

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 We did, on the fourteenth day of December 1994, grant a Charter (“the Original Charter”) incorporating “The Chartered Institution of Water and Environmental Management” (hereinafter called “the Institution”) with perpetual succession and a Common Seal:

AND WHEREAS the Institution has presented an humble Petition praying that We would be graciously pleased to grant it a Supplemental Charter, whereby the provisions of the Original Charter (except in so far as they incorporated the Institution and conferred upon it perpetual succession and a Common Seal) are revoked, and to allow changes to the governance of the Institution to develop the purposes and administration of the Institution, including provision to maintain a Register of Chartered Water and Environmental Managers and to award the relevant designations to those whom the Institution admits to the Register:

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 Royal Prerogative in that behalf and of all others powers enabling Us so to do of Our Especial grace, certain knowledge and mere motion do hereby for Us, Our Heirs and Successors will, grant, direct, appoint, and declare as follows:

The Chartered Institution of Water and Environmental Management

1. Except in so far as it incorporates the Institution and confers upon it perpetual succession and authorises it to have a Common Seal and to sue and be sued, and to pursue certain objects and exercise certain powers, the Original Charter is hereby revoked but nothing in this revocation shall affect the legality or validity of any act, deed or thing lawfully done or executed under the provisions thereof. Furthermore the provisions of this Supplemental Charter and its amended Schedule shall forthwith apply for the operation of the Institution.
2. The persons who are now the members of the Institution and all such persons as shall hereafter pursuant to this Our Charter and the Bye-laws become members of the Body Corporate hereby constituted and their successors shall forever hereafter be by virtue of these Presents one Body Corporate by the name of the “The Chartered Institution of Water and Environmental Management” (hereinafter referred to as “the Institution”) 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 shall and may sue, and be sued in all Courts, and in 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. In this Our Charter:

“water and environmental management” means the application of works and services designed to further the beneficial management, conservation, knowledge and improvement of the environment, in particular in relation to:

 - (a) sustainable development and integrated environmental management;
 - (b) resource protection, development, use, sustainability and conservation;
 - (c) integrated pollution control;
 - (d) public health, water and sanitation services;
 - (e) flood and coastal risk management; and
 - (f) associated recreation, amenity, conservation and ecology activities,

for the purposes of the foregoing “sustainable development” means development which meets the needs of the present without compromising the ability of future generations to meet their own needs and “sustainability” means having all the qualities of sustainable development.
4. The objects of the Institution shall be:
 - 4.1 To advance the science and practice of water and environmental management for the public benefit.
 - 4.2 To promote education, training, study and research in the said science and practice for the public benefit and to publish the useful results of such research.
 - 4.3 To establish and maintain for the public benefit appropriate standards of competence and conduct on the part of members of the Institution.
5. For the purpose of attaining the aforesaid objects the Institution shall, subject to this Our Charter and the Bye-laws, have powers to do any act or thing and to administer the affairs and deal with the assets of the Institution in all respects without any restrictions whatsoever and, in particular, (but without limitation):
 - 5.1 to enter into any contract or incur any obligation, borrow money, give guarantees and indemnities, and mortgage or charge the whole or any part of the undertaking, assets and rights of the Institution;
 - 5.2 to employ and dismiss officers and staff, to remunerate them and to provide retirement, death, disability and ill-health benefits for them, their families, dependants and others;
 - 5.3 to acquire any real or personal property (or any estate or interest therein) and any other assets, in each case in any part of the world;
 - 5.4 to invest the monies of the Institution not immediately required for its purposes in or upon such investments, securities or property as may be thought fit and from time to time to vary or realise such investments without restrictions; subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
 - 5.5 to create and maintain a Register of Chartered Water and Environmental Managers, to establish such conditions of registration as may be desirable, and to award the relevant designations to those whom the Institution admits to the Register from time to time in accordance with such conditions. Those admitted to the Chartered Register may use the designation C.WEM. The Institution may create one or more other (non-chartered) registers, should there appear to be a requirement to do so;
 - 5.6 to admit to, and remove from, the membership Register of the Institution and such other registers as the institution may operate in the future, and such registers as it may operate under licence from other institutions, under such conditions and in such categories as the Institution shall prescribe, to assess the competence of such members, and to organise such meetings and publish such material as shall provide for their continuing professional development for the public benefit and
 - 5.7 to enter into any arrangements with others with a view to the furtherance of the objects of the Institution.
6. The income and property of the Institution shall be applied solely towards the promotion of its objects as set forth in this Our Charter and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Institution, and no members of the Trustee Board shall be appointed to any office of the Institution paid by salary or fees or receive any remuneration or other benefit in money or money’s worth from the Institution.

