

## **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 Royal Environmental Health Institute of Scotland (hereinafter called “the existing Institute”) incorporated under the Companies Acts as a company limited by guarantee has by its humble Petition prayed that We should be graciously pleased to grant to it a Charter of Incorporation:

AND WHEREAS We have taken the said Petition into Our Royal Consideration and are minded to accede thereto:-

NOW THEREFORE KNOW YE that We, by virtue of Our Prerogative Royal in that behalf and of all other powers enabling Us so to do have of Our especial grace, certain knowledge and mere motion granted and declared and do hereby for Us, Our Heirs and Successors, grant and declare as follows:

1. The persons now Members of the existing Institute and all other persons who may hereafter become members of the Body Corporate hereby constituted shall for ever hereafter be one Body Corporate and Politic by the name of “The Royal Environmental Health Institute of Scotland” (hereinafter known as “the Institute”) and by the same 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 their will and pleasure, and by the same name shall and may sue and be sued in all Courts and in all manner of actions and proceedings and shall have power to do all other matters and things incidental or appertaining to a body corporate.
2. In this Our charter and in the Bye-Laws unless the context otherwise requires:
  - (a) “The Bye-Laws” shall mean the Bye-Laws set forth in the Schedule hereto as amended from time to time in accordance with this our Charter.
  - (b) “The Council” shall mean the Council of the Institute and as from time to time constituted in accordance with the Bye-Laws.
  - (c) “Environmental Health” shall embrace all aspects of public health, hygiene and safety in all or any of their branches and shall include the subject-matter of all environmental health laws, regulations, directives or guidelines be they of a local, national, international or supra-national character, and the expression “environmental health measures” will be construed as encompassing all or any of the same.
  - (d) “Environmental Health Officer” means a person who holds a qualification such as would entitle him to Ordinary membership of the Institute as an Environmental Health Officer pursuant to Bye-Law 3(b).

- (e) Words importing the singular number only shall include the plural number and vice versa, words importing the masculine gender only shall include the feminine gender and words importing persons shall include corporations.
3. The objects for which the Institute is established are for the benefit of the community to promote the advancement of Environmental Health by:
- (a) stimulating general interest in and disseminating knowledge concerning Environmental Health;
  - (b) promoting education and training in matters relating to Environmental Health; and
  - (c) maintaining, by examination or otherwise, high standards of professional practice and conduct on the part of Environmental Health Officers in Scotland.
4. In furtherance of the foregoing objects the Institute shall have the following powers:-
- (a) to secure the proper organisation of the recruitment, training, qualification and conduct of Environmental Health Officers in Scotland and, for this purpose, to promote or assist in the provision of adequate courses of instruction for students in Environmental Health and of postgraduate courses of study for all Environmental Health Officers;
  - (b) to conduct examinations in subjects relating to Environmental Health, and to prescribe and implement in relation thereto all such regulations as shall be deemed proper or expedient from time to time;
  - (c) to make awards or grant diplomas and certificates to and to confer an Honorary Vice-Presidentship or similar distinction or dignity upon any persons who shall be found entitled thereto;
  - (d) to promote the establishment of Degree or other courses in Environmental Health and allied subjects;
  - (e) to undertake or promote research into aspects of Environmental Health;
  - (f) to establish and maintain lecture rooms and libraries or other collections of information concerning Environmental Health;
  - (g) to hold or promote lectures, demonstrations, exhibitions or meetings and to hold congresses and conferences for the consideration of aspects of Environmental Health;
  - (h) to publish or promote the publication and dissemination of books, pamphlets, journals and any other information relating to Environmental Health by any available media;
  - (i) to arrange for the testing of any object, substance, material, apparatus or appliance that may be of significance in the field of Environmental Health and

to make such awards or confer such recognition in respect of the same, as may be deemed appropriate;

- (j) to take cognisance of and make representations concerning Environmental Health measures and to monitor the progress of the same through Parliament or, as the case may be, the institutions of the European Union;
  - (k) to accept any gift, endowment or bequest made to the Institute generally, or for the purpose of any object of the Institute and to carry out any trusts attached to any such gift, endowment or bequest;
  - (l) to co-operate with any other associations or institutions whose objects are altogether or in part similar to those of the Institute and to procure from and to communicate to any such association or institution such information as may be likely to promote the objects of the Institute;
  - (m) to purchase, take on lease or in exchange, hire or otherwise acquire and to hold any lands, tenements and any other property (whether heritable or moveable) or any estate or interest therein, which may be deemed necessary for the furtherance of the objects of the Institute and to sell, let or otherwise dispose of the same;
  - (n) to borrow money for the purpose of the Institute and for that purpose to grant or issue any security, mortgage, guarantee, debenture, bond or other obligation of the Institute charged or secured upon or in respect of any part of its property which can legally be charged or secured and to redeem, renew or vary such obligations;
  - (o) to liaise with the various professions interested in or connected with Environmental Health in Scotland and to co-operate with European Union institutions, National and Local Government or other bodies in all matters pertaining to the work or functions of Environmental Health Officers;
  - (p) to liaise with Environmental Health Officers and those performing similar or equivalent functions throughout the United Kingdom and abroad; and
  - (q) to do all such other lawful things as may from time to time be necessary, incidental or conducive to the attainment of the objects of the Institute or any of them.
5. The income and property of the Institute from whatever source derived shall be applied solely towards furtherance of the objects of the Institute as set forth in this Our Charter and no part thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever, by way of profit to the members of the Institute; provided that, subject to the provisions contained in Article 6 hereof, nothing herein shall prevent the payment in good faith of remuneration to any secretary, treasurer, auditor, examiner, officer or servant of the Institute or to any member of the Institute or other person in return for any services actually rendered to the Institute or prevent the borrowing of money by the Institute from any member under any power of borrowing.

