

SCHEDULE

BYE-LAWS

INTRODUCTION AND INTERPRETATION

1. In these Bye-Laws "the Charter" means the Charter to which these Bye-Laws are scheduled, as amended or added to from time to time, and all Supplemental Charters for the time being in force and "the Institution" means The Chartered Institution of Water and Environmental Management constituted by the Charter.
2. The Bye-Laws shall be read as supplemental to the Charter and construed accordingly and all words and expressions defined by the Charter shall, if not inconsistent with the subject or context, have the same meanings in the Bye-Laws. In case of any inconsistency between the Charter and the Bye-Laws, the Charter shall in all cases prevail.

DEFINITIONS

3. In these Bye-Laws unless there be something in the subject or context inconsistent therewith the definitions and interpretation specified in Article 2 of the Charter shall apply and 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.

"Affiliate" means an affiliate for the time being of the Institution.

"Appeal Board" means the appeal board for the time being of the Institution.

"Associate" means an associate for the time being of the Institution.

"the Auditors" means the Auditors of the Institution.

"Branch" means a branch of the Institution, as so defined in the Rules for Branches & Groups, as amended from time to time.

"Chair" means the chair for the time being of the Trustee Board.

"Code of Ethics" means the code of ethics of the Institution for the time being.

"Common Interest Network" means a common interest network of the Institution for the time being.

"Co-opted Board Member" means a member of the Trustee Board for the time being, co-opted in accordance with Bye-law 73.

"corporate members" means all corporate members of the Institution for the time being, as specified in Bye-law 4.

"C.WEM" means a Chartered Water and Environment Manager.

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

"Fellow" means a fellow for the time being of the Institution.

"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.

"Honorary Fellow" means an honorary fellow for the time being of the Institution.

"Honorary Treasurer" means the honorary treasurer for the time being of the Institution.

"Investigating Committee" means the investigating committee for the time being of the Institution.

"in writing" means written or printed or partly written or partly printed.

"members" when spelt without a capital initial letter and not preceded by the word "corporate" or "non-corporate" means all the corporate and non-corporate members of the Institution.

"non-corporate members" means the non-corporate members of the Institution for the time being, as specified in Bye-law 4.

"objects of the Institution" means the objects for which the Institution is established as set out in Article 3 of the Charter.

"overseas" means outside the United Kingdom.

"predecessor body" means the Company.

"President" means the president for the time being of the Institution.

"President Elect" means the president elect for the time being of the Institution.

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

"Professional Conduct Committee" means the professional conduct committee for the time being of the Institution.

"rules" means rules made by the Trustee Board in accordance with the provisions of these Bye-Laws.

"Student" means a student member for the time being of the Institution.

"Trustee" means a trustee for the time being of the Institution.

"Vice-President" means the vice-president for the time being of the Institution.

Words importing persons include corporations.

MEMBERSHIP

4. The Institution shall consist of the following classes of members:

Corporate

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

Non-Corporate

- (a) Graduates
 - (b) Students
 - (c) Honorary Fellows who at the time of their admission as such are not corporate members
 - (d) Environmental Partners
 - (e) Business and Academic Affiliates
- and any other grade or class of membership (whether corporate, non-corporate or otherwise) as may be determined or prescribed by the Trustee Board from time to time.

QUALIFICATIONS

5. Fellows. Every candidate for admission or transfer into the class of Fellow shall at the time of application:
- (a) (i) have in the opinion of the Trustee Board held a responsible position at a professional level in water and environmental management and made such contribution to the objects of the Institution as warrants the candidate's admission as a Fellow; and
 - (ii) possess the academic qualifications for Members in paragraph (a) of Bye-Law 6; and
 - (iii) have satisfied the Trustee Board with regard to professional status by means of a professional review or otherwise; or
- (b) be an equivalent grade of member of another chartered professional body or professional body licensed to charter, in either case, approved by the Trustee Board.
6. Members. Every candidate for admission or transfer into the class of Member shall at the time of application:
- (a) (i) normally hold an honours degree or equivalent approved by the Trustee Board from a university or an equivalent body, or exceptionally, possess a

- (ii) qualification which in the opinion of the Trustee Board is of equivalent relevance and standing; and
 - (ii) have relevant experience at a professional level; and
 - (iii) have satisfied the Trustee Board with regard to professional status by means of a professional review or otherwise; or
- (b) be an equivalent grade of member of another chartered professional body or professional body licensed to charter, in either case, approved by the Trustee Board.