PROVIDED that nothing herein shall prevent any payment in good faith by the Institution:

- 6.1 of reasonable and proper remuneration to any member, officer or servant of the Institution (not being a member of the Trustee Board) for any services rendered to the Institution;
 - 6.2 of interest on money lent by any member of the Institution or of the Trustee Board at a reasonable and proper rate per annum not exceeding two per cent less than the published base lending rate of a clearing bank to be selected by the Trustee Board;
 - 6.3 of reasonable and proper rent for premises demised or let by any member of the Institution or of the Trustee Board; and
 - 6.4 to any member of the Trustee Board of reasonable out-of-pocket expenses.
7. The Bye-laws may direct that any matter which pursuant to this Our Charter may be prescribed or regulated in the Bye-laws may be further prescribed or regulated by Regulations. Provided that any such further prescription or regulation shall not be repugnant to the provisions of this Our Charter or the Bye-laws.
 8. The Bye-laws or any of them may from time to time be revoked, amended or added to by resolution of the voting members of the Institution at a General Meeting provided that such revocation, amendment or addition is approved by not less than three-fourths of the voting member present and voting on such resolution. Provided that no such revocation, amendment or addition as aforesaid and no new Bye-laws shall come into force until the same have been approved by the Lords of Her Majesty's Most Honourable Privy Council of which approval a certificate under the hand of the Clerk of the said Privy Council shall be conclusive evidence.

9. The Trustee Board may by a resolution passed at any meeting by a simple majority of the members of the Trustee Board present and voting (being a majority of the whole number of the members of the Trustee Board) and confirmed at a General Meeting of the Institution held not less than one month or more than four months afterwards by a resolution passed by a simple majority of the voting members of the Institution present in person and voting thereat, revoke, amend or add to the provisions of this Our Charter and such revocation, 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. The provision shall apply to this Our Charter as revoked, amended or added to in manner aforesaid provided that no revocation, amendment or addition shall be made which shall cause the Institution to cease to be a charity in law.
10. In any case of conflict, the provisions of this Our Charter shall prevail over those of the Bye-laws and Regulations, and the provisions of the Bye-laws shall prevail over those of the Regulations.

Our Royal Will and Pleasure is that this Our Charter shall ever be construed benevolently and in every case most favourably to the Institution 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-sixth**

day of **October two thousand and twenty-one**

in the **seventieth** year of Our Reign

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

SCHEDULE

BYE-LAWS OF THE CHARTERED INSTITUTION OF WATER AND ENVIRONMENTAL MANAGEMENT

1. DEFINITIONS

In the Charter and these Bye-laws the following words and expressions shall have the meanings hereinafter assigned to them and shall, where the context so requires, be determined in accordance with the Charter, the Bye-laws and/or the Regulations:

“Accounts” means the accounts and annual report of the Institution as are required by law and in the form prescribed by the Charity Commission from time to time.

“Auditor” includes Independent Examiner where appropriate.

“Code of Ethics” means the principles of professional behaviour upon which the code of professional conduct is developed and maintained by the Trustee Board.

“Co-opted Board Member” means a member of the Trustee Board for the time being, co-opted in accordance with these Bye-laws.

“Corporate members” for all purposes means Voting members of the Institution and Non-Corporate members means Non-voting members.

“electronic form” includes electronic means (for example, e-mail or fax) or any other means while in electronic form (for example, sending a disk through the post).

“Expert Panel” means an expert panel of the Institution for the time being.

“Group” means a group of the Institution for the time being and such other group(s) as are established or determined by the Trustee Board from time to time.

“International Affiliates” means overseas organisations with affiliation agreements for the time being with the Institution.

“overseas” means not in England, Wales, Scotland or Northern Ireland.

“Presidential Officers” means the President, the President Elect and the Vice-President, in each case, for the time being of the Institution.

“Profession” means the profession dedicated to the advancement of the science and practice of water and environmental management.

“Regulations” means rules made by the Trustee Board in accordance with the provisions of these Bye-laws which are always subsidiary to the Charter and Bye-laws.

“Secretary” means the Secretary of the Institution for the time being or any person performing the duties of the Secretary if absent.

“Standing Committees” means such permanent committees as may be established by the Trustee Board from time to time.

“Trustee Board”, means the governing committee of the Institution, which comprises the Trustees.

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Words importing persons shall include corporations. Words in the singular shall include the plural and vice versa. Use of one gender shall include all genders.