6. No member of the Council shall be appointed to any salaried office of the Institute or any such office remunerated by fees, and no remuneration shall be given to any member of the Council except reimbursement of out-of-pocket expenses and interest on money lent provided that any member of the Council who may be acting as secretary, treasurer, auditor, centre secretary or examiner of the Institute may receive proper remuneration in respect of his office but shall not vote on any resolution with respect to his appointment to such office or the remuneration to be paid in respect thereof.
7. The affairs of the Institute shall be managed by a Council consisting of the President and such representatives elected or appointed, and holding office for such period as may be prescribed in the Bye-Laws.
8. The Honorary Officers of the Institute shall be the President, two Vice-Presidents and the two immediate Past-Presidents or such other Officers as may be provided for in the Bye-Laws.
9. The first Honorary Officers of the Institute and the first members of the Council shall be the persons who are respectively the Officers and members of the Council of the existing Institute at the date of this Our Charter.
10. The business of the Council shall, subject to the provisions of this Our Charter and of the Bye-Laws, be conducted in such manner as the Council shall from time to time determine.
11. The Institute shall appoint such staff with such functions, tenure and terms of office as the Bye-Laws shall prescribe.
12. There shall be such classes of membership of the Institute as the Bye-Laws shall prescribe. The qualifications, method and terms of admission, rights, privileges and obligations of each of the classes of membership shall be as the Bye-Laws shall direct.
13. Every person shall, before becoming a member of the Institute, sign an undertaking to observe, and to be bound by, this Our Charter and the Bye-Laws.
14. The Bye-Laws set out in the Schedule to this Our Charter shall (in so far as they do not conflict with the provisions of the same) remain in force as the Bye-Laws of the Institute unless and until revoked, amended or added to in the manner hereinafter provided. The Bye-Laws may direct that any matter which pursuant to this Our Charter may be prescribed or regulated in the Bye-Laws may be further prescribed or regulated by Standing Orders or by Regulations. Provided that any such further prescription or regulation shall not be repugnant to the provisions of this Our Charter or the Bye-Laws.
15. The Bye-Laws or any of them may from time to time be revoked, amended or added to by resolution passed by not less than two-thirds of the Corporate Members of the Institute present and voting and an Extraordinary General Meeting specifically called for that purpose, provided that no such revocation, amendment or addition as

aforesaid shall be made and no new Bye-Laws shall come into force until the same have been approved by the Lords of Our Most Honourable Privy Council of which approval a certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.

16. The Institute may by resolution passed by not less than two-thirds of its Corporate Members present and voting at an Extraordinary General Meeting specifically called for that purpose revoke, amend or add to any of the provisions of this Our Charter and such revocation, amendment or addition shall when allowed by Us, Our Heirs or Successors in Council become effectual so that this Our Charter shall thenceforward continue to operate as though it had been originally granted and made accordingly. This provision shall apply to this Our Charter as revoked, amended or added to in manner aforesaid provided that no revocation, amendment or addition shall be made which shall cause the Institute to cease to have charitable status.
17. The Institute may by resolution passed by not less than two-thirds of its Corporate Members present and voting at an Extraordinary General Meeting specifically called for that purpose empower the Council to surrender this Our Charter and any Supplementary 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 to wind up or otherwise deal with the affairs of the Institute in such manner as shall be directed by such Extraordinary General Meeting or in default of such direction as the Council shall think expedient having due regard to the liabilities of the Institute for the time being. If upon the winding up or dissolution of the Institute there shall remain after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the Members of the Institute, or any of them, but shall (subject to any special trusts affecting the same) be given and transferred to some other charitable institution or institutions having objects similar to the objects of the Institute, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Institute by Article 5 hereof, such institution or institutions to be determined by the Corporate Members of the Institute at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.
18. All General Meetings (which term shall include all Extraordinary General Meetings) of the Institute shall be convened and conducted in accordance with the provisions of the Bye-Laws, Standing Orders or Regulations.
19. In any case of conflict, the provision of this Our Charter shall prevail over those of the Bye-Laws and any Standing Orders or Regulations made under the Bye-Laws, and the provisions of the Bye-Laws shall prevail over those of any such Standing Orders or Regulations.
20. Our Royal Will and Pleasure is that this Our Charter shall ever be construed benevolently and in every case most favourably to the Institute and the promotion of the objects of this Our Charter.

