

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 Chartered Institute of Environmental Health (hereinafter called "the existing Institute"), a Company 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 for 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. (1) In this Our Charter unless the contrary intention appears;

"the Byelaws" means the Byelaws set out in the Schedule to this Our Charter as from time to time rescinded, amended or added to in accordance with Article 10 hereof;

"the Chartered Institute" means The Chartered Institute of Environmental Health, the body politic and corporate constituted by this our Charter;

"Chartered Institute Resolution" means a resolution passed by a majority of Voting Members as (being entitled to do so) either (a) vote in person or, where proxies are allowed, by proxy, at a general meeting properly convened and quorate in accordance with Part 8 of the Byelaws of which notice by way of special business, motion or otherwise specifying an intention to propose the resolution has been duly given or (b) to tender postal votes in accordance with the postal vote procedures where required by a Chartered Institute Resolution;

"Chartered Institute Special Resolution" has the same meaning as Chartered Institute Resolution save that it shall require a two thirds not simple majority vote;

"Voting Members" has the meaning assigned to such expression in the Byelaws;

"the Council" means the Council of the Chartered Institute.

(2) Words importing the masculine gender include the feminine gender, and words in the singular shall include the plural, and words in the plural shall include the singular. Any words or terms which may be defined or interpreted by this Our Charter shall, unless the context otherwise requires, have a corresponding meaning in the Byelaws.

2. The persons who are now members of the existing Institute and all such persons as may hereafter become members of the Body Corporate hereby constituted shall forever hereafter by one Body Corporate and Politic by the name of "The Chartered Institute of Environmental Health" 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 and may sue, and be sued in all Courts, and all manner of actions and suits, and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.

3. The object for which the Chartered Institute is established is to promote for the public benefit the theory and science of environmental health in all its aspects and the dissemination of knowledge about environmental health.

4. In furtherance of the above object, but not further or otherwise, the Chartered Institute shall have the following powers, namely:

(a) to promote education and training, including professional training, in matters relating to environmental health;

(b) to undertake and promote research in environmental health and related subjects and to disseminate the results of such research;

(c) to promote and maintain high standards of practice and professional conduct among its members and others engaged in the field of environmental health;

(d) to purchase, take on lease or in exchange, hire or otherwise acquire in any way, any real or personal property or any rights or privileges over or options for acquiring the same which may be deemed necessary by the Council in furtherance of the objects of the Chartered Institute;

(e) to construct, maintain, and alter any buildings or works necessary or convenient for any purposes of the Chartered Institute and to provide the same and any buildings and rooms in the occupation of the Chartered Institute with all proper and necessary fixtures, fittings, furniture and other equipment;

(f) to sell, lease, manage, mortgage, dispose of, or otherwise deal in any way with all, or any part, of the property of the Chartered Institute;

(g) to borrow and raise money in such a manner as the Council may think fit;

(h) to give any guarantee or indemnities to any persons or person, Corporation or Body transferring any property to the Chartered Institute and to compromise all disputes or differences between any such person or persons, Corporation or Body and the Chartered Institute;

(i) to promote, subscribe for, purchase or otherwise acquire any company, society or other institution or any interest in the same and to provide financial assistance or accommodation to any such body in order to further the objects of the Chartered Institute or to facilitate such furtherance by virtue of that body undertaking fundraising to benefit the Chartered Institute in whole or in part;

(j) to take any gift or property, whether subject to any special trust or not, for all, or any one or more, of the objects of the Chartered Institute, but so that if the Chartered Institute shall at any time take, or hold, property subject to the jurisdiction of the Charity Commissioners, the Chartered Institute shall observe all directions of the Charity Commissioners with respect thereto, and it shall, if required by them, vest such property in special Trustees thereof;

(k) to establish and maintain educational activities for the study of all aspects of environmental health;

(l) to establish, if necessary, and to maintain libraries, laboratories, lecture theatres or similar establishments; to institute courses of lectures and demonstrations; to hold meetings for the hearing of communications on subjects relating to environmental health and discussions thereon; to hold conferences for the consideration and discussion of subjects relating to environmental health; to hold exhibitions of environmental health objects, apparatus, and appliances; to test practically any such environmental health objects, articles or substances, apparatus, or appliances which may be brought before the notice of the Chartered Institute; to award scholarships, medals or certificates of merit for any such objects, apparatus or appliances in cases where the Chartered Institute deem worthy of such recognition; and to issue, edit and publish books, pamphlets, or other literary matter relating to or connected with environmental health;

