20 Chief Executive

- (1) The Chief Executive shall be appointed by the Board of Trustees for such time, at such remuneration and upon such conditions as it may think fit, and any Chief Executive so appointed may be removed by it. The Board of Trustees may from time to time by resolution appoint an assistant or deputy Chief Executive, and any person so appointed may act in place of the Chief Executive if there is no Chief Executive or no Chief Executive capable of acting.
- (2) The powers and duties of the Chief Executive shall be determined by the Board of Trustees.
- (3) The Chief Executive may delegate any of their functions except for their role in the Institution's staff grievance procedure.

## 21 The seal

The seal of the Institution shall not be affixed to any instrument except by the authority of the Board of Trustees and in the manner laid down in Standing Orders which shall also provide for the custody of the seal.

## 22 Minutes

- (1) The Board of Trustees shall ensure minutes of all of its meetings, all meetings of the Council, all General Meetings and all meetings of committees of the Institution are duly kept and will be made available for inspection by those entitled to attend the meeting concerned.
- (2) If signed by the Chair of the meeting to which they relate or by the Chair of the next succeeding General Meeting or meeting of the Board of Trustees or of the Council or of the relevant committee of the Institution, as the case may be, minutes prepared in accordance with paragraph (1) above shall be sufficient evidence without any further proof of the facts stated in those minutes.

## 23 Books of account

- (1) The Board of Trustees shall cause proper books of account to be kept with respect to:
  - (a) all sums of money received and expended by the Institution and the matters in respect of which the receipt and expenditure takes place;
  - (b) all sales and purchase of goods by the Institution;
  - (c) the assets and liabilities of the Institution.
- (2) Proper books of account shall not be deemed to be kept unless such books, taken as a whole, give a true and fair view of the state of the Institution's affairs and explain its transactions.
- (3) The books of account shall be kept in such place as the Board of Trustees shall determine and shall be open to inspection by the Trustees during normal business hours.
- (4) The contents of the books of account shall be treated as confidential and shall not be published or disclosed to third parties except to the extent that the Board of Trustees may from time to time determine.

## 24 Auditors

- (1) The members at a General Meeting shall appoint the Auditors who shall belong to a body of accountants established in the United Kingdom and satisfying any statutory requirements as are from time to time in force.
- (2) The Auditors shall hold office from the close of the Annual General Meeting at which they are appointed until their resignation or the close of the next succeeding Annual General Meeting whichever is the earlier and shall be eligible for reappointment and shall receive such remuneration as may be determined or approved by the Board of Trustees.
- (3) If the office of Auditors shall become vacant for any reason before the expiration of the existing auditors' period of office the Board of Trustees shall forthwith appoint substitute Auditors in their place for the remainder of such period.
- (4) The Auditors may resign by notice in writing addressed to the Chief Executive.
- (5) The Auditors shall have a right of access at all reasonable times to the books records accounts and vouchers of the Institution and shall be entitled to require from the Officers, Chief Executive and senior staff of the Institution such information and explanations as may be necessary for the performance of their duties.
- (6) The Auditors shall report to the Institution on the accounts examined by them and on every balance sheet and statement of accounts to be laid before the members at a General Meeting during their tenure of office and the report shall, so far as relevant, contain statements of the kind which the auditors of a company incorporated in England would be legally required to make in their report to the members were the Institution such a company.
- (7) The Auditors shall be entitled to attend any General Meeting of the Institution and to receive all notices of and any other communications relating to any such General Meeting which members are entitled to receive and to be heard at any General Meeting which they attend on any part of the business of the General Meeting which concerns them as Auditors.

## 25 Indemnity

- (1) The Officers, Trustees, members of the Council, members of committees of the Institution, members of Community Committees, Auditors, Chief Executive and other senior staff of the Institution may by resolution of the Board of Trustees be indemnified out of the funds of the Institution against any expenses or liability incurred by them in or about the discharge of their respective duties.
- (2) No Officer, or member of the Board of Trustees, or member of the Council, or member of a committee of the Institution or member of a Community. Committees shall be liable for any act other than their own or for signing any receipt or other document or for doing any other act for the sake only of conformity, or for any loss or expense which may be occasioned to the Institution, otherwise than as a direct result of their own negligence or wilful misconduct.
- (3) In furtherance of the objects of the Institution (but not otherwise) the Board of Trustees may provide insurance to cover the liability of the Trustees 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 Institution, provided that any such insurance shall not extend to any claim arising from any act or omission which the Board of Trustees knew to be a breach of trust or a breach of duty or which was committed by the Board of Trustees in reckless disregard of whether it was a breach of trust or a 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 Trustees in their capacity as such.

## 26 Irregularities

If it is discovered that, in relation to any act purported to be agreed in any General Meeting or by any meeting of the Board of Trustees or of the Council or of any committee of the Institution, there was some defect in the constitution of such meeting or irregularity in its proceedings or some defect in the election, admission, appointment or qualification of any person purporting to act as an Officer, as a

Trustee or as a member of the Council or of any committee of the Institution or as a member, such act shall be deemed to be valid as if no such defect or irregularity had existed or occurred and no such defect or irregularity shall prejudice, vitiate, avoid or otherwise affect any act, dealing or contract made with any third party who acted bona fide and with no express notice of such defect or irregularity at the time of such act, dealing or contract.

## 27 Notices

- (1) A notice may be served by the Institution upon any member, either personally, by sending it through the post in a prepaid letter sent by first class post (or equivalent) addressed to such member at their address as appearing in the Register of Members, or by electronic means where the member has notified the Institution of an electronic address for the purpose of receiving electronic communications.
- (2) Any member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Institution an address within the United Kingdom at which notices may be served upon them, or an electronic address in accordance with paragraph (1) above, shall be entitled to have notices served upon them at such address, but save for the above, only those members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the Institution.
- (3) A notice may be served by a member on the Institution by addressing it to the Chief Executive at the Office and by either delivering it by hand to the Office, by sending it through the post in a prepaid letter sent by first class post (or equivalent), or by sending it to an electronic address notified by the Institution for the purpose of receiving electronic communications.
- (4) Any notice, if served by post, shall be deemed to have been served on the day which is the second business day following that on which the letter containing the notice was properly addressed and put into the post office as a prepaid letter, and if served by electronic means, shall be deemed to have been served on the day that the notice was transmitted.

## **28 Inspection of documents by members**

- (1) The Byelaws, Regulations, Standing Orders and Rules for the time being in force shall be made reasonably available for inspection by members.
- (2) The Board of Trustees shall have power to determine the extent to which members shall be given access to the Register of Members, the Institution's minute books and the Institution's books of account.

## **29 Effective date**

These Byelaws shall come into force and take effect on and from the date when these Byelaws are approved by the Lords of Her Majesty's Most Honourable Privy Council.



## About IOSH

The Institution of Occupational Safety and Health (IOSH) is a global Chartered body. The largest membership organisation for health and safety professionals worldwide. We connect our members with resources, guidance, events, and training, and we're the voice of our profession, campaigning on issues that affect millions of working people.

As a qualifications Awarding Organisation, a developer of training, and an advocate for positive transformation, we seek to build excellence in our profession, drive action from everyone who can influence occupational safety and health standards and ensure that protecting people is at the heart of sustainability.

IOSH was founded in 1945 and is a registered charity with international NGO status.

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**Institution of Occupational Safety and Health**  
**Founded 1945**  
**Incorporated by Royal Charter 2003**  
**Registered charity in England and Wales No. 1096790**  
**Registered charity in Scotland No. SC043254**