

PROPOSED CHARTER AND BYE-LAWS

ROYAL CHARTER OF INCORPORATION, AND BYE-LAWS, FOR THE INSTITUTE OF ENVIRONMENTAL MANAGEMENT AND ASSESSMENT

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 an humble Petition has been presented unto Us by the Company incorporated on the twenty-third day of December in the year of our Lord One thousand nine hundred and ninety-eight under the Companies Acts and known as **the Institute of Environmental Management and Assessment** (hereinafter called the **Company**) praying for the grant of a Charter of Incorporation:

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 Prerogative Royal and of Our especial grace, certain knowledge and mere motion have willed and ordained and by these Presents for Us, Our Heirs and Successors do will and ordain as follows:

1. The persons who are now the members of the Company 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 for ever hereafter be by virtue of these Presents one Body Corporate and Politic by the name of **The Chartered Institute of Environmental Management and Assessment** (hereinafter referred to as the **Institute**) 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.
2. In this Our Charter **the profession** means the profession of corporate sustainability, environmental management, and impact assessment. The objects of the Institute (hereinafter referred to as **the objects**) shall be, for the benefit of the public,
 - (a) to promote the goal of sustainable development by improving corporate sustainability, environmental management, and impact assessment practice and performance;
 - (b) to establish and maintain standards of professional activity, training, and education for those involved in the profession;
 - (c) to develop and produce registers of specialists in related fields who have satisfied such standards of excellence as may be defined from time to time by the Institute; and
 - (d) to determine and safeguard the standards necessary to qualify for admission to, and continue membership of, the Institute and to members of the professional registers.
3. In pursuance of the objects, but not further or otherwise, the Institute shall have the following powers:
 - (a) to establish a centre of expertise in the profession;

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- (b) to promote, encourage, deliver, and approve training courses and other activities which enhance the quality of the practice of the profession and to develop and award qualifications in these areas;
- (c) to convene seminars, workshops, conferences, or other types of meetings to discuss matters concerning the objects, which may be open to attendance to non-members of the Institute;
- (d) to promote, undertake, and publish research concerning matters of interest in relation to the objects;
- (e) to promote policy and legislation and other initiatives relating to the objects;
- (f) to undertake other activities relating to the standards of the profession;
- (g) to raise funds for the exclusive use of the Institute for the furtherance of its objects, but not further or otherwise, and obtain, collect, and receive monies and funds by way of donations, contributions, covenants, fees, subscriptions, legacies, grants, and payments by public bodies and others and any other lawful method; to determine the level of the membership fee or subscription payable by each category of member;
- (h) to subscribe to or grant donations to or otherwise support other organisations which may be necessary or helpful for any of the objects;
- (i) to acquire by purchase, lease, exchange, or otherwise, land, buildings, and hereditaments of any tenure or description and, having acquired such property, to repair, reconstruct, alter, improve, restore, decorate, furnish, maintain, and work the same for the benefit of the members of the Institute;
- (j) to take any gift of property, whether subject to any special trust or not for the objects;
- (k) to sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Institute;
- (l) to borrow and raise money in such manner as the Institute may think fit whether by loan or by public or private appeal or otherwise and on such terms and (in the case of loans) on such security (or none) as the Institute shall think fit, and to pay out of the funds of the Institute all costs, charges, and expenses incurred in connection with obtaining such monies;
- (m) to invest the monies of the Institute not immediately required for its purposes or generally in furtherance of the objects in or upon such investments, securities, or property as may be thought fit;
- (n) to undertake and execute and act as trustees of any trusts and to make such charitable donations whether gratuitously or otherwise as may be lawfully undertaken by the Institute and which may be desirable in the promotion of the objects;
- (o) subject to the approval of Our Privy Council, to amalgamate with any charitable or other company, institution, society, or association having objects which are altogether or in part similar to those of the Institute and which restrict the application of its income and prohibit the distribution of its income and property among its members to an extent as least as great as is imposed on the Institute by the Laws of the Institute and to transfer all or any part of the property, assets, liabilities, and engagements of the Institute to any one or more of the companies, institutions, societies, or associations with which the Institute is authorised to amalgamate; to purchase or otherwise acquire and undertake all or any part of the property,

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assets, liabilities, and engagements of any one or more of the companies, institutions, societies, or associations with which the Institute is authorised to amalgamate;

- (p) To hold shares in any company limited by shares and to be a member of any company limited by guarantee having objects which are altogether or in part similar to those of the Institute and to transfer to or acquire from such company any property, assets, liabilities, and engagements of the Institute or such company.
- (q) to pay all costs and expenses preliminary or incidental incurred in connection with the promotion, formation, and incorporation of the Institute, or to contract with any person, firm, or company to pay the same;
- (r) to enter into contracts of any kind for the furtherance of the objects; and
- (s) to do all such other lawful things as are necessary or which are considered to be expedient or desirable for the attainment of the objects.