IN WITNESS WHEREOF We have ordered the Seal appointed by the Treaty of Union to be kept and used in Scotland in place of the Great Seal of Scotland to be appended hereto.

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

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

## **BYE-LAWS OF THE INSTITUTE**

### **DEFINITIONS**

1.1 In the Bye-Laws unless the contrary intention appears words and expressions shall have the same meanings as those assigned to them in the Charter.

1.2 The following words and expressions shall, unless the context otherwise requires, have the meanings set forth below:-

“Charter” means the Royal Charter by virtue of which the Institute is incorporated.

“European Community Regulations” means The European Communities (Recognition of Professional Qualifications) Regulations 1991 (S.I. 824) as the same may be amended, replaced or re-enacted from time to time.

“Former Institute” means The Royal Environmental Health Institute of Scotland incorporated by guarantee under the Companies Acts.

“Operative Date” means the date of the Charter.

“Secretary” means such honorary officer or employee of the Institute (by whatever designation such officer or employee is known) to whom have been delegated the functions normally carried out by a Secretary.

“Special Resolution” is such a Resolution of the Members of the Institute which requires a majority of two-thirds of those eligible to vote and voting in order to be duly passed.

### **MEMBERSHIP**

#### **CATEGORIES OF AND QUALIFICATIONS FOR MEMBERSHIP**

2.1 The Membership of the Institute shall be divided into two grades, namely Corporate and Non-Corporate.

2.2 The Corporate and Non-Corporate grades shall be divided into the following classes:-

- (a) *Corporate*
  - (i) Fellows
  - (ii) Ordinary Members
  - (iii) Honorary Members
  - (iv) Retired Ordinary Members

- (b) *Non-Corporate*
  - (i) Associate
  - (ii) Student
  - (iii) Affiliate

- 2.3 The class of Ordinary Members shall be divided into two categories namely:-
- (i) Environmental Health Officers; and
  - (ii) Others not being Environmental Health Officers
3. Subject always to the transitional provisions contained in Bye-Law 4 hereof, the qualifications for admission to each class of membership are as follows:-
- (a) *Fellows*  
Nominees for Fellowship must be Ordinary or Retired Ordinary Members of the Institute or former Institute of at least ten years' standing.
  - (b) *Ordinary Members (Environmental Health Officers)*  
Applicants for Ordinary membership as an Environmental Health Officer shall hold:-
    - (i) A Diploma in Environmental Health conferred by the Institute or the former Institute following successful completion of at least three years study at a higher education establishment and a period of practical training, as may be prescribed by the Council; or
    - (ii) a Diploma in Environmental Health or a Certificate in Sanitary Science conferred by the former Royal Sanitary Association of Scotland; or
    - (iii) such Certificate or Diploma as would entitle the holder to become an Ordinary member of the Chartered Institute of Environmental Health provided that at the date of issue of any such Certificate or Diploma (where such date was after 17th April 1991) the Chartered Institute of Environmental Health was a designated authority for the purposes of the European Community Regulations; or
    - (iv) in the case of an applicant who has obtained a qualification in the field of Environmental Health outwith Great Britain and Northern Ireland and in relation to whom the provisions of the European Community Regulations do not apply, such Diploma, Certificate or other qualification as the Council, following discussions under the auspices of the International Federation of Environmental Health or such similar organisation, deems to be equivalent in status to a Diploma in Environmental Health conferred by the Institute; or
    - (v) such authorisation as may be issued by the Institute pursuant to and for the purposes of the European Community Regulations.
  - (c) *Ordinary Members (Others)*  
Applicants for Ordinary Membership otherwise than as Environmental Health Officers shall hold such other qualifications as the Council may from time to time recognise as enabling the holder to engage in work or provide services related to Environmental Health in any of its aspects, provided such work is carried out or services provided by the holder of professional qualifications of

a level broadly commensurate with those required by an Environmental Health Officer.

(d) *Honorary Members*

Nominees for Honorary Membership must be Members of the Institute or former Institute of not less than ten years' standing.

(e) *Retired Ordinary Members*

Retired Ordinary Members shall be those who have held Ordinary Membership of the Institute or the former Institute, and who (being Ordinary Members at the time of their retirement) elect upon retiring from active work or employment in the field of Environmental Health to apply for Retired Membership. For this purpose the expression "retire" shall denote the cessation, whether permanent or temporary and whether through retirement or any other cause such as pregnancy or redundancy, of active work or employment in the field of Environmental Health and a Member who elects to apply for and is elected to membership as a Retired Member shall not thereby be prejudiced from subsequently applying for membership as an Ordinary Member of the Institute upon resuming such active work or employment.