PROVIDED THAT the Trustee Board may in exceptional circumstances dispense with qualification (a) above where it is satisfied that the candidate:

- (i) has had relevant experience at a professional level in posts of increasing responsibility; and
 - (ii) has attained a position clearly demonstrating a level of competence which would have allowed the candidate to be admitted had normal academic requirements been met; and
 - (iii) has demonstrated sufficient understanding of the principles of the profession by submission of a technical paper and professional review.
7. Associates. Every candidate for admission or transfer into the class of Associate shall at the time of application:
- (a) (i) hold a qualification in a relevant discipline approved by the Trustee Board; and
 - (ii) have relevant experience acceptable to the Trustee Board; and
 - (iii) have satisfied the Trustee Board with regard to status by means of a professional review or otherwise; or

- (b) be an equivalent grade of member of another chartered professional body or professional body licensed to charter, in either case, approved by the Trustee Board.

PROVIDED THAT the Trustee Board may in exceptional circumstances dispense with qualifications (a) above where it is satisfied that the candidate:

- (i) has had experience in relevant posts of increasing responsibility; and
 - (ii) has attained a position clearly demonstrating a level of competence which would have allowed the candidate to be admitted had normal academic requirements been met; and
 - (iii) has demonstrated sufficient understanding of the principles of the profession by submission of a technical paper and professional review.
8. Graduates. Every candidate for admission or transfer into the class of Graduate shall at the time of application hold an honours degree or equivalent approved by the Trustee Board from a university or an equivalent body, or exceptionally, possess a qualification which in the opinion of the Trustee Board is of equivalent relevance and standing.
 9. Students. Every candidate for admission into the class of Student shall at the time of application be engaged either full-time or part-time to the satisfaction of the Trustee Board on a course of study leading to a higher class of membership.
 10. Environmental Partners. The Trustee Board may appoint to the class of Environmental Partner individuals with an interest in the environment.

11. Business and Academic Affiliates. The Trustee Board may appoint to the class 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 the environment.

12. Honorary Fellows. The Trustee Board may appoint distinguished persons to the class of Honorary Fellow.

ADMISSION

13. No person shall be admitted a member of the Institution in any class 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.

14. The Trustee Board may make supplementary rules governing the admission or transfer of members provided that no rule shall be made that is repugnant to the Charter or would amount to an alternation of these Bye-Laws.

15. A candidate for admission to membership shall apply on the form prescribed by the Trustee Board. The candidate shall be sponsored by members who shall sign the said form and shall certify that they do so from personal knowledge of the candidate. The number and status of the sponsors shall be: for candidates for admission to the class of Fellow, three Fellows; for candidates for transfer to the class of Fellow, three Fellows; and all other admissions and transfers two corporate members.

PROVIDED THAT the Trustee Board may at its discretion accept a lesser number of sponsors or sponsors of classes other than those specified above where such action may seem to the Trustee Board

to be justified by the particular circumstances of an individual application.

16. 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.

TRANSFERS

17. A member of any class, whose subscription for the current year is paid, may apply to be transferred to any other appropriate class, 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 class.

DESIGNATIONS

- 18.
 - (a) The following classes of members shall be entitled to place after their names the following designatory letters:
 - FellowFCIWEM and C.WEM
 - MemberMCIWEM and C.WEM
 - AssociateACIWEM
 - Honorary Fellow HonFCIWEM
 - (b) 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.

- (c) Other designatory letters may be used from time to time as prescribed by the Trustee Board.

CERTIFICATES AND AWARDS

- 19. 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 classes in Bye-Law 18 (a) shall receive a certificate of membership of the class into which the person has been admitted or transferred. All certificates issued in accordance with the foregoing shall remain the property of the Institution and shall be returned on demand.
- 20. 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.

APPLICATION AND TRANSFER FEES

- 21. Every candidate for admission or transfer shall pay such fees as have been determined in accordance with Bye-Law 31 of these Bye-Laws.
- 22. On admission to membership, every member shall forthwith pay an entrance fee but shall not be liable for an annual subscription until the first day of January following. The admission of a member whose entrance fee is not paid within three months of the date of such admission shall thereby be revoked.

