

AGM

Our tenth Annual General Meeting will be held at the Radisson Blu Hotel, East Midlands Airport, Derby, on 06 November 2012 at 16.30

Ordinary Resolutions

- 1 To receive and consider the Annual Report.
- 2 To appoint Gerard Hand as President for the next year.
- 3 To appoint Tim Briggs as President Elect for the next year.
- 4 To appoint Subash Ludhra as Immediate Past President for the next year.
- 5 To appoint Andy Lo and John Lacey as Vice-Presidents for three years and Jonathan Pickering as Vice-President for two years.
- 6 To confirm the appointment of members of the Council elected or co-opted since the 2011 AGM.
- 7 To appoint Baker Tilly of City Plaza, Temple Row, Birmingham, B2 5AF as auditors for the next year.

Special Resolutions

- 1 To approve changes to clauses 1, 2, 4, 10 and 11 of the Charter, subject to any amendments required by the Privy Council.
- 2 To approve changes to Byelaws 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 13, 14, 15, 16, 17, 19, 20, 26 and 33, subject to any amendments required by the Privy Council.

By order of the Board of Trustees



Rob Strange
Chief Executive
25 September 2012



Special Resolutions

To approve changes to clauses 1, 2, 4, 10 and 11 of the Charter, and to Byelaws 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 13, 14, 15, 16, 17, 19, 20, 26 and 33. New text is shown in italics. Sections that have been removed entirely are indicated by a line through the text and/or are summarised in the 'What it means' column.

Proposed amendment

Clause 1

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.

Clause 2

2. In our Charter, unless the context otherwise requires:
[...]
"the Institution" means The Institution of Occupational Safety and Health, *also known as The Chartered Institution of Occupational Safety and Health*, hereby constituted;

Clause 4

4. Pursuant to the objects the Institution shall have the following powers:
[...]

What it means

The amendments to clauses 1 and 2 aim to give IOSH the option, but not the obligation, to use the alternative name "The Chartered Institution of Occupational Safety and Health", where beneficial and expedient to do so. IOSH understands that other bodies incorporated by Royal Charter have adopted, or are considering adopting, similar amendments, for example the Institute of Directors.

- (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;
- [...]
- (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*;

Clause 10

- 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.

Clause 11

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

Byelaw 1

- 1. Interpretation
- (1) In these Byelaws, unless the context otherwise requires:
 - [...]
 - “Code of Conduct” means rules governing the conduct of members made *from time to time* by the Board of Trustees;
 - [...]
 - ~~“existing Byelaws” means the Byelaws of the Institution which took effect on 1 April 2003;~~
 - ~~“existing Council” means the Council of the Institution constituted under the Original Royal Charter and the existing Byelaws;~~
 - [...]

Specialist groups are now known as “groups” – the proposed amendment reflects this.

The proposed amendment is designed to ensure that the power to invest is exercised in accordance with all statutory powers conferred on trustees, whether in the Trustee Act 2000 or otherwise.

IOSH wishes to allow for the introduction of new categories of membership, such as Associate Member, and potentially, in the future, to offer membership to organisations. To this end, changes are proposed to amend the Byelaws so that categories of Non-Corporate membership are in future provided for by Regulations. Classes of Corporate membership will continue to be provided for in the Byelaws.

The proposed changes to clauses 10 and 11 reflect the fact that, if the proposed changes to the Byelaws are approved, in the future, classes of membership and the initials and designations permitted to be used by members in those classes may be found in Regulations rather than in the Byelaws.

The proposed amendment to the definition of “Code of Conduct” is to make it clear that references in the Byelaws to the Code are to the Code as it is then in force.

It is proposed to delete the transitional provisions which were included in the original Royal Charter, as all transitional steps were concluded some time ago. Therefore, consequential changes are proposed to Byelaw 1(1) and Byelaw 33 is now redundant.

“Nominations Committee” means the Nominations Committee appointed by the Council in accordance with Byelaw 16(6)

[...]

“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);

- (2) In these Byelaws, unless the context otherwise requires:
- [...]
- (ii) words importing the masculine gender only shall include the feminine gender, *and shall also be taken to include reference to organisations;*
 - (iii) words denoting persons shall include *organisations;*
 - (iv) *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.*

Byelaw 2

2. Membership of the Institution
- [...]
- (3) There shall be the following classes of Corporate Members:
- [...]
- (b) Chartered Members**
- Persons who have obtained a qualification in occupational health and safety or a cognate discipline which meets the Institution’s technical criteria as set out in Regulations, and which is *at least the academic level of a UK first cycle degree*, a qualification recognised as commensurate to *at least the academic level of a UK first cycle degree by recognised national regulatory bodies for qualifications*, a qualification recognised as commensurate to *at least the academic level of a UK first cycle degree by the UK NARIC, or a*

This is a consequential amendment as a result of the proposed changes to Byelaw 16.