(f) *Associate*

Associate Membership is open to any person (not being a corporation) who irrespective of his qualifications has by reason of his post or employment an interest in any aspect of Environmental Health.

(g) *Student*

Applicants for Student Membership shall be those who are duly registered with the Institute as Student Environmental Health Officers or who, in the absence of such registration, are matriculated students of a University following a course of study leading to the Degree of B.Sc. in Environmental Health, or such other Degree as may from time to time be recognised by the Institute as the basic foundation for the Diploma in Environmental Health.

(h) *Affiliate Members*

Affiliate Membership is open to such corporate bodies or unincorporated associations as are interested in the objects of the Institute and whose election to Affiliate Membership would, in the opinion of the Council, be conducive to the objects of the Institute.

#### 4. TRANSITIONAL PROVISIONS

All Members of the former Institute as at the Operative Date will automatically be deemed to be Members of the Institute holding the grade and class of grade corresponding to their grade and class of grade in the membership of the former Institute, provided that Ordinary Members of the former Institute will be allocated to the category of Environmental Health Officer or otherwise according to whether their qualifications entitle them to membership of either such category.

## PROCEDURE FOR ELECTION TO MEMBERSHIP

- 5.1 Save as aftermentioned, every applicant for membership shall complete a prescribed form of application which shall be countersigned as sponsors by two Corporate Members of the Institute. Upon receipt of a duly completed and signed application form along with a remittance for the annual subscription appropriate to the grade and class of membership applied for, the Secretary shall cause the application to be submitted to the Meeting of the Council which next occurs not less than ten days following receipt by the Secretary of the same. The Council will decide by a majority of those present and voting whether the applicant is a suitable person to be a Member of the Institute. If an applicant is found to be so suitable and is otherwise eligible for membership of the grade and class of membership applied for he shall be admitted as a Member of that grade and class.
- 5.2 The names and addresses of all those elected to membership shall be entered on a Register of Members kept by the Secretary, and the Secretary shall as soon as reasonably practicable following election of a new Member provide such new Member with a copy of the Charter, the Bye-Laws and other Regulations adopted by the Institute for the time being.

## ELECTION OF FELLOWS AND HONORARY MEMBERS

- 6.1 The Council may confer a Fellowship upon any Ordinary Member possessing the qualifications contained in Bye-Law 3(a) who has rendered outstanding and distinctive service to the Institute or former Institute, and may confer Honorary Membership upon any Member possessing the qualifications contained in Bye-Law 3(d) who has made a distinguished contribution to the field of Environmental Health or any aspect thereof.
- 6.2 Nominations for Fellowship or Honorary Membership may be made by any Corporate Member and shall be made in writing to the Secretary.
- 6.3 The Secretary shall be bound upon receipt of a nomination for Honorary Membership to arrange for the consideration thereof at the meeting of the Council which next occurs not less than ten days following receipt by the Secretary of such nomination. In the case of nomination for a Fellowship the Secretary shall arrange for the consideration thereof by the Council prior to the next meeting of the Congress of the Institute in accordance with such Regulations as the Council may adopt, and any announcement of the award of a Fellowship shall, unless the Council determines, be made at a Congress.
- 6.4 The Council's decision as to whether a nominee is to be elected to Fellowship or Honorary Membership shall be final.

## SUBSCRIPTIONS

- 7.1 Every Member shall pay annually to the Secretary such subscription as is appropriate to his grade and class of membership and as shall be determined from time to time by the Institute in General Meeting.
- 7.2 Subscriptions for existing Members are payable by 1st April in any year or on such other date as the Institute in General Meeting may prescribe. The Institute in General Meeting may provide that any new Member of any grade or class who is admitted to membership of the Institute after 1st October in any year, or such other date as the Institute in General Meeting shall determine, shall pay a reduced subscription of such amount as the Institute in General Meeting may determine in lieu of the full subscription for his first year of membership.
- 7.3 Any Member who allows his subscription or any part thereof to be in arrears for three months or more shall be advised of that fact by the Secretary, and if a further three months elapse without payment in full of the subscription the Council may by majority of those present and voting order the deletion of the name of such Member from the Register of Members and such Member will thereupon cease to be a Member of the Institute, provided that the liability of such Member in respect of the subscription or part thereof in arrears shall remain in full force, and provided also that the Council may in its discretion reinstate any such defaulting Member upon payment by him of all arrears of subscriptions due by him, together with a default subscription of such amount as may be determined by the Institute in General Meeting and in the event of such reinstatement his membership shall be deemed to date from the date of his original election as a Member of the Institute.
- 7.4 No Member will be entitled to participate in any meeting of the Council or of any Committee or of a Centre or to vote at any election of the Institute unless he shall have paid his subscription together with the appropriate default subscription (if any) for the year then current, and any arrears due by him not later than fourteen days prior to the meeting at which his participation would otherwise be competent or (as the case may be) at which votes are cast.