23. On transfer to another class of membership, every member shall forthwith pay a transfer fee, if any, but shall not be liable for the balance, if any, of the subscription for the current year at a higher rate. 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 class of Honorary Fellow.

24. Any member whose entrance fee has not been paid shall not be entitled to any of the privileges of membership.

EXAMINATIONS

25. The Trustee Board shall have power to make and publish rules, consistent with the Bye-Laws, governing the holding of examinations, including any examination the Trustee Board considers to be necessary for candidates seeking admission to any class of membership of the Institution.

RESIGNATION

26. Provided that he is not subject to disciplinary proceedings, any member may terminate his membership by notice in writing to the Secretary.

DISQUALIFICATION

27. If any member becomes a bankrupt or, in the opinion of the Trustee Board, incapable by reason of mental disorder, the Trustee Board may in its discretion terminate or suspend his membership.

REINSTATEMENT

28. 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.

PROFESSIONAL CONDUCT

29. Each member shall:

- (a) order their conduct pursuant to the Code of Ethics and so as to uphold and enhance the dignity, standing and reputation of the Institution and profession; and
- (b) exercise their professional skills and judgement to the best of their ability and discharge their professional responsibilities with integrity; and
- (c) have due regard to the public interest and protection and enhancement of the environment in the discharge of their duties; and
- (d) shall not maliciously or recklessly injure or attempt to injure whether directly or indirectly the professional reputation of another member.

DISCIPLINARY POWERS AND PROCEDURES

30.

- (a) In the event of a complaint being made that any member has been or is in breach of the foregoing rules of professional conduct the Trustee Board shall delegate the investigation thereof to an Investigating Committee consisting of at least three members of the Trustee Board in accordance with such rules as the Trustee Board shall from time to time prescribe.

PROVIDED THAT no member of the Investigating Committee shall sit on a Professional Conduct Committee or on an Appeal Board in respect of the same case.

(b) If on such investigation as aforesaid it shall be determined by a majority of the Investigating Committee that there is a *prima facie* case, the Trustee Board shall direct that a hearing of the complaint be held by a Professional Conduct Committee of at least five members of the Trustee Board and at least one suitable person who is not a member of the Institution, in accordance with such rules as the Trustee Board shall from time to time prescribe, and subject as hereinafter provided the Professional Conduct Committee shall if satisfied that the complaint is justified have power to warn, admonish, reprimand, suspend or expel such member from the Institution.

(c) Such member shall have seven clear days' notice in writing of the hearing before such Professional Conduct Committee, may attend the hearing, may make representation thereat in person or through a representative, may call and cross-examine witnesses and, if expelled from the Institution, may within seven days after notice of such expulsion appeal against the penalty, but not against the finding of the Professional Conduct Committee, and such appeal shall be delegated by the Trustee Board to an Appeal Board of at least three members of the Trustee Board and such Board shall have power to annul the expulsion or to annul it subject to the performance of any conditions which the Appeal Board may think fit to impose.

PROVIDED THAT no member of the Trustee Board shall sit on both the Professional Conduct Committee and the Appeal Board in respect of the same case.

(d) Subject as aforesaid a member so expelled shall forfeit all claim to a return of any money paid by him to the Institution and shall cease to be a member thereof.

(e) All findings and decisions of the Investigating Committee, of the Professional Conduct Committee and of the Appeal Board shall be reported to the Trustee Board and duly recorded and the Trustee Board may order that any penalty with such particulars of the misconduct as it shall think desirable shall be published in any Institution publication.

FEES AND SUBSCRIPTIONS

31. The fees and subscriptions payable by members and candidates for membership shall be determined by the Trustee Board.
32. The Trustee Board may, at such times and in such manner as it shall determine, consult the members as to the amount and/or implementation of any increase or change in the fees and subscriptions payable or to be payable by the members and candidates for membership.
33. Members who have compounded their subscriptions shall not be liable for payment of any further subscriptions to the Institution.
34. All annual subscriptions shall be due and payable in advance on the first day of January each year.
35. A member whose annual subscription is in arrears may by resolution of the Trustee Board be removed from membership but shall still be liable for the amount due to the Institution at the date of such resolution.
36. Any member who has permanently retired from all salaried and fee earning employment shall be entitled upon application to the Secretary to continue his membership in the class to which he belongs at the time of his application at a reduced rate of subscription to be determined from time to time in accordance with

the provisions of Bye-Law 37. The reduced rate shall apply from the first day of January in the year following acceptance of the application.

