

# BYE-LAWS OF CIWM

## Interpretation

1. In these Bye-Laws and in the Regulations and Practice Directions of CIWM:
  - 1.1 'Centres' means and shall consist of those centres of CIWM formed under the Constitution;
  - 1.2 'the Charter' means the Charter to which these Bye-Laws are annexed as amended or added to from time to time;
  - 1.3 'clear days' means exclusive of both the day on which notice is served or deemed to be served and of the day for which it is given;
  - 1.4 'Full Members' means and shall consist of all those classes of Members as these Bye-Laws shall from time to time determine;
  - 1.5 'Corporate Members' means the same as 'Full Members' as defined in 1.4 above;
  - 1.6 'Ordinary Members' means and shall consist of all those classes of Members as these Bye-Laws or the Regulations shall from time to time determine;
  - 1.7 'Non-Corporate Members' means the same as 'Ordinary Members' as defined in 1.6 above;
  - 1.8 'the Register' means the register of all Members containing their full name and one address only in each case and the information contained on the Register shall be definitive for all purposes arising in relation to CIWM and the phrase 'registered address' shall be construed as a reference to such address on the Register; and
  - 1.9 'written' or 'in writing' means written or printed or partly written or partly printed and shall include electronically transmitted material.

## Membership

2. CIWM shall consist of Full Members and Ordinary Members as defined in the Constitution.
3. CIWM may from time to time elect such Members in accordance with such provisions as may be applicable from time to time.

## Full Members and Election to Full Membership

4. Full Members means and shall consist of all Members in the following classes of membership:
  - 4.1 Fellow; and
  - 4.2 Chartered Member.

**Fellow**

5. The General Council may, in its absolute discretion, elect and admit as a Fellow:
- 5.1 any Member who, in its opinion, has shown evidence of distinguished professional attainment in the sphere of resource and waste management and has been a Chartered Member for at least seven years; or
- 5.2 a senior person who, in its opinion has:
- 5.2.1 shown evidence of distinguished professional attainment in the sphere of resource and waste management; and
- 5.2.2 been active in that sphere for at least eleven years (at least five of which at a senior level); and
- 5.2.3 who otherwise meets the criteria to be elected as a Chartered Member.
6. In exceptional circumstances, an applicant with fewer years of relevant experience or standing, who would otherwise qualify for the class of Fellow, may be considered for election to such class.
7. In all such cases falling within paragraphs 5 and 6, the applicant shall be required to demonstrate they meet the key competencies as may be determined from time to time by the General Council. The applicant may also be required to satisfy such professional interview panel as may be determined from time to time by the General Council, particularly for applicants under the criteria in paragraph 5.2

**Chartered Member**

8. The General Council may, in its absolute discretion, elect and admit as a Chartered Member:
- 8.1 a person who holds and has held, an acceptable position in connection with resource and waste management for a minimum of five continuous years and who satisfies such experienced practitioner route criteria as may be determined by the General Council; or
- 8.2 a person who satisfies any one of the following conditions:
- 8.2.1 has a degree-level or higher qualification in a relevant subject and has a minimum of four years relevant continuous experience in resource and waste management and has undergone such programme of structured learning and development as may be determined by the General Council; or
- 8.2.2 has a degree-level or higher qualification from a course accredited or recognised by CIWM (the requirements for such recognition and/or accreditation to be as determined from time to time by the General Council) and has a minimum of three

years relevant continuous experience in resource and waste management and has undergone such programme of structured learning and development as may be determined from time to time by the General Council; or

8.2.3 is a Corporate Member of a relevant Chartered Institution and has a minimum of two years' relevant continuous experience in resource and waste management.

8.3 In all such cases falling within paragraph 8.2, the applicant shall be required to demonstrate they meet the key competencies as may be determined from time to time by the General Council. The applicant shall also be required to satisfy such professional interview panel as may be determined from time to time by the General Council.

**Continuing Professional Development**

9. All Full Members shall undertake such programmes of continuing professional development as may be determined from time to time by the General Council.

**Ordinary Members**

10. Ordinary Members means and shall include all other Members in the classes of membership identified in the Regulations from time to time in accordance with the provisions contained therein.

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**Membership – General**

17. The General Council shall issue a certificate of membership to any Member of any class upon their election thereto and such certificate shall be under the common seal of CIWM. Every such certificate shall remain the property of and shall on demand be returned to CIWM.

18. The rights and privileges of Members of CIWM shall be personal to themselves and shall not be transmissible by their own act or omission or by operation of law.