## RIGHTS AND PRIVILEGES OF MEMBERSHIP

- 8.1 Corporate Members only are entitled to vote at any General Meeting. Non-Corporate members are, however, entitled to attend and speak at any such meeting, such privileges to be exercised in the case of Affiliate Members by their duly authorised representatives.
- 8.2 Corporate Members are entitled to participate in all aspects of the work of the Institute and to sit on any Committee or Sub-Committee duly established by the Council or a Centre but only Environmental Health Officers shall be entitled to serve on any Disciplinary Committee established by the Council.
- 8.3 Ordinary, Retired and Honorary Members may use the designation “Member of the Royal Environmental Health Institute of Scotland” signified by the designatory letters “MREHIS”, provided that those Ordinary, Retired and Honorary members who are

Environmental Health Officers will be entitled to use the designatory letters “EHO MREHIS”. Fellows of the Institute may use the designation “Fellow of the Royal Environmental Health Institute of Scotland” signified by the designatory letters “FREHIS”, provided that those Fellows who are Environmental Health Officers will be entitled to use the designatory letters “EHO FREHIS”.

- 8.3A Any Member entitled, by virtue of Bye-Law 8.3 hereof, to use the designatory letters “EHO MREHIS” or “EHO FREHIS”, and who fulfils such conditions as the Council may from time to time determine, will be entitled to describe himself as a “Chartered Environmental Health Officer” and, as indicative thereof, to use the designatory letters “Ch.EHO MREHIS” or, as the case may be, “Ch.EHO FREHIS”.
- 8.4 The rights and privileges of membership of the Institute are personal to each member and are not transferable or transmissible to any other person.

#### OBLIGATIONS OF MEMBERSHIP

- 9.1 Each Member, on being admitted to membership shall be bound by the Charter and Bye-Laws and shall observe all lawful Regulations and Orders which the Council or the Members in General Meeting may in pursuance of their respective powers make or issue.
- 9.2 Any Member (being a Member in relation to whom the provisions of Bye-Law 9.3 do not apply) who fails to observe any lawful rule, Regulation or Bye-Law of the Institute pertaining to him or whose conduct in any respect shall be, in the opinion of the Council, detrimental to the standing or prejudicial to the interests of the Institute or its membership may be removed from the membership of the Institute by the Council by a Resolution to that effect passed by a majority of at least two-thirds of members present and voting, provided that such Member shall have a right to appeal against such Resolution to any General Meeting of the Institute, whether Ordinary or Special and the Members of the Institute in General Meeting may rescind any such Resolution by a majority of at least two-thirds of the Members present personally or by a proxy and voting.
- 9.3 The Council may, with a view to regulating the professional competence, standards and conduct of such Corporate Members who are Environmental Health Officers as the Council may determine, adopt such Regulations as it thinks fit, including in particular but without prejudice to the generality, Regulations as to continuing professional development as well as professional conduct and discipline.
- 9.4 In the adoption of a Code of Disciplinary Procedures pursuant to Bye-Law 9.3 hereof the Council will be obliged to secure:-
- (i) that any Member against whom a disciplinary complaint is made receives written notice of the grounds of complaint against him in sufficient time to allow him properly to answer the same at any hearing fixed to consider such a complaint; and

- (ii) that any disciplinary hearing is fairly conducted in accordance with the rules of natural justice; and
- (iii) that any such Member has a full opportunity of defending himself and of being represented by another person of his choice at the hearing of the complaint; and
- (iv) that any such Member has the right to appeal against the decision of the Council or other body established for the purpose of considering the complaint to the Members in General Meeting, or to an Appeals Committee established by the Council to consider such appeals, and has the right to attend, speak at, and be represented at the appeal hearing.

## RESIGNATION FROM MEMBERSHIP

- 10. Any Member who desires to resign his membership and who is not in arrears with the payment of his annual subscription may tender his resignation by letter addressed to the Secretary, and the resigning Member shall cease to be a Member with effect from the date of receipt by the Secretary of such letter or such later date (if any) as may be specified in such letter and his name will thereupon be deleted from the Register of Members.

## OFFICE BEARERS OF THE INSTITUTE

- 11.1 The Office Bearers shall be the President, two Vice-Presidents and the two immediate Past-Presidents of the Institute or such other Officers as may be prescribed by the Institute in General Meeting.
- 11.2 The President shall chair the Council and all General Meetings. The President and the two Vice-Presidents will hold office from the Annual General Meeting at which they are elected until the next and shall be eligible for re-election provided that the President and the Vice-Presidents shall relinquish office in the event of their resignation from office or their ceasing, for any reason, to be a member of the Institute or a member of the Council, in which event the Council shall have the power to fill the vacancy thereby created.
- 11.3 Any Corporate Member may nominate any Corporate Member as President or Vice-President of the Institute, and any such nomination as is signed by the candidate and by the proposer and any other Corporate Member as seconder and is received by the Secretary not later than forty days prior to an Annual General Meeting, will be deemed to be duly made and will be circulated with the Notice convening the Meeting. Election will be by secret ballot of the Corporate Members present at the Meeting either in person or by proxy, each Corporate Member having one vote for each vacancy and the candidates who receive the highest number of votes will be deemed to be duly elected.
- 11.4 The Council may elect as Honorary Vice-Presidents such persons (whether Members of the Institute or not) as in the opinion of the Council are able to further the aims of

the Institute. Any such Honorary Vice-President shall not be deemed by virtue only of such office to be a Member of the Institute.