4. The income and property of the Institute shall be applied solely towards the promotion of the objects as set forth in this Our Charter as amended or added to in the manner hereinafter provided and shall not be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to its members, or to any member of the Board of the Institute referred to in article 7 hereof (hereinafter referred to as **the Board**) provided that nothing herein contained shall prevent the payment in good faith by the Institute:

- (a) of reasonable and proper remuneration to any member, officer or servant of the Institute (not being a member of the Board other than the Executive Directors) in return for any services actually rendered to the Institute;
- (b) of reasonable and proper consideration for the purchase by the Institute of any property, asset, or interest therein from any member of the Institute, or any other person, firm, or company;
- (c) of interest on money lent by any member of the Institute, or employee of the Institute, or any other person, firm, or company at a reasonable and proper rate per annum;
- (d) of reasonable and proper rent or other periodical payment for property let or occupied by the Institute to any member of the Institute; or
- (e) to any member of the Institute, in respect of legitimate remuneration of expenses as is reasonable.

5. In this Our Charter, unless the context otherwise requires, **members** means the members of the Institute. The Bye-laws shall specify, or provide for the specification of, the categories of membership of the Institute and shall regulate, or provide for the regulation of, all matters relating to the admission, rights and privileges, and discipline of members.

6. There shall be such officers of the Institute as the Bye-laws may from time to time prescribe or authorise and they shall have such powers and duties and such periods of office and shall be appointed in such manner as may be prescribed by or in accordance with the Bye-laws.

7. (a) There shall be a Board of the Institute in which shall be vested the government and control of the Institute and its affairs, subject to the provisions of this Our Charter, the Bye-laws and the Regulations of the Institute.

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- (b) The first members of the Board shall be the persons who are listed as the directors of the Company on the register of directors held by the Company on the date of incorporation of the Institute and they shall continue in office for such period or respective periods as shall be prescribed by or in accordance with the Bye-laws.
 - (c) The successors to the first members of the Board shall be such persons with such qualifications and shall be appointed in such manner and shall hold office for such period and on such terms generally as shall be prescribed by or in accordance with the Bye-laws.
 - (d) The business of the Board shall be conducted in such manner as shall be prescribed by or in accordance with the Bye-laws.
8. (a) The Bye-laws may, subject to the provisions of this Our Charter, govern such matters as the Institute may deem fit with respect to or for the government of the Institute and the promotion of the objects.
- (b) The Bye-laws set out in the Schedule hereto shall be the first Bye-laws of the Institute.
9. The members of the Institute may, by a Special Resolution, revoke, amend or add to the Bye-laws for the time being in force; but no such revocation, amendment or addition shall have effect until approved by the Lords of Our Most Honourable Privy Council of which approval a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.
10. 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. Regulations shall be made by resolution of the Board, either in pursuance of this Article or of its own volition and may be amended or repealed, by resolution of the Board.
11. The members may at any time revoke, amend or add to any of the provisions of this Our Charter by a Special Resolution in that behalf 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 and operate as revoked, amended or added to. This Article shall apply to this Our Charter as revoked, amended or added to in manner aforesaid.
12. The members may at any time by a Special Resolution determine to surrender this Our Charter subject to the sanction of Us, Our Heirs or Successors in Council and upon such terms as We or They may consider fit and wind up or otherwise deal with the affairs of the Institute in such manner as shall be determined by such Special Resolution or in default of such direction as the Board shall think expedient having due regard to the liabilities of the Institute for the time being, and if, on the winding up or the dissolution of the Institute, there shall remain, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members or any of them but shall, subject to any special trusts affecting the same, be given and transferred to some other body, with objects similar to those of the Institute and whose constitution restricts the distribution of property to the same or greater extent as this Our Charter, to be determined by the Board at or before the time of dissolution.
13. For the purposes of this Our Charter a **Special Resolution** means either a resolution passed at a General Meeting of the members convened and held in accordance with the Bye-laws and Regulations by not less than two-thirds of the members present and entitled to vote (personally or, if provided for in Regulations, by proxy) and voting at the Meeting, or a resolution passed by a similar majority of members in a postal or electronic ballot.
14. 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.

