

**Formal Notice calling the  
3<sup>rd</sup> of our Annual Lecture Series and the  
20<sup>th</sup> Annual General Meeting**

**Tuesday, 18<sup>th</sup> November 2014  
Crowne Plaza BIRMINGHAM NEC  
Pendigo Way, National Exhibition Centre  
Birmingham B40 1PS**

**The Lectures, AGM and Lunch are FREE of charge  
to CHCS members (please see note below).**

- Please use the attached form to register your attendance – no advanced registration, no admittance to the AGM. Your registration must be received by the Office at least 7 days before the AGM.
- The Lectures and AGM are open only to CHCS members and invited guests of the CHCS Council.
- A provisional agenda for the meeting is attached.
- Under the Constitution any member may request additional items to be placed on the agenda by giving notice in writing to the Chairman at least 10 calendar days in advance of the AGM.
- Nominations for Officers and Council membership (other than those existing Officers and Council members offering themselves for re-election) are required at least 30 days before the AGM.
- Reports from the Officers and Sub-Groups will be sent not later than 7 days prior to the meeting.
- Please note the meeting will commence promptly at 10:00 am.
- Coffee and tea will be available from 9:30 am and lunch will be provided at 1:00 pm.

# Provisional Agenda

**From 09:30** Registration, coffee and informal networking

## **10:00 (Prompt) CHCS AGM**

- To approve the minutes of the 19<sup>th</sup> AGM and consider any matters arising.
- To receive and approve the Accounts for 2013-2014.
- To receive the reports of the CHCS Officers.
- To approve the incorporation of the Society as a Company Limited by Guarantee and the concomitant changes to the Constitution. Information on this change is set out on Pages 5 to 8.
- To set the membership subscription, payable from September 2015.
- To appoint Edmonds Accountancy as Independent Examiner of the Accounts for 2014-2015.
- To note the CHCS Officers and Council for 2014-2015.
- A.O.B. (Please advise Chairman in advance of the day).

## **11:15 Comfort Break**

## **11:30 Annual Lectures**

- **11:30 to 12:10 Update on ADR for 2015**  
*Jeff Hart, Head of Dangerous Goods, DfT*
- **12:10 to 12:50 Corrosivity/Irritation Testing Issues**  
*David Esdaile, Scientific Director, CiToxLAB, Hungary*
- **12:50 to 13:00 Question Time**

## **13:00 Lunch**

- **13:45 to 14:25 EU Update on Poison Centres**  
*Francis McGuigan, International Chemicals Unit, HSE*
- **14:25 to 15:05 Biocides Policy and Practical Challenges**  
*Silvia Segna, REACH Executive, CIA*
- **15:05 to 15:25 Question Time**

**15:25 Formal Close & further time for networking.**

## NOTES:

Booking attendance at this AGM confirms that you already are a 2014/15 member or will be paying the 2014/15 membership subscription invoice that will have been issued to you.

At the AGM the following current council members will be offering themselves for election as below (i.e. are deemed to be nominated):

- Stuart Longworth – as Chairman
- Gill Pagliuca – as Vice-Chairman
- Stuart Longworth – as temporary Acting Treasurer
- Helen Kean – as Secretary
- Richard Armstrong – as member of Council
- Catherine Bland - as member of Council
- Tony Bingham - as member of Council
- Elaine Campling – as member of Council
- Mel Cooke – as member of Council
- Rod Law - as member of Council
- Caroline Raine - as member of Council
- Peter Robins - as member of Council
- Simon Ward – as a member of Council

Further nominations may of course be made. Nominations, per the CHCS constitution, are required to be notified to the current Chairman of Council at least 30 days prior to the AGM, i.e. on or before 19th October 2014. The nomination, which can be in any format, must be made by a current member of the CHCS, and the nominee must indicate their acceptance of the nomination.

Should more than one nomination be received for position of an officer of the Society or the number of nominations for the whole Council exceed 12 in total, then a ballot shall be held (see Constitution Section 7(b) and 7(c)) prior to the AGM.

Otherwise those listed above shall at the AGM be deemed to have been elected.

Additionally the Council may at any time co-opt suitable persons to be members of the Council, should vacancies exist, or in case of need. If you feel you might be interested in joining the Council you are welcome to initially attend Council meetings as an observer (but will not be able to vote on issues – though rarely does Council need to take a formal vote).

I do hope to see many of you on the 18<sup>th</sup> of November at the Crowne Plaza NEC, Birmingham.