19. Members shall be entitled to place designatory letters after their names and to use designations as prescribed by the Constitution.

20. Every Member of CIWM shall sign a written consent to become a Member acknowledging that they will abide by the Constitution.

21. CIWM shall maintain the Register and the Chief Executive Officer of CIWM shall determine to whom such information thereon shall be made available.

**Fees and Subscriptions**

22. A person elected as a Member shall pay the appropriate fees, subscriptions and examination fees at rates laid down from time to time by the General Council.

23. The General Council has discretion to reduce or remit the annual subscription or the arrears of annual subscription of any Member or ex-Member.

**Resignation**

24. Any Member may resign from CIWM by giving notice in writing to the Chief Executive Officer.

25. The General Council shall be entitled to require the payment of all subscriptions due to CIWM from any Member resigning from CIWM and the return of any certificate issued to them.

**Exclusion**

26. Any Member whose annual subscription remains unpaid for three months from the due date for payment and who fails to pay such arrears within two months after a written notice warning of expulsion has been sent to them (which notice can be sent to them within the three month period referred to above) may, by resolution of the General Council, be excluded from CIWM, whereupon they shall cease to be a Member and their name shall be removed from the Register. Such removal shall not relieve them of their liability for the payment of any arrears of subscription due at the time of their name being so removed.

27. If any Member shall be adjudicated bankrupt or enters into formal insolvency proceedings or convicted of any serious criminal offence their name may be removed from the Register by resolution to that effect by the General Council provided that in the case of a conviction the Member concerned shall be given due notice of the relevant meeting of the General Council and afforded an opportunity of explanation before their name is removed from the Register.

28. An excluded Member shall forfeit any claim to a return of the monies they have paid to CIWM in relation to their membership.

**Re-election**

29. The General Council may re-elect to membership in the class to which they formerly belonged any person whose membership has terminated for any cause provided that they satisfy the General Council that they are worthy of re-election and

pay such amounts in respect of entrance fees and arrears of subscriptions as the General Council may determine.

### **Centres**

30. Members of CIWM shall be formed into Centres within geographic regions as shall from time to time be determined by the General Council and Centre membership shall be determined according to the registered addresses of Members.

31. The regulation of Centres shall be prescribed by the Centre Regulations of CIWM being contained in Part II of the Regulations.

### **General meetings**

32. CIWM shall hold a general meeting of Chartered Members in every calendar year as its annual general meeting at such time and place as may be determined by the General Council and shall specify the meeting as such in the notice calling it, provided that every annual general meeting shall be held not more than fifteen months after the holding of the last preceding annual general meeting.

33. All general meetings of Chartered Members, other than annual general meetings, shall be called extraordinary general meetings. Extraordinary general meetings may be called by the General Council or on the written requisition of not less than one tenth of the Chartered Members and in which event the procedures set out in the Companies Act 2006 for convening such a meeting shall be followed.

34. The business of the annual general meeting of CIWM shall be to receive and consider the annual report of the General Council and the accounts and to appoint and affix the remuneration of the auditors. All other business transacted at any annual general meeting and all business transacted at an extraordinary general meeting shall be deemed special thus requiring three quarters or more of those voting, whether present or by proxy, to vote in favour of a resolution for it to be passed.

35. At the annual general meeting in every year the General Council shall lay before CIWM a proper income and expenditure account for that period since the last preceding account made up to a date not more than nine months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the General Council and the auditors and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other document required by law to be annexed or attached thereto or to accompany the same shall be

sent, not less than twenty one clear days before the date of the meeting, to all persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served. The auditors' report shall be read before the meeting.

#### **Quorum for general meetings of CIWM**

36. The quorum for any general meeting of CIWM shall be forty Chartered Members present throughout the meeting unless otherwise determined by a resolution passed at an annual general meeting of CIWM.

36.1 Attendance at any General Meeting of CIWM can be either in person or remotely by appropriate audio/visual facilities.

#### **Notice**

37. At least twenty-one clear days' notice in writing is required to be given to CIWM's solicitors, auditors and Chartered Members at their registered postal or email addresses of every general meeting specifying the place, the date and the hour of the meeting and, in the case of special business, the general nature of that business.

38. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding held, at any meeting, nor shall the accidental omission to send a Chartered Member a proxy form invalidate the result of the vote.

