

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION
OF
BIRMINGHAM HEALTH, SAFETY AND ENVIRONMENT ASSOCIATION

As amended by resolution at Annual General Meeting on 8th April 2024



Articles of Association

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1. ASSOCIATION

The Company's name is Birmingham Health, Safety and Environment Association referred to as the "Association" in these Articles.

2. INTERPRETATION

Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires, words or expressions contained in the Articles have the same meaning as in applicable legislation.

'Welfare' means facilities and provisions that are necessary for the comfort, convenience and wellbeing of working people such as washing, toilet, rest and changing facilities and somewhere clean to eat and drink during breaks.

'Wellbeing' means a good or satisfactory condition of existence or state characterised by health, happiness and prosperity determined primarily by work and which can be influenced by workplace interventions.

3. **OBJECTIVE**

The Association's objective is to promote the health, safety, welfare and wellbeing of working people and the organisations they work for by facilitating networking, sharing, learning, the adoption of good practice and continuous improvement. This extends to an organisation's physical assets, the environment, and the community which it serves or in which it operates with a focus on Birmingham and surrounding areas.

4. **RIGHTS**

The Association may do anything intended to further its objective or which is conducive or incidental to its doing so. In particular, the Association may:

- 4.1 raise funds;
- 4.2 buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 4.3 sell, lease or otherwise dispose of all or any part of the property belonging to the Association. In exercising this power, the Association must comply as appropriate with sections 117 and 122 of the Charities Act 2011;
- 4.4 borrow money for any purposes of the Association and to charge the whole or any part of the property belonging to the Association as security for repayment of the monies borrowed or as security for the grant or the discharge of an obligation;
- 4.5 co-operate with other charities, voluntary bodies and statutory authorities;
- 4.6 set aside income as a reserve against future expenditure and invest monies of the Association not immediately required for the attainment of its objective;
- 4.7 employ and remunerate such staff as are necessary for achieving the objective of the Association;
- 4.8 admit any persons to be Honorary Members of the Association and confer on them such rights and privileges as may be expedient;
- 4.9 do all such other things as may be incidental or conducive to the attainment of the Association's objective provided that property and income of the Association is applied solely towards the promotion of the objective of the Association as set out in these Articles; and
- 4.10 upon winding up or dissolution of the Association, if there remains (after satisfaction of all its debts and liabilities) any property whatsoever, the same must be given or transferred to some other institution or institutions having a similar objective to that of the Association and which shall prohibit the distribution of its or their income and property among its or their members at least to the same extent as that imposed on the Association.

5. **MEMBERS**

- 5.1 The Management Committee must keep a register (in accordance with the Data Protection Act - rules and regulations) in which shall be entered the name, address and description of every Member of the Association.
- 5.2 Membership is open to individuals, firms or companies incorporated or unincorporated, or statutory undertakings engaged in trade or business that apply to the Association in the form required by the Management Committee. Every candidate for membership shall be approved by the Management Committee in such manner as the Management Committee may determine. The decision of the Management Committee as to the approval of any candidate shall be final in all cases.
- 5.3 Every Member of the Association shall observe and be bound by the Rules of the Association. See Article 22.
- 5.4 Membership is transferable with approval from the Management Committee.
- 5.5 All Members must pay an annual subscription to the Association. The amount of any subscription may be determined by resolution of the Management Committee. The subscription shall become due and payable on 1st day of January each calendar year. Any new Member joining part way through the year will pay a pro rata membership fee equivalent to the number of days remaining in the subscription period.
- 5.6 The Management Committee may in its absolute discretion confer the title of Honorary Member upon any person who in their judgement has rendered long and distinguished service to the Association or to the objective which the Association seeks to promote, and may at any time and at its like discretion, withdraw such title from any Member upon whom it has been conferred.

- 5.7 An Honorary Member shall not be liable for any Subscription nor be entitled to vote at any Meeting of the Association but shall otherwise enjoy the same rights and privileges and be subject to the same liabilities and restrictions as other Members of the Association.