A definition of “Special General Meeting” is now included.

This is a consequential amendment as a result of the proposed changes to Byelaw 13.

Changes are proposed to reflect the possibility of organisational members in the future, and also to ensure that references to statutory provisions are interpreted to reflect the most current version of those statutory provisions.

The amendments are designed to reflect the terminology of the Bologna process and to adopt the cross-boundary definition for the academic framework within the European Union.

qualification which otherwise complies with the Institution's academic requirements as set out in Regulations, and who have completed a prescribed programme of Initial Professional Development, and who continue to demonstrate that they are maintaining their competence through a mandatory programme of 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 Initial Professional Development and CPD as a condition of membership.

Byelaw 3

3. Designations

[...]

- (3) The designation of Non-Corporate Members by distinguishing initials or words shall be as *set out in Regulations*.

Byelaw 4

4. Procedure for *admission*

- (1) An application for *admission* as a member of the Institution shall be considered by the Board of Trustees, which may *admit* such persons 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 his *admission* and of the class of membership to which he has been *admitted*.

As indicated in the comments relating to clauses 10 and 11, classes of Non-Corporate Members are to be removed from the Byelaws and will instead be provided for in Regulations. This will give IOSH greater flexibility to add or remove membership categories without the need for further amendments to the Byelaws. IOSH understands that a similar change has been made by a number of other Chartered bodies, for example the Royal Institution of Chartered Surveyors.

As mentioned above, the proposed amendment to Byelaw 2(5) allows for the possibility of organisational members, should IOSH wish to introduce this option in the future.

Prospective members are no longer elected to IOSH. The proposed amendment to Byelaw 2(6), and in line with the proposed Byelaws 2(4) and 2(5), more properly describes the process as "admission".

The proposed amendment is consequential to the amendment above, in stipulating that the post-nominal designations for Non-Corporate Members will be set out in Regulations.

As outlined above, the proposed amendments to Byelaws 4, 5 and 6 more properly describe the process as "admission".

Byelaw 5

5. Rights and obligations of members
- (1) Every member shall upon *admission* be supplied with a copy of the Charter, Byelaws, *Regulations* and the Code of Conduct and shall sign an undertaking to observe the same; and every person who immediately before the date of the Original Royal Charter was a member of the Petitioning Corporation shall be deemed to have so signed.

Byelaw 6

6. Subscriptions
- [...]
- (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.

Byelaw 7

7. Termination of membership
- (1) A member shall cease to be a member of the Institution in any of the following circumstances:
- [...]
- ~~(c) if he is adjudged bankrupt, or is the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking within the meaning of the Enterprise Act 2002 which amends the Insolvency Act 1986 (or equivalent legislation), or he makes any arrangement or composition with his creditors, including an individual voluntary arrangement, or he becomes a patient within the meaning of Part VII of the Mental Health Act 1983 (or equivalent legislation);~~
- (c) if he is removed from membership *in accordance with Regulations made pursuant to Byelaw 8* below.

It is proposed to delete existing paragraph (c) because, in each of the circumstances described in that paragraph, IOSH considers it inappropriate for membership to be terminated automatically. Instead, where appropriate, action will be taken under Byelaw 8 to remove a member falling within any of these categories. This would ensure the consequences are proportionate to the precise circumstances.

- (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.

Byelaw 8

8. Discipline

- (1) All members are required to comply with the *Charter, Byelaws, Regulations and the Code of Conduct* made by the Board of Trustees.
- (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) ~~Regulations shall prescribe the procedure to be followed where an allegation of misconduct is made, including:~~
- ~~(a) provision for disciplinary hearings;~~
 - ~~(b) the right of the member to be represented and to call and question witnesses;~~
 - ~~(c) the penalties which may be imposed;~~
 - ~~(d) the right of appeal against disciplinary decisions;~~
 - ~~and~~
 - ~~(e) the publication of disciplinary decisions.~~
- (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* but 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*.