(m) to give financial assistance to any charitable or non-charitable organisation which has objects in common with the Chartered Institute's object, provided that no such grant shall be made unless conditions are attached limiting its use to the common objects;

(n) in regard to all or any aspects of environmental health, to undertake or promote research and to provide advice and assistance to governmental and non-governmental organisations;

(o) to endow and receive property for the endowment of any such library, laboratory or other establishment, as aforesaid, and to grant scholarships or other awards to students;

(p) to appoint proper persons for and organise the management of such establishments as aforesaid as the Council may think fit;

(q) to remunerate any officers, professors, lecturers, instructors, or teachers of environmental health in good faith for their services in connection with such lectures and demonstrations as aforesaid, and to do any or such other things to further the spread of knowledge of environmental health;

(r) to prescribe and approve and to accredit or withdraw accreditation of such courses of training as may be required for examinations and to appoint suitably qualified persons to act as assessors of such courses in relation to entry standards, members' training and non-members' training;

(s) to recognise academic courses leading to the award of degrees in environmental health to appoint suitably qualified persons to act as assessors of such courses;

- (t) to issue certificates consequent upon fulfilment of entry standards alone or in conjunction with the Environmental Health Officers' Registration Board;
- (u) to prepare a list of local authorities and other bodies considered by the Chartered Institute to be able to provide suitable practical training for persons who are commencing, or have commenced, a course of study leading to a qualification in environmental health and, from time to time, to review such list;
- (v) to keep under review all questions relating to the recruitment of persons for employment in the field of environmental health;
- (w) to invest monies of the Chartered Institute, and to appoint and delegate to investment managers, in accordance with the Byelaws;
- (x) to employ, accept on secondment, retain and appoint consultants, employees, professional and technical staff and personnel and advisers of every kind, and to enter into any arrangement for payment or other remuneration (including all forms of benefits) in respect of the services of such persons;
- (y) to provide or arrange for pensions, lump sum payments, gratuities, life, health, accident and other insurances and other benefits (pecuniary or otherwise) of every kind to or for the benefit of any individuals who are or have been officers of, or employed by, or who provide or have provided personal services to, for, or at the request of the Chartered Institute or any company which is or has been a subsidiary or otherwise connected with the Chartered Institute or of or for the benefit of such persons, and the partners and dependants of such persons; and for those purposes to establish or participate in any fund or scheme, to effect or contribute to any form of insurance and to enter into any other arrangements of any kind; and
- (z) to do all such other lawful things as may be conducive to the attainment of the above objects.

5. The income and property of the Chartered Institute, whencesoever derived, shall be applied solely towards the promotion of the objects of the Chartered Institute, as set forth in this Our Charter, and no portion thereof shall be paid or transferred, directly or indirectly, by way of profit to members of the Chartered Institute, and no member shall have a personal claim on any property of the Chartered Institute provided that the Chartered Institute may make payments:

- (a) of reasonable and proper remuneration for any services rendered to the Chartered Institute by any member, officer or servant of the Chartered Institute who is not a member of the Council;
- (b) of reasonable out-of-pocket expenses of members of the Council;
- (c) of any payments made to members of the Council by way of remuneration of work undertaken by them for the Chartered Institute provided always that the Council determine that the work undertaken is exceptional and not part of the member's duties as a member of the Council, that the work is necessary and that the Council approves such payments,

that members to benefit from such payments do not participate in the approval of those payments and further that a majority of the Council shall not receive remuneration in respect of work undertaken for the Chartered Institute;

(cc) of payments to a member of the Council in respect of duties as a member of the Council in such instances or circumstances as may be approved by the Charity Commission; and

(d) of any premium in respect of any indemnity insurance to cover the liability of any member or members of the Council 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 Chartered Institute: provided that any such insurance shall not extend to any claim arising from any act or omission which the member or members of the Council knew to be in breach of trust or breach of duty or which was committed by the member or members of the Council in reckless disregard of whether it was a breach of duty or breach of trust or not and provided also that any such insurance shall not extend to the cost of an unsuccessful defence to a criminal prosecution brought against the member or members in their capacity as members of the Council.