- 11.5 Bye-Laws 12.8 and 12.9 shall apply, *mutatis mutandis*, to the election of the President and the Vice-Presidents as they do to the election of Ordinary Members of the Council.

## COMPOSITION OF THE COUNCIL OF THE INSTITUTE

- 12.1 The Council shall consist of the President, two Vice-Presidents, two immediate Past-Presidents, the Centre Secretaries, the Centre Chairmen and in addition such number of Corporate Members elected as Ordinary Members of the Council as the Institute in General Meeting may decide. With effect from the Operative Date the number will be eighteen. In addition there will be available such places on the Council (being two at the Operative Date) as may be determined by the Institute in General Meeting to elected member nominees of the Environmental Services Committee of the Convention of Scottish Local Authorities, or such other Committee as may succeed the same.
- 12.2 Of the eighteen Ordinary Members of the Council twelve shall be Corporate Members of the Institute who are Environmental Health Officers (nine of whom being allocated to the Southern Centre and three of whom being allocated to the Northern Centre) and the remaining six shall be Corporate Members of the Institute who are not Environmental Health Officers.
- 12.3 Each Ordinary Member of the Council shall hold office for a period of three years from the date of the Annual General Meeting at which he is elected as such until the third Annual General Meeting occurring after such date or such shorter period as the Council, having regard to the balance of representation set forth in the immediately preceding Bye-Law, may determine and shall be available for re-election, provided that, for the purposes of determining the composition of the Council that is convened immediately following the granting of the Charter, election to Ordinary Membership of the Council of the former Institute will be deemed to be election to Ordinary Membership of the Council of the Institute.
- 12.4 Ordinary Members of the Council shall retire if they fail to attend at least 50 per cent of the Council Meetings during any year unless leave of absence has first been granted by the Council.
- 12.5 It shall be the duty of the Council to nominate suitable persons as candidates for membership of the Council, but each Centre and every Corporate Member of the Institute shall have power of nomination providing that notice of such nomination is sent to the Secretary at least 50 days before the Annual General Meeting. The form of nomination shall be signed by the nominee as well as by a proposer and seconder, each of whom shall be Corporate Members of the Institute. The nominees of the Council and the nominees (if any) of the Corporate Members of the Centres shall be intimated in the notice convening the Annual General Meeting.

- 12.6 In the event that there are no nominations for ordinary membership of the Council from Members or from the Centres then the nominees of the Council will be deemed to be duly elected at the Annual General Meeting without the necessity for a ballot.
- 12.7 In the event that the number of nominations exceeds the number of vacancies on the Council requiring to be filled at the Annual General Meeting election to ordinary membership of the Council shall be by secret ballot. Each Corporate Member present at the Meeting either in person or by proxy shall have one vote for each vacancy on the Council which requires to be filled, and each Corporate Member may cast his votes by marking on the ballot paper his preference for the various candidates by giving no more than one vote to any candidate. Those candidates who receive the highest number of votes will be deemed to be duly elected.
- 12.8 In the event of an equality of votes for two or more candidates which would result in a failure to ascertain the number of candidates who are duly elected a further election shall take place between the candidates who secure such an equality. Such election shall be by secret ballot in such manner as the Chairman shall direct.
- 12.9 In determining the result of any such ballot as aforesaid the Secretary shall act as Returning Officer who shall examine all ballot papers along with two scrutineers appointed by the meeting.
- 12.10 The quorum of the Council shall be ten.
- 12.11 The Council shall have power to fill any vacancy which may occur in the ordinary membership of the Council between one Annual General Meeting and the next by co-opting a suitable Corporate Member of the Institute, and such Member shall hold office until the next Annual General Meeting and shall be eligible for election.
- 12.12 Any Member of the Council may at any time give notice of his intention to resign as a Member of the Council and upon acceptance of his resignation by the Council his place on the Council shall be vacated. A Member of the Council shall also be deemed to have vacated office where:-
- (i) he ceases, for any reason, to be a Corporate Member of the Institute;
  - (ii) he becomes an employee of the Institute;
  - (iii) he becomes bankrupt or makes any composition with his creditors generally;
  - (iv) he becomes of unsound mind and has a *curator bonis*, receiver or other guardian appointed to him or is admitted to hospital or other institution pursuant to any powers contained in any legislation from time to time in force in relation to mental health;
  - (v) he is disqualified from being a director of an incorporated company under any legislation in force from time to time; or
  - (vi) he is otherwise prevented from holding office as a Member of the Council of the Institute by virtue of any legislation in force from time to time.