The proposed changes to Byelaws 7(2) and 8 take into account issues that have arisen in the operation and interpretation of IOSH's disciplinary procedures to date, and aim to eliminate the possibility of inconsistency between the Byelaws, the Code and the disciplinary procedures.

Byelaw 9

9. General Meetings
[...]
- (4) Not less than twenty-one clear days' notice of a General Meeting shall be sent *in accordance with the provisions of Byelaw 29* 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.

Byelaw 10

10. Annual General Meetings
[...]
- (2) The Annual General Meeting shall be held for the purpose of transacting the following business:
[...]
- (d) dealing with any other business (subject to *Byelaws* 9(14) and (15) above).

Byelaw 13

13. Powers and duties of the Board of Trustees
[...]
- (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 by Regulations specify the composition and terms of reference of such Standing Committees.
- (6) The Chairs of the Standing Committees shall be appointed by the Council, on the recommendation of the Board of Trustees as advised by the Nominations Committee.
- (7) The Board of Trustees may delegate any of its functions to the Chairman of the Board of Trustees or

The amendment is to clarify that notice of General Meetings may be sent by electronic communication if the member has provided the Institution with an email address, which reflects current practice.

This proposed change more accurately refers to "Byelaws" as opposed to "paragraphs".

Currently, the Board of Trustees' power to make Regulations is limited to Regulations made in accordance with the Byelaws. This is considered unduly restrictive, and the proposed amendment gives the Board of Trustees the power to make Regulations on any aspect of the conduct of IOSH provided those Regulations are consistent with the Charter and Byelaws and subject to the approval of IOSH's Council.

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.

Byelaw 14

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:
- [...]
- (e) if he is removed from the Board of Trustees as a penalty imposed under *Regulations made pursuant to Byelaw 8* above;

This is a consequential amendment as a result of the proposed changes to Byelaw 8.

Byelaw 15

15. Council
- [...]
- (2) The Council shall consist of:
- [...]
- (d) the Chairmen of the Standing Committees (ex officio), *but excepting the Chairman of any Standing Committee involved in the discipline of members as prescribed by Regulations made pursuant to Byelaw 8.*

It is proposed that the Chairmen of the Standing Committees involved in the discipline of members should no longer be ex officio members of IOSH's Council. This is pursuant to the decision of the court in the case of R (on the application of Kaur) v Institute of Legal Executives Appeal Tribunal (2011), where it was decided that there was an inherent conflict of interest between the deciding of cases involving alleged damage to the reputation of an institution and a place on the governing body of that institution. The proposed change will ensure a clear separation between the two functions.

Byelaw 16

16. Powers and duties of the Council
[...]
- (2) The Council shall consider and may approve Regulations made by the Board of Trustees in accordance with Byelaws 13(3) and 13(4) above.

This is a consequential amendment as a result of the proposed change to Byelaw 13.

Byelaw 17

17. Termination of Council membership
- (1) A member of the Council shall cease to be a member of the Council in any of the following circumstances:
[...]
- (e) if he is removed from the Council as a penalty imposed under *Regulations made pursuant to* Byelaw 8 above;

This is a consequential amendment as a result of the proposed changes to Byelaw 8.

Byelaw 19

19. Equality and diversity
[...]
- (2) The Board of Trustees shall set out the Institution's *position* on promoting equality and diversity and shall review *progress* annually.
[...]

The proposed changes more accurately describe the document produced and the review function undertaken by the Board of Trustees.

Byelaw 20

20. Officers
[...]
- (8) An Officer shall cease to hold office in any of the following circumstances:
[...]
- (c) if he is removed as an Officer as a penalty imposed under *Regulations made pursuant to* Byelaw 8 above;

This is a consequential amendment as a result of the proposed changes to Byelaw 8.

Byelaw 26

26. Auditors

- (1) The members in 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*.

Byelaw 33

~~33. Commencement~~

- ~~(1) The Institution and its income, property and affairs shall be administered...~~

The proposed amendments remove an out-of-date statutory reference and reflect the fact that the requirements for the appointment of auditors may in future be found in legislation other than the Companies Act.

As stated above, this Byelaw contains commencement and transitional provisions which are no longer required, and it is therefore proposed to delete it.

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IOSH is the Chartered body for health and safety professionals. With more than 40,000 members in 80 countries, we're the world's largest professional health and safety organisation.

We set standards, and support, develop and connect our members with resources, guidance, events and training. We're the voice of the profession, and campaign on issues that affect millions of working people.

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

**Institution of Occupational
Safety and Health**
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Registered charity 1096790



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