*Stuart*

Stuart Longworth

For the Council of the Chemical Hazards Communication Society

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Fax: 0844 636 2428

E-Mail: [chairman@chcs.org.uk](mailto:chairman@chcs.org.uk)

Internet site: <http://www.chcs.org.uk>

## **CLG Questions & Answers**

### **What is a CLG?**

A Company Limited by Guarantee (CLG), set up under British and Irish company law, is a type of corporation used primarily for non-profit organisations that require legal personality. A company limited by guarantee does not usually have a share capital or shareholders, but instead has Members who act as guarantors. The guarantors give an undertaking to contribute a nominal amount (typically very small, in our case £1.00) in the event of the winding up of the company. Like a private company limited by shares, a company limited by guarantee must include the suffix "Limited" in its name, except in circumstances specifically excluded by law. One condition of this exclusion is that the company does not distribute profits.

A CLG has:

- Guarantors to cover predetermined winding up cost,
- No shareholders, no profits paid to directors or any members of the Society.

### **What are we proposing to do?**

Form a Company Limited by Guarantee (CLG) to be known as CHCS CLG. The Society will become the operating arm of this company and handle all the normal functions that you are used to. The CLG would be purely an official presence and would not interfere with the running of the Society. There would be 4 Official Members of the CLG (i.e. Directors) who, we propose, would be the current Officials – Chairman, Vice-Chairman, Secretary and Treasurer. Everyone else would become an Associate Member of the CLG with no responsibilities or liabilities. As we are a “not for profit” organisation we are also proposing to exclude the use of Limited in the name.

### **Why?**

There are several reasons for this proposal:

- Certain external bodies have demanded to know what our legal status is before they would do business with us. At present we have no official status. Converting to a CLG would give us that status.
- We have recently been advised that, as we currently operate, should the Society be sued for any reason the liability for damages would devolve ultimately to all the members.
- If we change to a CLG the only people who would have any liability would be the Official Members and their liability would be limited to £1.00 each.

### **When are we planning to make this change?**

Most of the required documentation has been prepared so, if members approve the change of status today, the change would happen as soon as possible and Council expect to be able to make the necessary arrangements by the end of the year at the latest.

### **What effects will it have on the Society?**

On the day to day running of the Society – none. There would be no change to the services we offer. You would see the name CHCS CLG appearing in various places and our Bank Account name would change to CHCS CLG. Some small changes would need to be made to the current Constitution to fall into place with the Articles of the new Company.



## **What effects will it have on individual members?**

It will remove your potential financial liability in case of Court Action. Other than that it would be business as normal.

If you have any questions that you would like to raise about these proposals please let us know prior to the AGM by email to Stuart Longworth at [chairman@chcs.org.uk](mailto:chairman@chcs.org.uk)

# Constitution changes required due to CLG Incorporation

In the text below the original appears in the Second Column and the proposed amendment in the Third Column.

	<b>Constitution</b>	<b>Constitutional Rules and Procedures</b>
<b>Section</b>		
1.	<b>TITLE</b> The title of the Society shall be the "Chemical Hazards Communication Society". The short title shall be "CHCS".	<b>TITLE AND FUNCTION</b> The title of the Society shall be the "Chemical Hazards Communication Society". The short title shall be "CHCS". The Society shall be the operating arm of CHCS CLG.
3.	<p><b>MEMBERSHIP</b></p> <p>(a) General Membership is open to any person who has an interest in Chemical Hazards Communication. Applicants are admitted as personal members only, not as representatives of their employers, regardless of whether or not that employer might pay their membership and other fees. Membership is not transferable.</p> <p>(b) Classes of Membership There shall be three classes of membership, this shall be reviewed by the Council as and when appropriate.</p> <p>(i) Ordinary Member.</p> <p>(ii) Retired Member: being a member of three years standing who is over 55, no longer in regular employment, and not undertaking consulting work.</p> <p>(iii) Honorary Life Member: granted to a member who is no longer active in the running of the Society who has made an outstanding contribution to its development. This shall be decided at an Annual General Meeting, acting on the recommendation of the Council.</p>	<p><b>MEMBERSHIP</b></p> <p>(a) General Society membership is open to any person who has an interest in Chemical Hazards Communication. Applicants are admitted as personal members only, not as representatives of their employers, regardless of whether or not that employer might pay their membership and other fees. Membership is not transferable. All Society members shall automatically also be Associate Members of CHCS CLG.</p> <p>(b) Classes of Membership There shall be three classes of Society membership, this shall be reviewed by the Council as and when appropriate.</p> <p>(i) Ordinary Member.</p> <p>(ii) Retired Member: being a member of three years standing who is over 55, no longer in regular employment, and not undertaking consulting work.</p> <p>(iii) Honorary Life Member: granted to a member who is no longer active in the running of the Society who has made an outstanding contribution to its development. This shall be decided at an Annual General Meeting, acting on the recommendation of the Council.</p>
5.	<p><b>OFFICERS OF CHCS</b></p> <p>(i) CHCS shall have the following Officers: Chairman, Vice-Chairman, Secretary, Treasurer</p> <p>(ii) These Officers shall be elected and hold office as determined in Articles 6 and 7.</p>	<p><b>OFFICERS OF CHCS</b></p> <p>(i) CHCS shall have the following Officers, who shall also be the official Members and Directors of CHCS CLG: Chairman, Vice-Chairman, Secretary, Treasurer</p> <p>(ii) These Officers shall be elected and hold office as determined in Rules 6 and 7.</p>