## POWERS AND DUTIES OF THE COUNCIL

- 13.1 The management of the business of the Institute shall be vested in the Council, who, in addition to powers and authorities expressly conferred upon them, may exercise all such powers and do all such acts and things as are or shall be by the Charter or the Bye-Laws directed or authorised to be done by the Institute or as may be necessary or conducive to the furtherance of the objects for which the Institute is established, and not expressly directed to be done by the Institute in General Meeting, but subject nevertheless to the provisions of the Charter and the Bye-Laws, and subject also to the provisions of such Regulations as may from time to time be adopted by the Council but no such Regulations shall operate so as to invalidate a prior act of the Council which would have been valid if the Regulations had not been made.
- 13.2 Without prejudice to the preceding Bye-Law the Council shall have the following powers:-
- (a) to delegate any of their powers or duties to Committees (by whatever name they may be called) and to determine the terms of reference, composition and quorum of such Committees;
  - (b) to fix the amount of the salaries or remuneration of any Office Bearers or employees of the Institute, and the duties from time to time to be performed by them respectively, and to delegate to any Office Bearers or employee of the Institute such powers of the Council as the Council may think fit to be so delegated;
  - (c) to make Regulations for the conduct of the proceedings of the General Meeting or Meetings of the Council of the Institute provided that such Regulations do not contravene any of the provisions of the Charter or the Bye-Laws; and
  - (d) to make Regulations for the constitution of two or more Centres for the local despatch of business of the Institute and to determine the geographical areas to be covered thereby and the membership, management, funding, powers and functions thereof.

## GENERAL MEETINGS

- 14.1 All General Meetings of the Members of the Institute shall be held at such time and place as the Council may determine.
- 14.2 The Institute shall in each year hold a General Meeting as its Annual General Meeting in addition to any other Meetings in that year, and shall specify the Meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Institute and that of the next.

- 14.3 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 14.4 The Council may, whenever they think fit, convene an Extraordinary General Meeting, and shall convene an Extraordinary General Meeting on the requisition of Corporate Members representing not less than one-tenth of the total voting rights of all the Corporate Members having at the date of the deposit of the requisition a right to vote at General Meetings of the Institute. Section 368 of the Companies Act 1985 will apply to such requisitions and sections 376 and 377 of that Act shall apply to any such requisition as is therein mentioned as if the Institute were a company governed by that Act and as if the Council were the Directors of the company.
- 14.5 An Annual General Meeting and a Meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a Meeting of the Institute other than an Annual General Meeting or a Meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. 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, and shall specify the place, the date and the hour of the Meeting, and in the case of specific business, the general nature of that business, and shall be given in manner hereinafter mentioned or in such manner, if any, as may be prescribed by the Members in General Meeting, to such persons as are under the Charter and Bye-Laws entitled to receive such notices. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a Meeting by, any person entitled to receive notices shall not invalidate the proceedings at that Meeting.
- 14.6 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance sheets and the reports of the Council and Auditors, the election of Members of the Council and Officers in place of those retiring and the appointment of and fixing of the remuneration of the Auditors. Special business must be specified in the Notice convening the Meeting and if a Resolution is proposed the complete text of such Resolution must be specified in the Notice.
- 14.7 A quorum at a General Meeting shall be 30 Corporate Members present in person.
- 14.8 No business shall be transacted at any General Meeting unless a quorum of Members is present when such Meeting proceeds to business.
- 14.9 If within half an hour of the time appointed for the Meeting a quorum is not present, the Meeting if convened upon a requisition of Members shall be dissolved. In any other case it shall stand adjourned until such time (not later than the twentieth subsequent day) and place as shall be fixed by the Members present, of which three days' notice at least shall be given, and, if at such adjourned Meeting a quorum be not present, the Member or Members present may proceed to the transaction of the business.

- 14.10 The President, or in his absence either of the Vice-Presidents, or in their absence a Chairman to be elected by the Meeting for the time being, shall preside at all General Meetings.
- 14.11 Save as otherwise provided for herein every Member shall have one vote, unless his right to vote shall for the time being be suspended under these Bye-Laws or any Regulations of the Institute.
- 14.12 Any Corporate Member of the Institute entitled to attend and vote at a General Meeting of the Institute is entitled to appoint another Member as his proxy to attend and vote instead of him, but a proxy is not entitled to vote except on a poll, or a ballot for the election of Members or Honorary Officers of the Council. An instrument appointing a proxy must be in writing and signed by the Member appointing the same and must be received by the Secretary of the Institute at least seven days prior to the Meeting at which it is intended to be used otherwise it will be of no effect.
- 14.13 At every General Meeting all matters shall, unless it shall be in any case otherwise provided, or unless when otherwise required by law, be decided by a majority of the votes of the Members. The votes shall be taken by a show of hands unless a poll is demanded by at least ten Members or by the Chairman.
- 14.14 If a poll is demanded it shall be taken by secret ballot and the result of such poll shall be deemed to be the resolution of the Institute in General Meeting. In the case of equality of votes the Chairman shall be entitled to a second or casting vote.
- 14.15 In the event of votes improperly given having been reckoned by the Chairman in declaring any resolution carried, the resolution shall be deemed to be valid unless the accuracy of the voting is challenged at the time.
- 14.16 The Chairman may, with the consent of the Meeting, adjourn any Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.