- 37. The Trustee Board shall have power (either partially or wholly and for any such period or periods as it may think fit) to remit, waive, suspend, extend the time for payment of, or reduce, the entrance fee, subscription or any other contribution to the funds of the Institution (including any arrears thereof) payable by any member.
- 38. Every member shall be liable for the payment of his annual subscription until his resignation has been accepted by the Trustee Board as hereinbefore provided, or until he has forfeited his right to remain in the Institution, and any fee or subscription payable under these Bye-Laws shall be a debt due from him to the Institution.
- 39. The Trustee Board may charge fees for examinations or for the interview of candidates for admission or transfer.

GENERAL MEETINGS

- 40. 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.
- 41. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 42. 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 250

corporate members. 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.

NOTICE OF GENERAL MEETINGS

- 43. 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 agenda of business and, in case of special business, the general nature of that business and shall be given, in 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.
- 44. 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.

PROCEEDINGS AT GENERAL MEETINGS

- 45. At Annual General Meetings the minutes of the preceding Annual General Meeting and of any intervening Extraordinary General Meeting or Meetings shall first be confirmed and signed by the Chair.
- 46. 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 declaration of the result of the appointments to the Trustee Board, the presentation of awards and the appointment of, and the fixing of the remuneration of, the auditors.

47. The Chair shall act as chair at all General Meetings and in his absence such member of Trustee Board as may be selected by the relevant General Meeting shall take the chair.
48. The Chair shall have entire control of the proceedings at such General Meeting, and shall decide all points of order, and there shall be no appeal from his ruling.
49. 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.

QUORUM

50. No business shall be transacted at any General Meeting unless a quorum of corporate members is present at the time when the General Meeting proceeds to business; save as herein otherwise provided, 12 corporate members present in person shall be a quorum.

51. 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 corporate members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or 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 corporate members present shall be a quorum.
52. 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 corporate 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 corporate members present in person or by proxy.
53. 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.
54. 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.
55. Except as provided by Bye-Law 57, 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.

56. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the General Meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a casting vote in addition to any other vote he may have.
57. 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.

VOTES OF MEMBERS

58. Only corporate 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 corporate member shall have one vote only.
59. On a poll votes may be given either personally or by proxy.

NON-CORPORATE MEMBERS

60. Subject to the approval of the Trustee Board, non-corporate 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-corporate members shall not be recognised for the purposes of determining whether a quorum is present and shall not be entitled to vote.

ASSEMBLY

61. The Institution may in each year 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.
62. Not less than 21 days' notice in writing of every Assembly shall be given to every member. Every member shall be entitled to attend at 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 manner hereinafter mentioned or in such other manner as determined by the Trustee Board.
63. 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.

THE OFFICERS

64. 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.
65. 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.
66. The Honorary Treasurer shall be appointed by the Trustee Board from amongst its members and shall serve a single one-year term as Honorary Treasurer. 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).

67. The Presidential Officers shall be appointed following election by the Trustee Board from amongst its members. The term of office of each Presidential Officer shall be one year in each of the three capacities of Presidential Office. A Presidential Officer serving a term of office of one year in one capacity may serve further terms of office, provided such terms of office are in other capacities and subject to a total term of office of three years.
68. The Vice-President shall, on completion of his term of office or at such earlier time as the Trustee Board may determine, be appointed as the President Elect. The President Elect shall, on completion of his term of office or at such earlier time as the Trustee Board may determine, be appointed as the President.
69. All previous Presidents shall be designated as Honorary Vice-Presidents for life. Honorary Vice-Presidents shall not 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.

THE TRUSTEE BOARD

70. 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).
71. At least one of the Trustees with portfolio shall have the portfolio of Branches and Groups and shall be chair of the Branch and Group forum.
72. The Trustees (other than the Officers) shall:

- (a) be appointed from corporate members by the Trustee Board;
- (b) subject to Bye-laws 75, 77, 78 and 79, serve a three year term of office; and
- (c) may be appointed for a maximum three terms of office of three years each.