6.	<p><b>COUNCIL</b></p> <p>(a) CHCS shall be managed by a Council totalling 12 persons, consisting of its Officers and other elected members.</p> <p>(b) At the end of each AGM all Officers and members of the Council shall retire, unless they have been re-elected to the Council at that AGM.</p>	<p><b>COUNCIL</b></p> <p>(a) CHCS shall be managed, under the aegis of CHCS CLG, on a day to day basis by a Council totalling 12 persons, consisting of its Officers and other elected members.</p> <p>(b) At the end of each AGM all Officers and members of the Council shall retire, unless they have been re-elected to the Council at that AGM.</p>
10.	<p><b>AMENDMENTS TO THE CONSTITUTION</b></p> <p>(a) No addition, alteration or deletion shall be made to any existing Article of the Constitution of CHCS except at an AGM or EGM.</p> <p>(b) Any proposal, other than a change recommended by the Council, for a change to the Constitution shall be made in writing and signed by at least 10% or 10, whichever is greater, of the membership. Any proposal by the Council to amend the Constitution shall also be made in writing.</p> <p>(c) The Chairman of CHCS shall send, or cause to be sent, by post, fax, e-mail or any method deemed fit by the Council at their last known address, details of any proposals made for alteration, addition or deletion of articles to each member, at the latest at the same time as the notice calling the AGM or EGM.</p> <p>(d) Any proposal for alteration, addition or deletion to the existing Constitution requires a majority of at least two thirds of the members present at the AGM or EGM, provided there is a quorum as provided for in Article 4(e).</p>	<p><b>AMENDMENTS TO THE CONSTITUTIONAL RULES AND PROCEDURES</b></p> <p>(a) No addition, alteration or deletion shall be made to any existing Rule of the Constitutional Rules and Procedures of CHCS except at an AGM or EGM.</p> <p>(b) Any proposal, other than a change recommended by the Council, for a change to the Constitutional Rules and Procedures shall be made in writing and signed by at least 10% or 10, whichever is greater, of the membership. Any proposal by the Council to amend the Constitutional Rules and Procedures shall also be made in writing.</p> <p>(c) The Chairman of CHCS shall send, or cause to be sent, by post, fax, e-mail or any method deemed fit by the Council at their last known address, details of any proposals made for alteration, addition or deletion of Rules to each member, at the latest at the same time as the notice calling the AGM or EGM.</p> <p>(d) Any proposal for alteration, addition or deletion to the existing Constitutional Rules and Procedures requires a majority of at least two thirds of the members present at the AGM or EGM, provided there is a quorum as provided for in Rule 4(e).</p>
11.	<p><b>INTERPRETATION OF CONSTITUTION</b></p> <p>The Council shall have the sole power to determine any question that may arise concerning the interpretation of the Constitution [Articles] of CHCS, whether in full or in part.</p>	<p><b>INTERPRETATION OF CONSTITUTIONAL RULES AND PROCEDURES</b></p> <p>The Council shall have the sole power to determine any question that may arise concerning the interpretation of the Constitutional Rules and Procedures of CHCS, whether in full or in part.</p>



Chemical Hazards  
Communication Society

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## Registration form

**3<sup>rd</sup> Annual Lectures and 20<sup>th</sup> CHCS AGM**

**Tuesday, 18<sup>th</sup> November 2014**

**Crowne Plaza BIRMINGHAM NEC**

**Pendigo Way, National Exhibition Centre**

**Birmingham B40 1PS**

**Note: there is NO charge for attendance at this event**

**You MUST book your attendance at least 7 days in advance, and must undertake to notify CHCS if you are subsequently unable to attend.**

**Please register the following attendee**

Title		First Name		Surname	
<b>Company/Organisation details</b>					
Company					
Address					
City					
Post Code					
Country if not UK					
Telephone No				Fax No	
e-mail					
Special needs (diet, mobility), if any					
Name (Signed or Typed)				Date	

**Send the completed form to**

**Chemical Hazards Communication Society (CHCS), PO Box 222, Lymington, Hants  
SO42 7GY Fax 0844 636 2428**

**Or cut and paste the above, when completed, into an e-mail to [chcs@chcs.org.uk](mailto:chcs@chcs.org.uk)**

Joining instructions and map will be sent as receipt of your registration.

*CHCS Reserves the right to alter or cancel at any time due to circumstances beyond our control. **Substitutes are NOT accepted at this event.***