

**THE**  
**ENVIRONMENTAL HEALTH**  
**REGISTRATION BOARD**



**ARTICLES OF ASSOCIATION**

Revised by Special Resolution of the Board - 28 March 2013

***THE COMPANIES ACT 1948 – 1967***  
***and***  
***THE COMPANIES ACT 1985***

Company Limited by Guarantee and not having a Share Capital

**ARTICLES OF ASSOCIATION**

**OF**

**The Environmental Health Registration Board**

Adopted on the 28 March 2013

**PRELIMINARY**

1. These Articles shall be construed with reference to the provisions of the Companies Act, 1985 (hereinafter referred to as “the Act”) and terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Act. Subject, as hereinafter provided, the Regulations contained in Table C in the Companies (Tables A to F) Regulations 1985 (as amended) shall apply to the Company.
2. The Company is established for the purposes expressed in the Memorandum of Association.
3. The number of Members of the Company shall not exceed six.

**MEMBERSHIP**

4. The Members of the Company shall consist of:
  - (a) Three persons, who shall be members of the Chartered Institute of Environmental Health, who from time to time are the members of the Professional Standards and Policy Committee of the Chartered Institute of Environmental Health (or any other committee or Board with the responsibility for education and professional standards). Retirement or cessation of membership of any such person from the Professional Standards and Policy Committee (or its successors) shall constitute retirement of, or cessation of, membership of such person from the Company as the case may be.

and

- (b) such other persons, up to a maximum of three, who shall be members of the Chartered Institute of Environmental Health, with an interest in Environmental Health who may be admitted by resolution of the Company, such persons being entitled to attend and vote at any meeting of the Company or any Committee or Sub committee thereof.

5. The Company may also invite, as observers and advisors to the Board:
  - (a) persons nominated by the Secretary of State for Health, or the relevant Ministers in Wales and Northern Ireland (up to a maximum of two persons) to attend any meeting of the Company or any Committee or subcommittee thereof, in said role of observer and/or advisor

and
  - (b) such persons who are nominated by any other Government Department or Agency with an interest in Environmental Health (only one person from each), to attend any meeting of the Company or any Committee or subcommittee thereof, in the said role of observer and/or advisor

and
  - (c) such other persons with an interest in Environmental Health, to attend any meeting of the Company or any Committee or subcommittee thereof, in the said role of observer and/or advisor
6. The Company shall observe the provisions of the Act, and every prospective Member of the Company, under Article 4 above, must consent in writing prior to become a Member and sign the Register of Members on becoming a Member.
7. The total number of members and invitees shall not exceed twenty five.

#### **POWERS OF THE ENVIRONMENTAL HEALTH REGISTRATION BOARD**

8. The Company shall direct and control the issuing of certificates, the making of registers and other matters as referred to in Clause 3 of the Memorandum of Association.
9. The Company shall elect, annually, from among its members,
  - (a) Chairman and Deputy Chairman at its first meeting in each year;
  - (b) Treasurer.

These persons shall hold office until successors are elected, they resign or are removed from office.
10. The Company shall have the power to appoint and to remove a Secretary who shall not be a member of the Company. The Company shall have the power to fix terms of appointments.

11. The Company shall have power to appoint registrars or other officials and to define their duties.
12. The Company shall have the power to appoint committees and sub committees with such powers and limitations as the Company may from time to time decide, and may make regulations governing the conduct of meetings of such committees and sub-committees.
13. Any such Committee or sub committee shall elect from among its members its Chairman and Deputy Chairman at the first meeting of each year. Those persons shall hold office until successors are elected, they resign or are removed from office.
14. Any such Committees and sub committees shall have the power to appoint to and remove from office such other officers as they may from time to time deem desirable.
15. The Company shall have the power to determine the form and scope of the registers to be kept for the purpose of carrying out their objectives.
16. The Company shall have the power to fix the fees payable in pursuit of their objects by persons taking examinations, awarded certificates, applying for registration, registering or amending registration or examining the register or in any way dealing with the register or obtaining assistance or information from the Company.
17. The Company may borrow or raise money for its purposes and shall have the power to issue debentures or other securities and to mortgage or charge any of the assets of the Company and shall have power to regulate the application and expenditure of moneys received on behalf of the Company.
18. The Company shall cause a banking account to be opened in the name of the Company. All moneys received shall be regularly paid into the banking account. All payments on the said banking account shall be drawn in accordance with the provisions of the Standing Orders of the Company for the time being.
19. The Company shall provide a Common Seal, and shall have power to use the said seal for the execution of any document issued by the authority of the Company, and for all or any other of the purposes of the Company, as it may from time to time determine. The affixing of the seal shall be attested by the signatures of a Member of the Company and of the Secretary, or other officer, of the Company duly authorised in that behalf.
20. The Company shall have the power to delegate any of its powers or decisions to its committees, or sub-committees, members or appointed officials.

## **MINUTES**

21. The Company and its Committees or sub-committee shall cause such minutes of all their meetings to be taken, as they shall respectively consider necessary. This is provided that such minutes shall include (1) all appointments of members, registrars and officers, (2) all names of persons at each meeting, (3) the reports of any Committees (or Sub committees), (4) all formal resolutions, and (5) such other matters as the meeting or the Chairman may direct.