## CONGRESS MEETING

15. The Institute shall hold Congresses for the consideration and discussion of subjects relating to health, hygiene or the environment at such places and annually, or at such other periods and at such times of the year as the Council may determine.

## INDEMNITY

- 16.1 No Member of Council or Honorary Officer shall, except in the case of his own wilful default, recklessness or gross negligence, be liable for any losses which may arise from any investment of the funds of the Institute nor for any neglect or omission or the intrusions of any Honorary Officer, servant or agent of the Institute.

- 16.2 Every Member of the Council or Honorary Officer of the Institute shall be indemnified out of the assets of the Institute against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement or decree is given or passed in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by any Court or Tribunal from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Institute.
- 16.3 Members of Council and Honorary Officers shall be entitled to be indemnified out of the funds and property of the Institute for and against all approved outlays and liabilities properly incurred by them on behalf of the Institute, and the Institute shall keep them indemnified accordingly.

#### MINUTES OF MEETINGS

- 17.1 The Minutes of the proceedings of every Meeting of the Institute and of every Meeting of the Council, or any Committee, shall be recorded and be signed by the Chairman of such Meeting, or by the Chairman at the next succeeding Meeting; and such Minutes, when so recorded and signed, shall be receivable as evidence of the proceedings therein reported without further proof, and shall be *prima facie* evidence of all matters contained therein.
- 17.2 The Minutes shall be open to the inspection of the Members of the Institute at all reasonable times upon application to the Secretary.

#### ACCOUNTS

- 18.1 The Council shall cause true and full books of account to be kept of all sums of money received and expended by the Institute, and the matter in respect of which such receipt and expenditure takes place, of the assets and liabilities of the Institute, and of all other matters necessary for showing the true financial state and condition of the Institute. The accounts shall be prepared in such a manner as the Council shall think fit, and shall be kept at the principal office of the Institute.
- 18.2 Subject to any reasonable restrictions as to the time and manner of inspecting the same that may be adopted by the Council every Member shall be entitled to inspect the records showing receipts and payments of the Institute, and the books of account of the Institute.
- 18.3 The Council shall from time to time and at least once in respect of each financial year or accounting period of the Institute cause to be prepared and to be laid before the Institute in General Meeting an income and expenditure account, a balance sheet as at the last day of such financial year or accounting period and Reports thereon by the Council and the Auditor.
- 18.4 The Council shall in its Report on the accounts include a report as to the activities of the Institute, having regard to its charitable purposes.

- 18.5 A copy of every balance sheet which is to be laid before the Institute in General Meeting, together with a copy of the Auditor's Report and the Report of the Council shall not less than twenty-one days before the date of the Meeting be sent to every Member of the Institute.

## AUDIT

- 19.1 Once at least in respect of every financial year or accounting period of the Institute the accounts of the Institute shall be examined, and the correctness of the balance sheet ascertained by an Auditor, who shall be such Accountant as shall be qualified under the rules current from time to time to act as an Auditor under United Kingdom company law, appointed annually by the Members in General Meeting.
- 19.2 The Auditor may be a Member of the Institute but no person shall be eligible as Auditor who is interested otherwise than as a member in any transaction of the Institute and no member of Council or other Officer of the Institute shall be eligible during his continuance in office.

## NOTICES

- 20.1 Any notice or other document requiring to be served by the Institute upon any Member may be written, printed, lithographed or photocopied, and shall bear the signature in print or otherwise of the Secretary, and may be served either personally or by sending it through the post in a prepaid letter addressed to such Member as his address shall appear in the register of Members.
- 20.2 As to any Member whose registered address shall not be in the United Kingdom, the office of the Institute shall, as regards the service of notices or other documents, be deemed his registered address in the United Kingdom. But any Member may register any place in the United Kingdom at which he desires such service to be made, and the same shall be made accordingly.
- 20.3 Any notice, if served by post, shall be deemed to have been served at the time when the letter containing the same is put into the post; and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the Post Office.

## COMMON SEAL

21. The Institute's Common Seal shall be under the charge of such person or persons as the Council shall from time to time appoint, and a Resolution of the Council directing the Common Seal to be affixed to any deed or other document shall be sufficient authority and indemnity to any person or persons affixing the Common Seal pursuant to such direction. All documents bearing the Seal and signed by at least two members of the Council and the Secretary shall be held to be validly executed on behalf of the Institute.

Ref: CX/HB/157/07; 8/10/10; 4/8/11