2. MEMBERSHIP

2.1 The Institution shall consist of the following categories of individual members and the Trustee Board shall determine the qualifications and experience required for entry to each category and also the standards of competence in professional practice for continuing membership:

Voting (being those members who have one vote on each matter discussed at a general meeting). Voting members were previously entitled “Corporate members”.

- (a) Fellow
- (b) Members
- (c) Associates
- (d) Honorary Fellows who at the time of their admission are voting members.

Non-voting (being those members who shall not have a vote on any matter at any general meeting). Non-voting members were formerly entitled “non-corporate members”.

- (a) Graduates
- (b) Technicians
- (c) Students
- (d) Honorary Fellows who at the time of their admission as such are Non-voting members
- (e) Environmental Affiliates
- (f) Business, International and Academic Affiliates
- (g) Organisational Members.

- 2.2 No persons shall be admitted a member of the Institution in any categories unless that person is first approved by the Trustee Board. The Trustee Board shall have full discretion as to the admission of any person to membership in any case, but the Trustee Board may delegate its powers.
- 2.3 No persons shall be admitted or transferred to a category of membership of the Institution unless they satisfy the requirements for membership of that category set out in any supplementary Regulations made under these Bye-laws.
- 2.4 The Trustee Board may make supplementary Regulations governing the admission or transfer of members provided that no Regulation shall be made that is repugnant to the Charter or would amount to an alteration of these Bye-laws.
- 2.5 A candidate for admission to membership shall apply in such manner as prescribed by the Trustee Board. The candidate shall normally be sponsored by a member who shall endorse the application and shall certify that they do so from personal knowledge of the candidate. On admission to membership, each member shall be subject to the terms of the membership contract as contained in the Charter, these Bye-laws, and the Regulations. Any member whose entrance fee has not been paid shall not be entitled to any of the privileges of membership.
- 2.6 In the event of the Trustee Board considering the qualifications of a candidate applying for admission being insufficient or

inappropriate to warrant admission to the class for which the candidate has applied, it shall have power to admit the candidate to any other class that it may consider appropriate. The Trustee Board shall have power to defer the admission of any candidate concerning whom it may wish to make further enquiries or obtain additional information.

- 2.7 Environmental Affiliates. The Trustee Board may appoint to the category of Environmental Affiliate individuals with an interest in the environment.
- 2.8 Business and Academic Affiliates. The Trustee Board may appoint to the category of Business and Academic Affiliate any business or academic entity, body or Institution (whether such entity, body or Institution is a corporate entity, body or Institution or not) with an interest in water or the environment.
- 2.9 International Affiliates. The Trustee Board may enter into an affiliation agreement with any international entity, body or Institution (whether such entity, body or Institution is a corporate entity, body or Institution or not) with an interest in water or the environment.
- 2.10 Honorary Fellows. The Trustee Board may appoint distinguished persons to the category of Honorary Fellow.
- 2.11 Organisational Members. The Trustee Board may appoint to the category of Organisational Member other organisations with an interest in water or the environment.

3. TRANSFERS

A member of any category, whose subscription for the current year is paid, may apply to be transferred to any other appropriate category, and such application shall otherwise be subject to the same conditions and be made in the same form as if it were one for admission to the said category.

4. DESIGNATIONS

- 4.1 The following categories of members shall be entitled to place after their names the following designatory letters:

Fellow	FCIWEM
Member	MCIWEM
Associate	ACIWEM
Graduate	GradCIWEM
Technician	TechCIWEM
Honorary Fellow	HonFCIWEM

Fellows and Members may also apply to be admitted to the Register of Chartered Water and Environmental Managers and use the post nominal of C.WEM, subject to meeting the requirements for admission and continuing registration as provided in the Regulations.

- 4.2 Members and non-Members who have been awarded the Certificate or the Diploma by the Institution shall be entitled to place after their names the designatory letters 'CertWEM' or 'DipWEM', as the case may be.

5. CERTIFICATES AND AWARDS

- 5.1 On payment of the entrance fee or transfer fee, if any, as may be appropriate, a person admitted or transferred into any one of the above categories shall receive a certificate of membership of the category into which the person has been admitted or transferred.
- 5.2 The Trustee Board may at its discretion make awards either of books, certificates, medals, money or otherwise, for *inter alia* outstanding service to the Institution, distinguished service to the science and practice of water and environmental management, the presentation or publication of papers of excellence, and meritorious performance in examinations arranged by the Institution (provided that members of the Trustee Board shall be disqualified from receiving monetary awards).