6. TERMINATION AND SUSPENSION OF MEMBERSHIP

- 6.1 Membership may be terminated if:
- 6.1.1 the Member dies or, if it is an organisation, ceases to exist;
 - 6.1.2 the Member resigns by written notice to the Association; or
 - 6.1.3 any sum due from the Member to the Association is not paid in full within six calendar months of it falling due.
- 6.2 Membership may be suspended or terminated by the Management Committee by a resolution that it is in the best interests of the Association that the membership is suspended or terminated. A resolution to suspend or terminate membership may only be passed if:
- 6.2.1 the relevant Member has been given at least 14 days notice in writing of the meeting at which the resolution will be proposed and the reasons for it; or
 - 6.2.2 the relevant Member has been allowed to submit written representations to the Management Committee before the resolution to terminate is passed.

7. HONORARY OFFICERS

- 7.1 All Honorary Officers must be Members of the Association and shall comprise:
- 7.1.1 the Chairman of the Association
 - 7.1.2 the Vice-Chairman of the Association
 - 7.1.3 the Chairman of the Construction Section and
 - 7.1.4 the Vice-President of the Association
- 7.2 Save for Vice-President of the Association (see 7.5 below), the Honorary Officers shall be elected at Annual General Meetings.
- 7.3 Nominations for Honorary Officers shall be made in writing signed by the Member and sent to the Secretary at least 28 days before the Annual General Meeting at which elections are to take place. If more than one nomination shall be received for any office then the Management Committee shall consider the nominations and submit to the Members the name of the candidate it recommends for election. The Members will then vote to elect a new Honorary Officer at the next Annual General Meeting.
- 7.4 An Honorary Officer shall assume office at the conclusion of the Annual General Meeting at which he shall be elected and hold office for 2 years retiring at the conclusion of the second Annual General Meeting after his appointment. Honorary Officers remain eligible for re-election without nomination. A Member may hold more than one office at the same time.
- 7.5 The outgoing Chairman shall be appointed Vice-President of the Association at the conclusion of the second Annual General Meeting after his appointment as Chairman.
- 7.6 Any Member of the Management Committee may fill an elected vacancy in the Honorary Officers occurring through death, resignation or otherwise. Any person thus appointed shall retain office until the conclusion of the next Annual General Meeting.
- 7.7 Unless and until varied by any resolution of the Management Committee, the duties of the Honorary Officers of the Association shall be as follows: -
- 7.7.1 the Chairman of the Association shall preside at all meetings of the Association at which he is present and willing to act;
 - 7.7.2 The Vice-Chairman of the Association shall preside at any meeting of the Association when the Chairman is absent or unwilling to act; and
 - 7.7.3 The Chairman of the Construction Section shall preside at all meetings of any sub-committee appointed to deal with the affairs of that section if he shall be present and willing to act.

8. MANAGEMENT COMMITTEE INCLUDING TRUSTEES AND PRESIDENT

- 8.1 The business of the Association shall be managed by the Management Committee, which is the decision making body that, upon advice from the Council, shall exercise all existing rights of the Association in accordance with current legislation, these Articles, Association Rules and any special resolution.
- 8.2 The Management Committee shall, unless otherwise determined by the Association in general meeting, consist of: -
- 8.2.1 the Trustees of the Association, comprising:
- (a) Current Honorary Officers
 - (b) Trustees co-opted by the current honorary officers from previous Honorary Officer(s) of the Association and elected Council members with at least one years service.
Note: Number of trustees to be a minimum of 4, maximum of 6.
- 8.2.2 members (a maximum of 4) who may be co-opted to provide supplementary knowledge, skills and experience, and as part of succession planning. See also 8.4 below.
- 8.2.3 the President of the Association who may be appointed or removed by the Management Committee at its sole discretion. The Management Committee may choose, at its sole discretion, not to fill the position of President at any time.
- 8.2.4 All co-options should normally be made immediately after appointment of the Honorary Officers at the AGM.
- 8.3 If any vacancy shall occur in the Management Committee, whether through death, resignation or from any other cause, the Management Committee may continue to act for all purposes, notwithstanding such vacancy or vacancies so long as the number of continuing members of the Management Committee shall be not less than five.
- 8.4 The Management Committee shall have power to appoint any Member to the Management Committee either to fill a casual vacancy or as an addition to the existing Management Committee, but so that the total number of Members of the Management Committee shall not at any time exceed ten. Any Member of the Management Committee so appointed shall not have voting rights and shall hold office only until the next Annual General Meeting or until the Management Committee determines otherwise (whichever is the sooner).
- 8.5 The Management Committee, at its sole discretion, may enter into relationships with external organisations and confer upon them the status of "Affiliated Organisation."
- 8.6 A Member of the Management Committee shall cease to be such if: -
- 8.6.1 he (or his parent organisation) ceases to be a Member of the Association;
- 8.6.2 without leave of the Management Committee he absents himself from the meetings thereof for the period of 6 months and the Management Committee resolves that by reason of such absence he shall cease to be a Member of the Management Committee;
- 8.6.3 by notice in writing to the Association he resigns from the Management Committee;
- 8.6.4 by ordinary resolution, the Association removes any Member of the Management Committee before their period in office has expired; or
- 8.6.5 he is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions).
- 8.7 The Management Committee may meet together for the despatch of business, adjourn or otherwise regulate their meetings and proceedings as they shall think fit and, until otherwise determined by them, three Members shall be a quorum.
- 8.8 The Secretary shall, at any time upon the request of a Member of the Management Committee, summon a meeting of the Management Committee.
- 8.9 Five clear working days notice shall be given to every Member of the Management Committee prior to any meeting convened under the provisions of Article 8.7 except where at least three Members agree otherwise.

