

Occupational Hygiene Training Association (“OHTA”)

Bye Laws

**Adopted and approved by the Board of Directors of OHTA
on 2nd March 2015**

Circulated to the members of OHTA on 13th March 2015

1. Interpretation

- 1.1 Capitalised words and expressions used in these Bye laws shall have the same meaning as attributed thereto in the articles of association of OHTA adopted on 12 January 2015 (“the OHTA Articles”) unless the context otherwise requires.
- 1.2 References to “Articles” in these Bye laws will be to articles contained in the OHTA Articles.
- 1.3 “Stakeholders” means individuals and organisations which have an interest in raising standards of occupational hygiene practice throughout the world, including students, training providers, national occupational hygiene associations, examining boards and employers which have collaborated in developing training materials and qualifications for OHTA, trade unions and relevant international organisations.

2. Advisory Committee

2.1 Establishment

- 2.1.1 With effect from the date of the First AGM and in accordance with Article 22 OHTA shall create the Advisory Committee.
- 2.1.2 The Advisory Committee will provide constructive challenge to the Board as well as acting in an advisory and support role.
- 2.1.3 OHTA directors whose term of office ends at or before the First AGM will be invited by the board to be the first members of the Advisory Committee.

2.2 Composition

- 2.2.1 Membership of the Advisory Committee will be available to individuals only.
- 2.2.2 The intention of the Board is for there to be at least six members of the Advisory Committee from time to time but there will be no maximum number.

2.2.3 The Advisory Committee will consist of individuals with the following attributes (in the reasonable opinion of the Board from time to time):

2.2.3.1 a demonstrable interest in the object and work of OHTA; and

2.2.3.2 strong experience of the activities undertaken by OHTA from a range of perspectives.

It is anticipated that the members of the Advisory Committee will come from the following backgrounds (non-exhaustive list): industry, training providers, national associations (which may or may not be members of OHTA and/or IOHA), academia and employee and governmental organisations but it is not the intention that the members will be formal representatives of any particular organisation or group.

2.2.4 The Board intends for the Advisory Committee to have a multi-national and multi-cultural composition and will take this into account when considering individuals for membership.

2.2.5 Chair

2.2.5.1 The Advisory Committee should have a chairperson (to be appointed by the Board from time to time on such terms and for such time period as they consider appropriate. The chairman should be a senior hygienist who can demonstrate an understanding and support for the object of OHTA and its key Stakeholders.

2.2.5.2 The chairperson should chair all meetings of the Advisory Committee and act as a liaison between the Advisory Committee and the Board.

2.3 Appointment to the Advisory Committee

2.3.1 Invitations to the Advisory Committee will be at the absolute discretion of the Board from time to time.

2.3.2 Appointments will be made for a three year term which will be renewable subject to the individual member's willingness to be re-appointed and always at the discretion of the Board.

2.4 Removal from the Advisory Committee

Members of the Advisory Committee shall cease to be such if he or she:

2.4.1 resigns as an Advisory Committee member by notice to the Board; or

2.4.2 the Board resolves that his or her membership be terminated (always acting in and considering the best interests of OHTA);

2.4.3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

2.4.4 is absent without the permission of the Board from all Advisory Committee meetings held within a period of [one year] and the Board consequently resolves that such membership should be terminated.

2.5 Proceedings of the Advisory Committee

- 2.5.1 The members of the Advisory Committee should meet at least twice in each calendar year and reasonable notice should be given to every member of every meeting.
- 2.5.2 To the extent possible the members of the Board should attend all meetings of the Advisory Committee.
- 2.5.3 The chairman of the Advisory Committee can invite non-members to attend and contribute at specific meetings.
- 2.5.4 A meeting of the Advisory Committee may be held by suitable electronic means agreed by the members of the Advisory Committee in which each participant may communicate with all the other participants.
- 2.5.5 Notwithstanding **paragraph 2.5.4** it is the intention of the Board that the members of the Advisory Committee should use their respective reasonable endeavours to meet in person as often as possible and to hold meetings in conjunction with major occupational hygiene conferences where possible in order to allow for this.

2.6 Access to information

- 2.6.1 The Advisory Committee should receive regular briefings from the Board (whether verbal or written) about the activities of OHTA.
- 2.6.2 Financial information regarding OHTA should be provided by the Board to the Advisory Committee.
- 2.6.3 The Advisory Committee should be invited to attend meetings relating to OHTA held by Stakeholders.

2.7 Powers and responsibilities

- 2.7.1 The Advisory Committee has no executive decision making power or responsibility for OHTA (all such power and responsibility vests absolutely with the Board).
- 2.7.2 The Advisory Committee should be given full opportunity to debate and comment upon reports relating to OHTA provided to it by the Board pursuant to **paragraphs 2.6.1 and 2.6.2**.
- 2.7.3 The Advisory Committee should as its key function draw relevant issues relating to the activities and aims of OHTA to the attention of the Board as soon as reasonably practicable following them becoming aware of the same.
- 2.7.4 In considering issues and providing advice to the Board the Advisory Committee should always keep its focus upon the object of OHTA and its charitable obligations.
- 2.7.5 The Advisory Committee will be required to comment publicly on its work. The intention is for this public comment to form part of the OHTA annual report prepared by the Board.
- 2.7.6 The members of the Advisory Committee should use their respective contacts, knowledge and experience to assist OHTA (for the purposes of providing illustrative examples only this may be by: providing the Board

with relevant contacts, promoting the work and activities of OHTA and fundraising for and on behalf of OHTA.

- 2.7.7 Members of the Advisory Committee may contribute in practical ways to the work of OHTA and the Advisory Committee, for example by organising meetings or leading workshops for Stakeholders.

2.8 Remuneration

- 2.8.1 All membership of the Advisory Committee will be on a strictly voluntary basis.
- 2.8.2 Subject to the prior approval of a director of OHTA a member of the Advisory Committee may be entitled to be reimbursed from the property of OHTA or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Advisory Committee.

2.9 Conflicts of interest

If a conflict of interests arises from a member of the Advisory Committee because of a duty of loyalty owed to another organisation or person then the conflicted member must declare such conflict and, unless authorised by the chairman must be absent from the part of any meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person.

2.10 Minutes

The Advisory Committee must keep minutes of all proceedings at meetings of the Advisory Committee and such minutes should include:

- 2.10.1 the names of the members, any non-members and directors of OHTA present at the meeting;
- 2.10.2 a summary of the discussions at the meetings; and
- 2.10.3 where appropriate any action points from the meeting.