6. THE REGISTER OF CHARTERED WATER AND ENVIRONMENTAL MANAGERS

- 6.1 Admission to the Register shall be open to Voting members who satisfy such additional conditions as the Institution may prescribe, and by licence those who are not members of the Institution, according to criteria agreed and published in its Regulations from time to time by the Institution.
- 6.2 The Institution may seek licences from other related regulatory organisations to admit its voting members to, and remove them from, the Chartered Practitioner Registers of such

organisations subject to such conditions as those organisations shall prescribe.

- 6.3 Those who are entered onto the Register shall satisfy the Institution in respect of their current active status, their qualifications and experience and their willingness to abide by the code of professional conduct including the regular undertaking of mandatory continuing professional development. Registrants may describe themselves as the Institution provides in its Charter. The Institution may charge such registration fees as are necessary to cover the costs of maintaining the Register and shall exercise such other powers in this connection as are provided from time to time by the Regulations.
- 6.4 The Trustee Board shall create a Standing Committee, entitled The Registration Authority, to manage the Register under delegated authority from the Board, in order to maintain the Register's independence.
- ## **7. APPLICATION AND TRANSFER FEES**
- 7.1 Every candidate for admission or transfer shall pay such fees as have been determined in accordance with these Bye-laws.
- 7.2 On admission to membership, every member shall forthwith pay an entrance fee and shall be liable for an annual subscription as determined by the Trustee Board. The admission of a member whose entrance fee is not paid within three months of the date of such admission shall thereby be revoked.
- 7.3 On transfer to another category of membership, every member shall forthwith

pay a transfer fee, as determined by the Trustee Board. The transfer of any member whose transfer fee, if any, is not paid within three months of the date of such transfer shall thereby be revoked. Provided that no transfer fee shall be payable on transfer to the category of Honorary Fellow.

8. EXAMINATIONS

The Trustee Board may make and publish Regulations, consistent with the Bye-laws, governing the holding of examinations, including any assessments that the Trustee Board considers to be necessary for candidates seeking admission to any category of membership of the Institution.

9. RESIGNATION

Provided that they are not subject to disciplinary proceedings, any members may terminate their membership by notice in writing to the Secretary.

10. DISQUALIFICATION

If any members become bankrupt or, are more than three months in arrears with their subscription payment, or in the opinion of the Trustee Board, incapable by reason of mental disorder, the Trustee Board may in its discretion terminate or suspend their membership, subject to the members' right to seek leave to appeal.

11. REINSTATEMENT

Any former member may apply to the Trustee Board for reinstatement which may be granted by the Trustee Board at its discretion and upon such terms as it considers appropriate.

12. PROFESSIONAL CONDUCT

- 12.1 The Trustee Board shall develop and maintain a code of professional conduct binding upon all members to protect the standing and reputation of the Institution and the profession.
- 12.2 In the event of a complaint, based on evidence, being made that any member has been or is in breach of the code of professional conduct, the Trustee Board shall delegate the investigation of such complaint in accordance with such Regulations as the Trustee Board shall from time to time prescribe, for the proper investigation of such matters.
- 12.3 The Regulations referred to in these By-laws shall prescribe the procedure to be followed, and may include:
- (a) provision for disciplinary hearings;
 - (b) the right of the member to be represented and to call and question witnesses;
 - (c) the penalties which may be imposed which may include power to warn, admonish, reprimand, suspend or expel such member from the Institution;
 - (d) the right of seeking leave to appeal disciplinary decisions; and
 - (e) the publication of disciplinary decisions.
- 12.4 A member who is suspended shall not, throughout the period of suspension, be

permitted to use any designation or initials appropriate to membership and may not attend or vote at general meetings.

- 12.5 A member who has been expelled may have the right to apply to the Trustee Board for reinstatement, provided that at least two years have elapsed following either the date on which the member's expulsion took effect or such later date on which the member's last application for reinstatement was declined.
- 12.6 A member who is subject to a disciplinary enquiry and who purports to resign membership before the conclusion of the enquiry, shall be deemed to remain in membership until the enquiry has been completed and a final decision has been reached.

13. FEES AND SUBSCRIPTIONS

The fees and subscriptions payable by members and candidates for membership shall, in accordance with Regulations, be determined by the Trustee Board. All fees and subscriptions shall be paid to the Institution at its principal office in England, or to an agent designated for that purpose by the Institution.

14. GENERAL MEETINGS

- 14.1 The Institution shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the

Institution and that of the next. The Annual General Meeting shall be held at such time and place as the Trustee Board shall appoint.