9. THE COUNCIL

- 9.1 The Management Committee shall consult and be advised by a body called the "Council" upon all matters connected with the business of the Association and the fulfilment of its objective.
- 9.2 The Council shall, unless otherwise determined by the Association in general meeting, consist of: -
- 9.2.1 the current Management Committee Members of the Association, as defined within Article 8;
 - 9.2.2 ten Councillors elected from the existing membership of the Association at the Annual General Meeting. These Councillors shall be elected every two years at the Annual General Meeting at the same time and frequency in the same way as Honorary Officers; and/ or
 - 9.2.3 one or more Councillors co-opted by the Management Committee provided that the total number of Council Members does not exceed twenty.
- 9.3 Nominations for Council shall be made in writing signed by the Member and sent to the Secretary at least 28 days before the Annual General Meeting at which elections are to take place.
- 9.4 A Councillor shall cease to be such if his (or his parent organisation's) membership of the Association is terminated or if by notice in writing to the Association he resigns from the Council.
- 9.5 The Council shall meet at least twice during each Association year, on such day and at such hour and place, and upon such notice as may from time to time be determined by the Management Committee.
- 9.6 Unless otherwise determined by the Council, five Councillors shall be a quorum.
- 9.7 The Secretary shall convene a meeting of the Council when required to do so at the request of either the Chairman of the Association or not less than ten Councillors. Five clear days notice shall be given to every Councillor of a meeting convened under the provisions of this sub-clause.

10. THE SECRETARY

- 10.1 The Secretary will be appointed by the Management Committee upon such terms and conditions and at such remuneration as that Committee may think fit. Any Secretary so appointed may, subject to any agreement subsisting between him and the Association, also be removed by that Committee.
- 10.2 The Secretary shall be responsible for all matters regarding the day to day running and organisation of the Association. The Secretary shall exercise all powers as may be delegated to him by the Management Committee, to whom he shall at all times be responsible.
- 10.3 The Secretary shall be responsible for the collection of membership subscriptions and for the receipt of all monies due to the Association, and payment of all sums owing to it and shall keep the accounts of the Association.
- 10.4 The Secretary should attend all meetings of Management Committee, Council and any sub-committees but shall not be entitled to any vote.
- 10.5 The Secretary shall keep the register of Members in accordance with Article 5.1.
- 10.6 The Secretary will make all necessary arrangements for the meetings of the Association, and should attend and keep proper minutes of such meetings. He shall prepare the annual report of the Association, and generally supervise the administration and provision of information in connection with the Association as directed by the Council and Management Committee.
- 10.7 The Management Committee may at its discretion appoint such other officers or employees to assist the secretary as may from time to time seem to them necessary or desirable, and upon such terms and conditions and at such remuneration as the Management Committee may think suitable. Any person so appointed may, subject to any agreement between him and the Association, be removed by the Management Committee.

11. SUB-COMMITTEES

- 11.1 The Management Committee may delegate any of its powers to sub-committees, consisting of such Member or Members of the Association as that Committee shall think fit. Any sub-committee so formed shall in the exercise of the powers so delegated to them, conform to the remit and duties imposed on them by the Management Committee. The appointment of any sub-committee may at any time be revoked by the Management Committee in which case the powers delegated to that sub-committee shall no longer be exercisable by them.