73. In addition to the said members of the Trustee Board the Trustee Board shall have power at any meeting of the Trustee Board to co-opt not more than three Co-opted Board Members for a one-year term so as to provide for the inclusion of such skills, expertise and/or experience as is required by the Trustee Board. 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. Co-opted Board Members may be appointed for further one-year terms, subject to a maximum of three one-year terms.
74. The period of office of members of the Trustee Board shall run from the date of their appointment.
75. One-third of the Trustees (or if their number is not a multiple of three the number nearest to but not exceeding one-third, but in any event, excluding the Presidential Officers) shall retire by rotation each year and may offer themselves for re-appointment. The Trustees who shall retire shall be those who have been longest in office, and as between Trustees who have been in office for the same period, the Trustees to retire shall be chosen by lot.
76. Any vacancy or vacancies by retirement or otherwise existing in the Trustee Board at the time at which appointments following retirement are to take place shall be counted towards the number of Trustees required to retire under the provisions of Bye-law 75, provided always that the Trustee Board may decide to reduce the

membership of the Trustee Board by the number of such vacancies, or any less number.

77. Unless it is determined to reduce the Trustee Board then, in the event that insufficient successors are appointed in respect of all the retiring Trustees, such number of the retiring Trustees as is required to make up the quorum shall continue in office as if they had been re-appointed and the retiring Trustees who are so to continue shall be determined by lot.
78. For the avoidance of doubt, Bye-laws 29 and 30 shall apply to Trustees and Co-opted Board Members (provided that the members of the Trustee Board on the Investigating Committee, the Professional Conduct Committee and the Appeal Board shall not include the Trustee or Trustees against whom the complaint has been made). A member of the Trustee Board shall vacate his office if he ceases for any cause to be a member of the Institution or is suspended from membership under the provision of the Bye-Laws.
79. 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:
- (i) if in the office of President, appoint the President Elect in his place;
 - (ii) if in the office of President Elect, appoint the Vice-President in his place;
 - (iii) if in the office of Vice-President, appoint a Trustee in his place;
 - (iv) if among the Trustees, the Trustee Board may in its discretion appoint a corporate member to fill the vacancy. Provided that the persons appointed under this Bye-Law 79 (iv) shall continue in office only 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; and

during any such vacancy the continuing members of the Trustee Board may act 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.

80. The Trustee Board shall be entitled to delegate the assessment and selection of candidates for appointment as Trustees to a panel or committee. Such panel or committee shall consist of Trustees and an independent third party (who shall not be a member of or otherwise linked to the Institution). Any such panel or committee shall make recommendations to the Trustee Board for approval (such approval shall be at the sole discretion of the Trustee Board) and shall act in accordance with the terms of reference specified by the Trustee Board. The following criteria shall be taken into account in selecting and appointing Trustees:
- (i) guidance issued from time to time by the Charity Commission;
 - (ii) such matters and/or standards as the Trustee Board shall specify from time to time;
 - (iii) relevant skills and/or experience;
 - (iv) the composition, aims and objectives of the Institution as a whole.

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

PROCEDURES AND POWERS OF THE TRUSTEE BOARD

81. The Chair shall chair all meetings of the Trustee Board at which he is 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.
82. 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 6 Trustees is required.
83. Questions arising at any meeting of the Trustee Board shall, unless and until the Trustee Board otherwise determines, either generally or with reference to any particular case, 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 he may have. The Chair shall on the requisition of six 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 minutes shall be put for confirmation and only such business as mentioned in the said requisition shall be discussed.
84. The management of the affairs and 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.
85. Without limiting or controlling the effect of the preceding Bye-Law, the Trustee Board may:
- (a) arrange for the grant of diplomas, certificates and awards and for the participation in any scheme for the grant thereof jointly with other professional bodies;
 - (b) engage professional or other assistance, appoint bankers and any other officers or agents whom it may deem expedient to appoint and pay such reasonable fees or remuneration as it may think fit;
 - (c) invest monies belonging to the Institution;
 - (d) sell, buy, let, exchange, lease and accept leases of and deal with any real and personal property on behalf of the Institutions;
 - (e) borrow money, give guarantees and indemnities and mortgage or charge the undertaking, assets and rights of the Institution;
 - (f) employ and dismiss officers and staff and make provision for retirement, death, disability and ill-health benefits for them and their families, dependants and others;
 - (g) have the custody and use of the seal of the Institution;
 - (h) appoint standing committees, sub-committees, and special committees for such purposes as it may think fit, regulate the proceedings of such committees, delegate such of its powers to such committees as they shall think fit, and withdraw, determine or restrict any powers as it shall think fit, and withdraw, determine or restrict any powers so conferred. Such committees may consist of any members of the Institution whether on the Trustee Board or not, and the Trustee Board may invite any person who is not a member of the Institution to attend the meetings of any such committee. All decisions of such committees shall be reported to the Trustee Board and no such committee shall incur expenditure on the part of the Institution without the prior consent of the Trustee Board.