#### **Chairing**

39. The President, or in their absence the Chair of the General Council, shall take the chair at every general meeting but, if at any meeting they shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Chartered Members present shall choose a General Councillor, or if no such General Councillor be present, or if all the General Councillors decline to take the chair, they shall choose some Chartered Member who shall be present to preside. The person chairing shall regulate the conduct of all meetings in accordance with such provisions as may be determined from time to time.

#### **Dissolution and adjournment**

40. If within half an hour of the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of Chartered 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 General Council may determine and if at such adjourned meeting a quorum is not present within half an hour from the time

appointed for holding the meeting those Chartered Members present shall constitute a quorum.

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

### **Voting**

42. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is demanded, before or on the declaration of the result of the show of hands, by the person chairing or by at least three Chartered Members present in person. The demand for a poll may be withdrawn at any time by those who called for it.

43. Unless a poll is demanded, a declaration by the person chairing that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of proceedings of CIWM, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

44. Except as provided for in these Bye-Laws if a poll is duly demanded it shall be taken at such time and in such manner as the person chairing directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

45. In the case of an equality of votes, whether on a show of hands or on a poll, the person chairing the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

46. A poll demanded on the election of someone to chair the meeting, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the person chairing the 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.

47. Every Chartered Member shall have one vote unless:
- 47.1 monies payable by them to CIWM are overdue; or
- 47.2 they are of unsound mind and in respect of whom an order has been made by any court having jurisdiction in matters concerning mental disorder, in which case they may only vote, whether on a show of hands or on a poll, by their receiver or other person appointed by that court and any such receiver or other person may, on a poll, vote by proxy.
48. Ordinary Members shall not be entitled to vote at any general meeting.

**Proxy**

49. On a poll, votes may be given either personally or by proxy.
50. The instrument appointing a proxy shall be in writing signed by the appointor or by their attorney duly authorised in writing.
51. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a copy (certified as true by a solicitor) of that power or authority shall be deposited at the office of the Chief Executive Officer or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than ninety-six hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default of such provisions the instrument of proxy shall not be treated as valid.
52. An instrument appointing a proxy shall be in the form as prescribed by the Practice Directions or a form as near thereto as circumstances permit.
53. The instrument appointing a proxy shall be deemed to confer authority to join in demanding a poll, but not to demand one itself.
54. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by CIWM at the office of the Chief Executive Officer before the commencement of the meeting or adjourned meeting at which the proxy is used.

**General Council**

55. The management of the affairs of CIWM shall be vested in the General Council which, in addition to the powers and authorities expressly conferred on it by the Constitution, may in respect of the affairs of CIWM, exercise all powers and do all

things as may be exercised or done by CIWM and are not by the Constitution expressly directed or required to be exercised or done by CIWM in general meeting.

56. The General Council shall meet for the dispatch of business, adjourn and otherwise regulate its proceedings as it prescribes from time to time. Questions arising at any meeting of the General Council shall be determined by a majority of votes and in case of an equality of votes, the person chairing the meeting shall have a casting vote in addition to their vote as a General Councillor.

57. The General Council shall be constituted of such numbers of Members having such skills and experience as may be determined from time to time provided always that:

57.1 at no time shall the number of General Councillors exceed more than twelve.

57.2 at all times the number of General Councillors who are Chartered Members shall exceed those who are not Chartered Members.

### **Honorary Officers**

58 There shall be the following Honorary Officers of CIWM, all of whom must be Members:

- a President;
- a Senior Vice-President;
- a Junior Vice-President;
- the immediate Past President.

58.1 There shall also be an Honorary Treasurer who need not be a Member.

58.2 The General Council shall from time to time appoint such other Honorary Officers as it shall determine, all of whom must be Members.

### **Casual Vacancies**

59.1 Casual vacancies arising on the General Council shall be filled as determined from time to time by the General Council as prescribed by the Constitution.

59.2 A General Councillor so appointed shall hold office only for the unexpired period of office created by the casual vacancy and such an appointment shall not be taken into account in determining which General Councillors are to retire by rotation.

### **Vacation of office**

60. The office of a General Councillor, being a director of CIWM, shall be vacated if:

60.1 they become bankrupt or make any arrangements or composition with their creditors generally;

60.2 they are, or may be, suffering from mental disorder and either:

60.2.1 they are admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983, or, in Scotland, an application for admission under the Mental Health (Care and Treatment) (Scotland) Act 2003; or

60.2.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for their detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to their property or affairs; or

60.3 they resign their office by written notice to CIWM;

60.4 they shall without good cause have been absent without permission of the General Council from meetings thereof and the General Council resolves that their office be vacated;

60.5 they cease for any reason whatsoever to be a Member.