- 14.2 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 14.3 The Trustee Board may, whenever it thinks fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on the requisition of not fewer than 100 or 1% of the number of Voting members at the end of the previous year, whichever is higher. The requisition shall state the objects of the meeting and must be signed by the requisitionists and deposited at the principal office of the Institution, and may consist of several documents in like form each signed by one or more of the requisitionists. If the Trustee Board does not convene a meeting within 21 days from the date of deposit of the requisition then the requisitionists or any of them representing more than one-half of them may convene a meeting, but such meeting shall not be held more than three months after the date of deposit of the requisition.

15. NOTICE OF GENERAL MEETINGS

- 15.1 Not less than 21 days' notice in writing of every General Meeting shall be given to every member. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and

the hour of the meeting, the business to be discussed and, in case of special business, the general nature of that business, in a manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Institution in General Meeting, subject to the provisions of these Bye-laws.

- 15.2 The accidental omission to give notice to, or the non-receipt of any notice by, any person entitled to notice of any General Meeting whether annual or extraordinary shall not invalidate the proceedings of any such meeting.

16. PROCEEDINGS AT GENERAL MEETINGS

- 16.1 At Annual General Meetings the minutes of the preceding Annual General Meeting and of any intervening Extraordinary General Meeting shall first be confirmed and signed by the Chair.
- 16.2 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also that is transacted at an Annual General Meeting, with the exception of confirmation of the minutes, the consideration of accounts, balance sheets, and the reports of the Trustee Board and auditors, the confirmation of the result of the appointments to the Trustee Board, the presentation of awards and the appointment, and the fixing of the remuneration of, the auditors.
- 16.3 The Chair shall act as chair at all General Meetings and if absent such member of the

Trustee Board as may be selected by the relevant General Meeting shall take the chair.

- 16.4 The Chair may, with the consent of any General Meeting at which a quorum is present (and shall if so directed by the General Meeting), adjourn the General Meeting from time to time and from place to place, but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place. When a General Meeting is adjourned for 30 days or more, notice of the adjourned General Meeting shall be given as in the case of an original General Meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned General Meeting.

17. QUORUM

- 17.1 No business shall be transacted at any General Meeting unless a quorum of Voting members is present at the time when the General Meeting proceeds to business; 12 Voting members present in person shall be a quorum.
- 17.2 If within half an hour from the time appointed for the General Meeting a quorum is not present, the General Meeting, if convened upon the requisition of Voting members, shall be dissolved; in any other case it shall stand adjourned to such other day and at such other time and place as the Chair may determine, and if at the adjourned General Meeting a quorum is not present within

half an hour from the time appointed for the General Meeting the Voting members present shall be a quorum.

- 17.3 Save as hereinbefore provided, at any General Meeting a resolution put to the vote of the General Meeting shall be decided on a show of hands by a majority of the Voting members present unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the Chair; or
(b) by at least five Voting members present in person or by proxy.

The manner in which the poll is taken shall be at the discretion of the Chair, forthwith, or at some time in the future.

- 17.4 Unless a poll be so demanded a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of the General Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 17.5 The demand for a poll may be withdrawn before the poll is taken, and a demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made.
- 17.6 Except as provided by these Bye-laws, if a poll is duly demanded it shall be taken by ballot in such manner as the Chair directs,

and the result of the poll shall be deemed to be the resolution of the General Meeting at which the poll was demanded.

- 17.7 In the case of an equality of votes, the Chair shall have a second vote in addition to any other vote the Chair may have.
- 17.8 A poll demanded on the appointment of a Chair, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question may be taken forthwith or at such other time as the Chair of the General Meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

18. VOTES OF MEMBERS

- 18.1 Only Voting members who are neither suspended from membership nor more than three months in arrears with the subscriptions shall be entitled to vote at General Meetings of the Institution and upon a show of hands or a poll each such Voting member shall have one vote only on each matter to be decided.
- 18.2 On a poll, votes may be given either personally or by proxy.
- 18.3 Subject to the approval of the Trustee Board, Non-voting members provided they are not suspended or more than three months in arrears with their subscriptions shall be entitled to receive notice of and to be present at all General Meetings and to take part in the proceedings provided that Non-voting members shall not be recognised for the

purposes of determining whether a quorum is present and shall not be entitled to vote.

19. ASSEMBLY

- 19.1 The Institution may hold Assemblies and shall specify the meeting as such in the notice calling it. Each Assembly shall be held at such time and place as the Trustee Board shall determine.
- 19.2 Not less than 21 days' notice in writing of every Assembly shall be given to every member. Every member shall be entitled to attend an Assembly. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the Assembly, the agenda and shall be given, in such manner as determined by the Trustee Board.
- 19.3 The accidental omission to give notice to, or the non-receipt of any notice by, any member shall not invalidate the proceedings of any such Assembly.