86. The Chair shall be *ex officio* a member of all committees but shall not necessarily be Chair thereof although he may be present.
87. Trustees with portfolio and the chairs of standing committees shall be appointed by the Trustee Board, but for all other committees appointed by the Trustee Board the chair shall be appointed at meetings thereof unless a chair has been appointed by the Trustee Board.

REGULATIONS

88. The corporate members may by resolution passed in General Meeting by not less than three-fourths of the corporate members present and voting make, amend or revoke Regulations in accordance with the provisions of the Charter. Provided that no Regulation shall be made which would be repugnant to the provisions of the Charter or the Bye-Laws.

RULES

89. The Trustee Board may by resolution passed at a meeting of the Trustee Board make, amend or revoke rules in accordance with the powers conferred upon it in these Bye-Laws and for the regulation of the business of the Institution. No rule shall be made which is repugnant to, or which would amount to an alternation of, these Bye-Laws or any Regulations made under the provisions of Bye-Law 88. No such resolution shall have effect unless it shall have been approved by a simple majority of the Trustee Board present in person and voting (being a majority of the whole number of members of the Trustee Board entitled to vote). Twenty-one days' notice shall be given of the intention to propose a resolution.

THE COMMON SEAL

90. 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.

FUNDS AND ACCOUNTS

91. 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.
92. The Trustee Board shall cause proper books of accounts to be kept with respect to:
- (a) all sums of money received and expended by the Institution and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Institution; and
 - (c) the assets and liabilities of the Institution.

Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the Institution's affairs and to explain its transactions.

93. The books of accounts shall be kept at the principal office of the Institution or at such other place or places as the Trustee Board think fit, and shall always be open to the inspection of the Trustee Board.
94. The Trustee Board shall from time to time determine whether and to what extent and at what times and places and under what

conditions or regulations 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.

95. The Trustee Board shall from time to time cause to be prepared and to be laid before the Institution in General Meeting the Accounts.
96. A copy of the Accounts shall be made available to every member entitled to vote at General Meetings of the Institution pursuant to Bye-law 58.

AUDIT

97. 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.
98. 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.
99. 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.
100. The auditors shall receive such remuneration as may be determined by or with the authority of the Institution in General Meeting.

101. 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.

102. An auditor may resign by notice in writing addressed to the Secretary.
103. 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.

NOTICES

104. 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 his registered place of abode or by email to the email address provided by such person in writing.
105. 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 prove 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.
106. 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.

BRANCHES AND SPECIAL INTEREST GROUPS

107. The Trustee Board may at its discretion 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.
108. Each Branch and special interest Group shall be constituted and it shall undertake that its affairs shall be carried on in accordance with rules to be laid down from time to time by the Trustee Board Provided that such rules shall not be inconsistent with or repugnant to the Charter or these Bye-Laws and may not permit the payment of members' subscriptions to any person or organisation except the Institution at its principal office in England, or an agent designated for that purpose by the Institution.

EXPERT PANELS AND COMMON INTEREST NETWORKS

109. The Trustee Board may at its discretion 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.
110. The Trustee Board may at its discretion 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.

111. 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.

PAPERS

112. Papers for presentation or publication must conform to any rules issued by the Trustee Board, who shall have entire discretion as to the acceptance, revision or refusal thereof.
113. 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.

INDEMNITY

114. The member 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.
115. No member of the Trustee Board or of a Committee, trustee or member of the staff of the Institution shall be liable for any act other than his 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 his own wilful act or default.