6. (a) Subject to the provisions of this Our Charter and of the Byelaws, the management of

the affairs and business of the Chartered Institute shall be vested in the Council which, in addition to the powers and authorities by this Our Charter or otherwise expressly conferred on it, may exercise all such powers and do all such acts and things as may be exercised or done by the Chartered Institute as are not hereby or by the Byelaws required to be exercised or done by the Chartered Institute in general meeting but so that no addition to or rescission or variation of the Byelaws shall invalidate any prior act of the Council which would have been valid if the same had not been made.

(b) Subject to the provisions of this Our Charter, the Council may delegate any of its administrative powers, authorities or discretions in accordance with the Byelaws.

(c) The Council shall consist of such members, with such qualifications and appointed or elected in such manner and holding office for such periods or on such terms as to reappointment or re-election and otherwise, as may be prescribed by or pursuant to the Byelaws. The honorary officers of the Chartered Institute shall be the President and the Chairman and the Deputy Chairman of the Council.

7. The Chartered Institute shall appoint such employees with such functions, tenure and terms of office as accord with the Byelaws.

8. Membership of the Chartered Institute shall consist of such classes of members as shall be prescribed by the Byelaws. The qualifications, method and terms of admission, rights, privileges and obligations of each of the classes of membership shall be as prescribed by the Byelaws.

9.Deleted

10. (a) The Byelaws of the Chartered Institute set out in the Schedule to this Our Charter shall

(in so far as they do not conflict with the provisions of this Our Charter) remain in force as the Byelaws of the Chartered Institute unless, and until, rescinded, amended or added to in the manner hereinafter provided.

(b) The Byelaws or any of them may from time to time be rescinded, amended or added to by a Chartered Institute Special Resolution, provided that no such rescission, amendment or addition as aforesaid and no new Byelaws shall be in any respect inconsistent with the express provisions of this our Charter and shall not come into operation 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.

11. The Council, or the Council acting with the approval of a Chartered Institute Resolution may from time to time make and subsequently, rescind vary or add to any such Regulations as they think fit for the purpose of carrying into effect any provision of this our Charter or of the Byelaws or otherwise for regulating the affairs of the Chartered Institute: provided always that no such Regulations or the manner in which they are adopted, rescinded, varied or added to shall be in any way inconsistent with the express provisions of this our Charter or of the Byelaws.

12. The Chartered Institute may by a Chartered Institute Special Resolution, rescind, amend or add to any of the provisions of this Our Charter and such rescission, 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 rescinded, amended or added to in a manner aforesaid provided that no rescission, amendment or addition to this Our Charter shall be made which shall cause the Chartered Institute to cease to be a charity in law.

13. (a) The Chartered Institute may by a Chartered Institute Special Resolution empower the

Council to 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 to wind up or otherwise deal with the affairs of the Chartered Institute in such manner as shall be directed by such Chartered Institute Special Resolution or in default of such direction as the Council shall think expedient having due regard to the liabilities of the Chartered Institute for the time being.

(b) If upon the winding up or dissolution of the Chartered 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 Chartered 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 Chartered 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 Chartered Institute by Article 5 hereof, such institution or institutions to be determined by Chartered Institute Special Resolution passed 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: provided always that

such resolution may be proposed at the same meeting at which the resolution to empower the surrender and winding up or otherwise dealing with the affairs of the Chartered Institute is passed.

14. In any case of conflict, the provisions of this Our Charter shall prevail over those of the Byelaws and any Regulations made pursuant to Article 11, and the provisions of the Byelaws shall prevail over those of any such Regulations.

15. Our Royal Will and Pleasure is that this Our Charter shall ever be construed benevolently and in every case most favourably to the Chartered Institute and the promotion of the objects of this Our Charter.

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

WITNESS Ourselves at Westminster the twenty-seventh day of July in the thirty-third year of Our Reign.

By warrant under the Queen's Sign Manual.