- 11.2 The Construction Section is a standing sub-committee of the Association.
- 11.3 The Training Sub-committee is a standing sub-committee of the Association.

12. MINUTES

The Council, Management Committee and any sub-committee shall keep proper minutes of their proceedings.

13. VALIDITY OF ACTS OF COUNCIL, THE MANAGEMENT COMMITTEE AND SUB-COMMITTEES

- 13.1 All acts done by the Council or Management Committee, or any sub-committee, or by any person acting as a Member of such body shall, notwithstanding that it be later discovered that there was some defect in the appointment of such body or persons or that they or any of them were disqualified, be as valid as if every member of such body had been duly appointed and qualified to be such.
- 13.2 A resolution in writing (to include electronic correspondence), agreed by all the Members of the Council or the Management Committee, or any Sub-Committee shall be valid as if it had been duly passed at a meeting of such body, properly convened and constituted.

14. PROGRAMME MEETINGS

The Association will organise a programme of meetings annually for its Members to further the objective of the Association.

15. GENERAL MEETINGS

- 15.1 Every General Meeting shall be called with not less than 21 days' notice in writing to every current Member of the Association. The notice shall specify the place, the day and the hour of the meeting, and the general nature of the business. The proceedings shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Association.
- 15.2 The "Annual General Meeting" where the Annual Report and Accounts (covering the 12 months calendar year ending 31 December) are presented will be held in April or May each year.
- 15.3 All existing Members will be entitled to attend and vote at general meetings save for those Members expressly excluded elsewhere in these Articles.
- 15.4 The Management Committee may also call "Extraordinary General Meetings".

16. PROCEEDINGS AT GENERAL MEETINGS

- 16.1 No business shall take place at any meeting unless a quorum of 20 Members is present. If the number at any time after commencement of the proceedings falls below 20, the meeting shall be suspended for fifteen minutes. If the required quorum is then made up, the business shall be proceeded with; if not the meeting shall stand adjourned.
- 16.2 If, within half-an-hour from the time appointed for the meeting, the required quorum is not present the meeting shall be dissolved and will stand adjourned to the same day in the next week, at the same time and place or to such other day at such time and place as the Members then present shall determine.
- 16.3 General Meetings shall be chaired by the Chairman or Vice-Chairman of the Association. If neither the Chairman nor Vice-Chairman is present within 15 minutes of the time appointed for the meeting then a Member nominated by the Management Committee shall chair the meeting.
- 16.4 The Members present in person at a meeting may resolve by ordinary resolution that the meeting shall be adjourned to a date, time and place determined by the person chairing the meeting.
- 16.5 At the Annual General Meeting business should include:
 - 16.5.1 The Report of the Chairman of the Association and the Report of the Chairman of the Construction Section;
 - 16.5.2 The adoption of the accounts and balance sheet for the previous year;
 - 16.5.3 The election of the Honorary Officers of the Association every second year;
 - 16.5.4 The election of Council Members every second year; and
 - 16.5.5 Discussion of any other Association business.

- 16.6 Any vote at a meeting shall be decided by a show of hands. The declaration by the person who is chairing the meeting shall be conclusive unless a poll is demanded by at least two Members present in person having the right to vote at the meeting. A poll must be taken as directed by the person chairing the meeting and the result shall be the resolution of the meeting at which the poll is demanded

17. LIABILITY OF TRUSTEES

The liability of Trustees is limited to a sum not exceeding £1 being the amount that each Trustee undertakes to contribute to the assets of the Association in the event of its being wound up whilst he is a Trustee or within one calendar year after he ceases to be a Trustee for:

- 17.1 payment of the Association's debts and liabilities incurred before he ceased to be a trustee;
- 17.2 payment of the costs, charges and expenses of winding up; and
- 17.3 adjustment of the rights of the contributories among themselves.

18. APPLICATION OF INCOME AND PROPERTY

- 18.1 The income and property of the Association shall be applied solely towards the promotion of its objective except where otherwise specifically provided for in these Articles.
- 18.2 A member of the Council or Management Committee is entitled to be reimbursed from the property of the Association or may pay out of such property reasonable expenses properly incurred when acting on behalf of the Association.
- 18.3 Every Councillor and Committee member and every Officer or servant of the Association shall be indemnified by the Association in the circumstances specified in Article 25.2.
- 18.4 No member of the Council or Management Committee shall be appointed to any salaried office of the Association, or any office of the Association paid by fees, and no remuneration or other benefit in money or monies shall be given by the Association to any member of the Council, or Management Committee other than in accordance with Article 20.2.