### **Quorum**

61. Unless otherwise determined by the General Council, six General Councillors shall be a quorum at any meeting of the General Council provided that the number of General Councillors who are Chartered Members exceeds those who are not Chartered Members. The quorum may include General Councillors attending via electronic audio-visual means.

### **Written resolution**

62. A resolution signed or confirmed by electronic means by a majority of General Councillors shall be as valid and effectual as if it had been passed at a meeting of the General Council duly called and constituted.

### **Committees/panels**

63. The General Council shall establish a Members' Council in accordance with the relevant provisions of the Constitution and may establish such other committees and panels as it deems necessary in pursuance of the Objects and shall define their duties and composition and may delegate powers to them as it prescribes from time to time.

### **Chairing**

64. The General Councillors shall annually elect one of their number who is a Chartered Member to chair their meetings. Committees of the General Council shall decide on their own chairing arrangements unless otherwise directed by the General

Council. All those chairing both General Council and any committees/panels shall regulate the conduct of meetings in accordance with the relevant provisions of the Constitution.

### **Regulations**

65. The General Council may make, amend and rescind Regulations for the purposes specified in these Bye-Laws but so that the same be not repugnant to the Charter or these Bye-Laws and provided that no such Regulation, amendment or rescission thereof shall come into force until the same has been approved by the Chartered Members in general meeting.

### **Practice Directions**

66. The General Council may make, amend and rescind Practice Directions to facilitate the administration of CIWM but so the same be not repugnant to the Charter, these Bye-Laws or the Regulations.

### **Accounts**

67. The General Council shall cause proper books of accounts to be kept with respect to:

67.1 all sums of money received and expended by CIWM and the matters in respect of which such receipts and expenditure take place;

67.2 all sales and purchases of goods by CIWM; and

67.3 the assets and liabilities of CIWM.

68. Such accounts shall not be deemed to be proper if they fail to give a true and fair view of the state of the affairs of CIWM and to explain its transactions.

69. The accounts shall be kept at the registered office of CIWM or at such other place or places as the General Council shall think fit and shall always be open to inspection by General Councillors.

70. The General Council shall from time to time determine whether and to what extent and at what time and places and under what conditions or regulations the accounts and records of CIWM or any of them shall be open to inspection by Members not being members of the General Council, and no Member (not being a member of the General Council) shall have any right to inspect any account or document of CIWM except as conferred by statute or authorised by the General Council.

71. No General Councillor or employee of CIWM shall be eligible to act as auditors.

72. The accounts must be audited by a member of a body of accountants recognised for the purposes of the Companies Act 2006 or by a firm of which at least one partner is such a member.

### **Common Seal**

73. The General Council shall provide a common seal of CIWM which shall be kept in the safe custody of the Chief Executive Officer. Subject to the following paragraph, the common seal shall never be affixed to any instrument except by authority of the General Council previously given and shall be applied in the presence of the President, or if the President is not available, two General Councillors, who shall sign every instrument to which the common seal is affixed. Every such instrument shall be countersigned by the Chief Executive Officer or other person appointed by the General Council pursuant to this paragraph.

74. Prior approval of the General Council is not required before the common seal of CIWM is affixed to the following documents to which the President, together with the Chief Executive Officer, can affix the seal:

74.1 membership or examination certificates;

74.2 documents in connection with the purchase or sale of stocks or shares or other securities on behalf of CIWM provided that any such use shall be reported to the General Council at its next meeting; or

74.3 any other documents resolved by the Members in general meeting to be sealed in such manner.

75. A register of the use of the common seal shall be maintained.

### **Notices**

76. Notice may be given by CIWM to any Member either personally or by sending it by post or by electronic means to their registered address.

77. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected at the expiration of forty-eight hours after the letter containing the same is posted.

### **Liability**

78. The General Council may from time to time approve the purchase and maintenance of insurance by CIWM, for the benefit of any person who is or was at any time a General Councillor or employee of CIWM against any liability subject to the provisions of clause 4.20 of the Charter.

79. A General Councillor shall be entitled to vote and be counted in a quorum in respect of any resolution concerning the purchase or maintenance of insurance in their favour in respect of any liability.

**Indemnity**

80. Without prejudice to any indemnity to which a General Councillor or employee of CIWM may otherwise be entitled, every General Councillor or employee or auditor of CIWM shall be indemnified out of the assets of CIWM against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of CIWM.

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