20. THE OFFICERS

- 20.1 The Officers of the Institution shall be the Chair, the Honorary Treasurer and the Presidential Officers. No person may at the same time be the Chair and the President.
- 20.2 The Chair shall be appointed by the Trustee Board from amongst its members. The Chair shall serve a single three-year term as Chair and may be appointed for a further single three-year term at the discretion of the Trustee Board. No Chair shall serve

for more than two consecutive three-year terms save in exceptional circumstances and subject to the approval of at least two-thirds of the other members of the Trustee Board.

- 20.3 The Honorary Treasurer shall be appointed by the Trustee Board from amongst its members and shall serve a single three-year term as Honorary Treasurer and may be appointed for a further single three-year term at the discretion of the Trustee Board. Unless otherwise agreed by the Trustee Board, the accounts of the Institution may only be signed by both of the Honorary Treasurer and the Chair (or in the absence of the Honorary Treasurer and/or the Chair), one or two of the other Trustees, as the case may be.
- 20.4 The Presidential Officers shall be appointed from amongst the Institution's Voting membership. Any member so appointed will also become a member of the Trustee Board unless already a Trustee, in which event the duration of the trusteeship shall be extended by the period of office being held. The appointment process will be the same as for any other member of the Trustee Board. The term of office of each Presidential Officer shall be one year in each of the three capacities of Presidential Office or as otherwise determined by the Trustee Board.
- 20.5 The Vice-President, on completion of the term of office or at such earlier time as the Trustee Board may determine, shall be appointed as the President Elect. The

President Elect, on completion of the term of office or at such earlier time as the Trustee Board may determine, shall be appointed as the President.

- 20.6 All previous Presidents shall be designated as Honorary Vice-Presidents for life. Honorary Vice-Presidents shall not, unless they are duly appointed in accordance with the relevant provisions of these Bye-laws, be Officers of the Institution and shall not be part of the Trustee Board or entitled to attend meetings of the Trustee Board except by invitation of the Trustee Board.

21. THE TRUSTEE BOARD

- 21.1 The Trustee Board of the Institution shall consist of a maximum of 15 Trustees, who shall include the Officers and up to 10 other Trustees (some of whom shall be with portfolio and some of whom shall be without portfolio, at the discretion of the Trustee Board).
- 21.2 The President Elect shall have the portfolio of branches, groups, networks and expert panels, and the President shall be chair of the branches, groups, expert panels and networks forums.
- 21.3 The Trustees (other than the Officers):
- (a) shall be appointed from the Voting members by the Trustee Board and
 - (b) shall serve for a term of three years (or for such shorter or longer term as may be specified by the Trustee Board);

(c) may be appointed for a maximum two further terms of Office of three years for each term.

- 21.4 Trustees shall retire from the Trustee Board at the end of their period of Office, which shall run from the date of their appointment. They shall also retire by resignation, or by disqualification in law or for medical reasons, or by decision of the Board because of infrequent attendance at Board meetings.
- 21.5 Persons retiring from the Trustee Board (including Officers) shall be eligible for reappointment, provided that no person shall serve on the Trustee Board for a consecutive period of more than nine years save in exceptional circumstances and subject to the approval of at least two-thirds of the other members of the Trustee Board.
- 21.6 In addition, the Trustee Board shall have power at any meeting of the Trustee Board to invite to attend and speak not more than three Co-opted Board Members so as to provide for the inclusion of such skills, expertise and/or experience as is required by the Trustee Board. Such Co-opted Board Members shall serve for a period to be determined by the Trustee Board subject to a maximum of three years. Co-opted Board Members shall not count in the quorum and shall not be entitled to vote at any meeting of the Trustee Board but shall be entitled to attend and otherwise participate in discussion thereat. For the avoidance of doubt, these Co-opted Members shall not be Trustees for any purpose.

21.7 For the avoidance of doubt, the provisions in these Bye-laws shall apply to Trustees and Co-opted Board Members (provided that the members of the Trustee Board involved in progressing a complaint of professional conduct shall not include the Trustee against whom the complaint has been made). Any members of the Trustee Board shall vacate office if ceasing for any cause to be a member of the Institution or suspended from membership under the provision of the Bye-laws.