19. BENEFITS AND PAYMENTS TO COUNCIL OR MANAGEMENT COMMITTEE MEMBERS

- 19.1 No member of the Council or Management Committee may:
 - 19.1.1 buy any goods or services from the Association on terms preferential to those applicable to members of the public;
 - 19.1.2 sell goods, services or any interest in land to the Association;
 - 19.1.3 be employed by, or receive any remuneration from, the Association; or
 - 19.1.4 receive any other financial benefit from the Association unless otherwise provided for in these Articles or authorised by a court or the Charity Commission.
- 19.2 A member of the Council or Management Committee may enter into a contract for the supply of services, or of goods that are supplied at market value, to the Association where that is permitted in accordance with (and subject to) the conditions in, sections 185 and 186 of the Charities Act 2011.
- 19.3 A member of the Council or Management Committee may receive interest on money lent to the Association at a reasonable and proper rate which must not exceed the Bank of England bank rate (also known as the base rate).
- 19.4 A member of the Council or Management Committee may receive rent for premises let by the member of the Council or Management Committee to the Association. The amount of rent and other terms of the lease must be reasonable and proper.

20. DECLARATION OF INTERESTS

A member of the Council or Management Committee must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Association or in any transaction or arrangement entered into by the Association which has not previously been declared. A member of the Council or Management Committee must absent himself from any discussions of the Association in which it is possible that a conflict will arise between his duty to act solely in the interests of the Association and any personal or business interest.

21. **RULES**

The Management Committee may from time to time make such reasonable and proper rules as it may deem necessary, and alter or revoke all existing rules or these Articles as it may think fit and proper, provided that such changes are not inconsistent with any applicable legislation or these Articles.

22. **ACCOUNTS**

- 22.1 The Management Committee must prepare for each financial year accounts as required by the Legislation. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 22.2 The books of accounts shall be kept at the Association's Office or such other place as the Management Committee deems fit, and shall always remain open for inspection by the Management Committee.
- 22.3 A copy of the accounts (including every document required by law to be annexed thereto) shall be laid before the Association at its Annual General Meeting, together with a copy of the auditors' report (so far as this is required to be prepared by Legislation). Copies of these along with the Association's Annual Report shall be sent to every Member.
- 22.4 Auditors shall be appointed by the Management Committee in so far as this is required by Legislation or the Charity Commission.

23. **ANNUAL REPORT AND RETURN AND CHANGES TO REGISTER OF CHARITIES**

The Management Committee must comply with the requirements of the Charities Act 2011 with regard to the:

- 23.1 transmission of a copy of the statement of accounts to the Charity Commission;
- 23.2 preparation of an annual report and the transmission of a copy of it to the Charity Commission;
- 23.3 preparation of an annual return and its transmission to the Charity Commission; and
- 23.4 prompt notification to the Commission of any changes to the Association's entry on the Central Register of Charities.

24. **DISPUTES**

- 24.1 If a dispute arises between Members of the Association about the validity or propriety of anything done by the Members of the Association under these Articles, and the dispute cannot be resolved by agreement, the parties must first try in good faith to settle the dispute through mediation before resorting to litigation.
- 24.2 It shall be the duty of the Secretary, out of funds of the Association, to indemnify all liabilities which any Councillor, Management Committee Member, Officer or employee may incur, by reason of any contract entered into, or act or deed done by him as such Councillor, Member, Officer or servant or in any way in the proper discharge of his Association duties.

25. **USE OF INFORMATION AND COMMUNICATION TECHNOLOGY**

All meetings and events* may where necessary or appropriate be held virtually (using a secure and private platform) but otherwise in accordance with the relevant sections in these Articles.

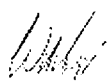
** Management meetings (Article #8); Council meetings (Article #9); Sub-Committee meetings (Article #11); Programme meetings / events (Article #14); General meetings (Article #15).*

Not part of the Articles:

A resolution to accept the above revised Articles was passed at Annual General Meeting held Monday 4th April 2022.

Wayne Bishop, Association Chair on behalf of the Trustees / Management Committee:

Signature:



Date: 8 April 2024