## **GENERAL MEETINGS**

22. All Meetings, other than Annual General Meetings and Extraordinary General Meetings, shall be called General Meetings.
23. The Company shall hold an Annual General Meeting in every calendar year at such time and place as it may determine. It shall specify the meeting as such in the calling notice. Every Annual General Meeting, except the first, shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
24. At each Annual General Meeting a report shall be submitted on the affairs of the Company and the past year's transactions together with the accounts as provided for in the Act. The above business and the fixing of the remuneration of the Auditors shall be the ordinary business of an Annual General Meeting. No other business shall be transacted at an Annual General Meeting, unless it shall have been specifically referred to in the notice convening the meeting.
25. The Company shall, upon a requisition signed by at least three members, convene an Extraordinary General Meeting to be held within 30 days of the receipt of the requisition, which shall state the proposed business.
26. Every such requisition and every notice convening an Extraordinary General Meeting of the Company shall specify the place, the day and hour of the meeting and the business to be transacted. No other business shall be transacted at an Extraordinary General Meeting than that to which reference appears in the requisition.
27. The provisions of Articles 20 and 21 shall have effect in addition and without prejudice to the provisions of the Act.
28. Subject to the provisions of the Act regarding the convening of meetings at short notice, not less than 21 days' notice in writing or by electronic means of every Annual General Meeting and all other meetings convened for the passing of a Special Resolution, shall be given to the Auditors and to Members who are entitled to receive notice thereof.
29. Not less than 14 days' notice of every other General Meeting, shall be given to the Auditors and to Members who are entitled to receive notice thereof. The accidental omission to send to or non-receipt of such notice, by any Member shall not invalidate the proceedings of any General Meeting.

30. Attendance at meetings may be in person or by connection to the meeting by telephone conference or by live video link. Attendance by telephone conference or live video link constitutes attendance for the purposes of determining quorum and for voting purposes.
31. The Chairman, or Deputy Chairman, if in attendance, shall preside at meetings of the Company and of any committees or sub committees, and in the absence of the Chairman, or Deputy Chairman, at the time of holding any meeting, then one of the Members shall be elected by the meeting to preside thereat.
32. At every meeting of the Company and of any committee or sub committee, all questions put to the vote shall, subject to Article 28, be determined by a show of hands or oral indication of approval. Votes shall be given by Members in attendance and not by proxy. In the case of equality of votes the Chairman of the meeting shall have a second or casting vote.
33. Two persons being in attendance shall form a quorum for transaction of business at any meeting of the Company.
34. On a resolution at a General Meeting a poll may, before or upon the declaration of the result of the show of hands or oral indication of approval/consent, be demanded by the Chairman or by at least two members present.
35. If a poll were demanded in the manner aforesaid, it shall be taken at such time and place and in such manner, as the Chairman of the meeting shall direct. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

## **ACCOUNTS AND AUDIT**

36. The Company shall in accordance with the requirements of the Act cause true accounts to be kept:
  - (a) Of all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place; and
  - (b) Of all sales and purchases of goods by the Company; and
  - (c) Of all the assets and liabilities of the Company.

Such accounts shall be made up to the 31st day of December in each year. Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

37. The books of accounts shall be kept at the registered office or, subject to the Act, at such other place as the Company thinks fit and shall always be open to the inspection of the Members of the Company.
38. At the Annual General Meeting of the Company in every year there shall be laid before the Company an income and expenditure account made up to the proceeding 31st December. A balance sheet made up, as at the same date, shall also be provided. Both of these shall be framed in accordance with the requirements of the Act.
38. The Treasurer and another Member shall sign every such balance sheet as aforesaid on behalf of the Company thereof and by the Secretary. It shall also be accompanied by the Auditors' Report and a report of the work of the Company for the last preceding year up to the 31st December and such reports shall comply with the requirements of the Act.
39. A printed copy of the income and expenditure account and balance sheet and of the report of the Auditors, shall, at least twenty-one clear days previously to the Annual General Meeting be delivered or sent by post or by electronic means to the Auditors and to the registered address of every Member of the Company.
40. The Company may at its discretion appoint auditors appropriate to requirements and their powers, rights, remuneration and duties regulated in accordance with the provisions of the Act and any statutory modification or re-enactment thereof for the time being in force.

#### **NOTICES**

41. Any notice required to be given to the Members of the Company shall be served upon them either personally or by electronic means, or by sending it through the post to the registered address of the Member. Such notice shall be deemed to be served at the time when a letter properly addressed would be delivered in the ordinary course of post. Provided that in case of any Member who may not have a registered address in the United Kingdom he shall be considered to be sufficiently served by a notice being posted up in the registered office of the Company. Where service is effected by electronic means it shall be deemed to have been served at the time of sending.

#### **INDEMNITY**

42. All acts done by any meeting of the Company or of any committee or sub committee, shall be as valid as if every such body or person had been duly appointed or had duly continued in office and was qualified to do such acts. This is notwithstanding that afterwards it is discovered that there was some defect in the appointment of, continuance in membership or office of any such body or person acting as aforesaid or that he or they were disqualified or had vacated office.
43. The Members of the Company, committee or sub committee and the Auditors, Treasurer, Secretary and other officers for the time being of the Company,

including every one of their executors and administrators, shall be indemnified out of the assets and income of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, or their executors or administrators, shall or may incur or sustain by, or by reason of, any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices.

44. None of them jointly or severally shall be answerable for the acts, receipts, negligence or defaults of any others of them or for joining in any receipt for the sake of conformity or for any bankers or other person with whom any moneys or effects belonging to the Company shall be placed in investments or for any other loss, misfortune or damage which may happen in their respective offices or in relation thereto. This Article shall only take effect subject to the provisions of the Act or any statutory enactment or re-enactment thereof.

### **DISSOLUTION**

45. Clause 7 of the Memorandum of Association relating to the winding-up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.