21.8 In the event of a casual vacancy occurring in the Trustee Board whether on account of death, resignation, disqualification, disability or otherwise or by reason of the operation of this Bye-law, the Trustee Board shall:

- (a) if in the Office of President, appoint the President-elect in that place;
- (b) if in the Office of President-elect, appoint the Vice-President in that place;
- (c) if in the Office of Vice-President, appoint a trustee in that place;

and, if among the Trustees, the Trustee Board may in its discretion appoint a Voting member to fill the vacancy, provided that the persons appointed under this Bye-law shall continue in Office only for so long as the person in whose place they are appointed would have remained in Office and shall not by reason of their appointment be barred from re-appointment to such Office thenceforth.

- 21.9 The continuing members of the Trustee Board may act notwithstanding any vacancy in their number but if and so long as their number is reduced below the number fixed hereby as the necessary quorum they may act only for the purpose of increasing their number or calling a General Meeting of the Institution.
- 21.10 The Nominations and Honorary Fellows Committee shall be responsible for the advertisement of vacancies and the shortlisting of candidates for appointment as Trustees and Presidential Officers in accordance with the requirements of the Trustee Board.
- 21.11 The Trustee Board shall be entitled to delegate the assessment of shortlisted candidates to a panel or committee consisting of Trustees and an independent third party which shall act in accordance with the terms of reference specified by the Trustee Board. Any such panel or committee may recommend one or more candidates for appointment as trustees. Appointments shall be made subject to the approval of the Trustee Board and confirmation by members at a General Meeting.
- 21.12 The following criteria shall be taken into account in selecting and appointing Trustees:
- (a) guidance issued from time to time by the Charity Commission;
 - (b) such matters and/or standards as the Trustee Board shall specify from time to time;

- (c) relevant skills and/or experience;
- (d) the composition, aims and objectives of the Institution as a whole.

- 21.13 The selection and appointment of Trustees shall be in accordance with the Institution's policies on equality and diversity and shall not discriminate on the grounds of gender, age, nationality, ethnicity, race, marital status, disability, religion or sexual orientation.

22. PROCEDURES AND POWERS OF THE TRUSTEE BOARD

- 22.1 The Chair shall chair all meetings of the Trustee Board when present and in the absence of the Chair, such member of the Trustee Board as may be appointed by the meeting shall take the chair.
- 22.2 The Trustee Board shall meet as often as the business of the Institution may require. At each meeting of the Trustee Board a quorum of 7 Trustees present in person or electronically is required.
- 22.3 Questions arising at any meeting of the Trustee Board, unless and until the Trustee Board otherwise determines, either generally or with reference to any particular case, shall be decided by a simple majority, and in the case of equality of votes the Chair shall have a second vote in addition to any other vote the Chair may have. The Chair shall on the requisition of five members of the Trustee Board summon a meeting of the Trustee Board within a period of 28 days from the date of such requisition. Any

such requisition as aforesaid shall specify the object of the meeting proposed to be called and at any such meeting previous minutes shall be put for confirmation and only such business as mentioned in the said requisition shall be discussed.

- 22.4 The management of the business of the Institution and the commitment and disposal of its funds shall be vested entirely in the Trustee Board for the time being which, in addition to the powers and authorities expressly conferred upon it by the Charter and these Bye-laws may exercise in all respects all the powers of the Institution save such as are by law or by the Charter and these Bye-laws declared to be exercisable only by the Institution in General Meeting. No new Bye-law or resolution of a General Meeting shall invalidate any prior act of the Trustee Board which would have been valid if such Bye-law had not been made or resolution passed.

23. REGULATIONS

The Trustee Board may make, amend or revoke Regulations in accordance with the provisions of the Charter, and these Bye-laws. Provided that no Regulation shall be made which would be repugnant to the provisions of the Charter or these Bye-laws.

24. THE COMMON SEAL

The Trustee Board shall provide a common seal for the purposes of the Institution. The common seal for the time being of the Institution shall be kept under such custody and control as shall be

determined by the Trustee Board and shall only be used by the authority of the Trustee Board or of not less than two of the following persons namely the Chair, the President and the President Elect. Every instrument to which the seal shall be affixed shall be signed by any one of the said persons and countersigned by the Secretary. A record shall be kept of all instruments to which the seal shall have been affixed.

25. FUNDS AND ACCOUNTS

- 25.1 The funds of the Institution shall be kept in the name of the Institution, and no payments shall be made therefrom except those authorised by the Trustee Board or by a person to whom the Trustee Board has delegated responsibility for authorising payments.
- 25.2 The Trustee Board shall cause financial records to be kept which shall give a true and fair view of the state of the Institution's affairs and explain its transactions.
- 25.3 The financial records shall be kept at the principal office of the Institution or at such other place as the Trustee Board think fit, and shall always be open to the inspection of the Trustee Board.
- 25.4 The Trustee Board shall from time to time determine whether and to what extent and at what times and places and under what conditions the accounts and books of the Institution or any of them shall be open to the inspection of members not being Officers or Trustees and no member (other than an Officer or Trustee) shall have any

right of inspecting any account or book or document of the Institution except as conferred by statute or authorised by the Trustee Board or by the Institution in General Meeting.

- 25.5 The Trustee Board shall from time to time cause to be prepared and to be laid before the Institution in General Meeting the Annual Report and Accounts.
- 25.6 A copy of the Accounts shall be made available to every member entitled to vote at General Meetings of the Institution.

26. AUDIT

- 26.1 Auditors shall be appointed at each General Meeting to hold office from the conclusion of that meeting to the conclusion of the next General Meeting at which time such auditors will be eligible for re-appointment.
- 26.2 The Auditors shall audit and report to the Trustee Board on the Accounts of the Institution, such Accounts being made up to the 31st December in each year or such other date as the Trustee Board shall determine.
- 26.3 No person shall be appointed auditor who is or any of whose partners is a member of the Trustee Board or the staff of the Institution.
- 26.4 The Auditors shall receive such remuneration as may be determined by or with the authority of the Institution in General Meeting.
- 26.5 The Auditors shall have a right of access at all reasonable times to the books, records, accounts and vouchers of the Institution and

shall be entitled to require from the Officers and the salaried staff of the Institution such information and explanation as may be necessary for the performance of their duties.

- 26.6 An Auditor may resign by notice in writing addressed to the Secretary.
- 26.7 The Auditors shall be entitled to attend any General Meeting of the Institution and to receive all notice of any other communications relating to any such meeting which members of the Institution are entitled to receive and to be heard at any such meeting on any part of the business of the meeting which concerns them as Auditors.

27. NOTICES

- 27.1 A notice required to be given by the Institution or Trustee Board, or anyone on their behalf to any members may be given either personally or by leaving the same for or by sending the same through the post addressed to such member at a postal or email address provided by the member.
- 27.2 All notices, if given personally or left, shall be deemed to have been given within 24 hours of being so given or left, if sent by post, shall be deemed to have been given within 48 hours of being posted, and in proving such service it shall be sufficient to certify that the envelope containing the notice was properly addressed. All notices sent by email shall be deemed to have been given within 24 hours after the time the email was sent.

27.3 A notice may also be given by the Institution or Trustee Board by publishing the notice on the Institution's website, provided that the person to be notified and the Institution have agreed that notices may be accessed by such person on the website instead of being sent by post or email and such person is notified by email of the fact that a notice has been published on the website, the address of the relevant website and the place on the website where the notice may be accessed.

28. BRANCHES AND SPECIAL INTEREST GROUPS

28.1 The Trustee Board at its discretion may create a Branch in any geographical region or country and it shall also have power to dissolve such Branch at any time after it has been formed. The Trustee Board may similarly create and dissolve special interest Groups for any particular subject area of water and environmental management irrespective of geographical region.

28.2 Each Branch and special interest Group shall be constituted and it shall undertake that its affairs shall be carried on in accordance with Regulations to be laid down from time to time by the Trustee Board provided that such Regulations shall not be inconsistent with or repugnant to the Charter or these Bye-laws.

29. EXPERT PANELS AND COMMON INTEREST NETWORKS

29.1 The Trustee Board at its discretion may create an Expert Panel in accordance with

the terms of reference in relation to Expert Panels to be specified by the Trustee Board from time to time.

29.2 The Trustee Board at its discretion may create a Common Interest Network in accordance with the terms of reference in relation to Common Interest Networks to be specified by the Trustee Board from time to time.

29.3 The Trustee Board shall have the power to dissolve any such Expert Panels or Common Interest Networks at any time after they have been formed.

30. PAPERS

30.1 Papers for presentation or publication must conform to any Regulations issued by the Trustee Board, who shall have entire discretion as to the acceptance, revision or refusal thereof.

30.2 All accepted papers and the copyright thereof shall become the property of the Institution, and shall be at the entire disposal of the Trustee Board.

31. INDEMNITY

31.1 The members of the Trustee Board, members of committees, and the staff of the Institution shall be indemnified out of the funds of the Institution against any losses, expenses or liability incurred by them in or about the discharge of their duties, unless arising from their own negligence or wilful default.

31.2 No member of the Trustee Board or of a Committee, or member of the staff of the Institution shall be liable for any act other than their own or for signing any receipt or other document or doing any other act, or for any loss or expense which may happen to the Institution, otherwise than through their own wilful act or default.