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15. Our Royal Will and Pleasure is that this Our Charter shall ever be construed benevolently and in every case most favourably to the Institute and the promotion of the objects.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at Westminster the day of in the year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

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SCHEDULE

BYE-LAWS OF THE INSTITUTE

DEFINITIONS

1. In these Bye-laws and the Regulations, except where the context otherwise requires:
 - (a) **Bankruptcy** includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
 - (b) **The Board** means the Board of the Institute;
 - (c) **Bye-laws** means these Bye-laws as amended from time to time;
 - (d) **Charter** means the Charter to which the Bye-laws are scheduled, as revoked, amended or added to from time to time, and all Supplemental Charters of the Institute for the time being in force;
 - (e) **Company** means the company limited by guarantee incorporated on 23rd December 1998 with registered number 03690916;
 - (f) **Director** means a Director of the Institute, and includes any person occupying the position of Director, by whatever name called;
 - (g) **Document** includes, unless otherwise specified, any document sent or supplied in electronic form;
 - (h) **Electronic form** has the meaning given in section 1168 of the Companies Act 2006;
 - (i) **in writing** and **written** includes all modes of representing or reproducing words in a visible form;
 - (j) **Laws of the Institute** means the Charter, these Bye-laws, the Regulations and all codes and other forms of regulatory provision made by the Institute;
 - (k) **member** means a member of the Institute;
 - (l) **Notice** includes any paper or document of any kind which a member may be entitled to have served upon him/her;
 - (m) **Ordinary resolution** means a resolution subject to a simple majority vote;
 - (n) **Regulations** means regulations made by the Board under the Charter or Bye-laws;
 - (o) **Seal** means the Common Seal of the Institute;
 - (p) **Subsidiary** has the meaning given in section 1159 of the Companies Act 2006;
 - (q) **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;

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- (r) words in the singular shall include the plural and words in the plural shall include the singular;
 - (s) words importing persons shall include corporations, and other entities or organisations, and **corporation** shall include unincorporated associations; and
 - (t) any reference to an enactment includes that enactment as replaced or modified.
2. Any words and terms defined in the Charter shall, unless the context otherwise requires, have a corresponding meaning in these Bye-laws and the Regulations.

MEMBERSHIP OF THE INSTITUTE

3. The following shall be members of the Institute:
- (a) persons who are members of the Company at the date these Bye-laws first come into force and effect;
 - (b) persons who are admitted as members under the Charter and Bye-laws.
4. There shall be the following categories of membership:
- (a) *Fellows*
 - (b) *Members*
 - (c) *Practitioners*
 - (d) *Associates*
 - (e) *Graduate Members*
 - (f) *Affiliates (non-professional grade)*
 - (g) *Student Members (non-professional grade)*
 - (h) *Retired Members (non-professional grade)*
5. Subject to the Bye-laws, the Board may by Regulation determine additional terms and conditions of admission to, retention of, transfer within, exclusion from, re-admittance to, membership of the Institute and the provisions of Bye-law 3 and such additional terms and conditions shall be binding as well upon those who were members of the Company as those who may be admitted after the incorporation of the Institute under the Charter. No person shall become a member of the Institute unless:
- (a) that person has completed an application for membership in a form approved by the Board; and
 - (b) the Board has approved the application.
6. Applications for admission to membership shall be considered in such manner as the Board may from time to time direct. The requirements for admission to, retention of or transfer between, categories of membership shall be specified in or under the Regulations.

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7. The members shall be entitled to use the following designatory initials:

Fellow – "**FCIEMA**"

Member – "**MCIEMA**"

Practitioner – "**PCIEMA**"

Associate – "**ACIEMA**"

Graduate – "**GradCIEMA**"
8. Persons who are members of the Institute shall be entitled to describe themselves as being members thereof in their different grades, to receive all publications of the Institute, to attend all meetings, lectures and other functions arranged by the Institute (subject to any restriction by the Institute of such events to certain specified membership grades), to receive such advice and assistance in connection with their professional work as the Institute offers from time to time.
9. The membership of any grade of the Institute shall be personal to the member and shall not be transferable or transmissible by the act of the member or by operation of law.
10. Every member shall be bound to further, to the best of his/her ability, the objects, interests and influence of the Institute and to that end shall observe the Charter, Bye-Laws, Regulations and all other laws of the Institute.
11. The Board shall have power to prescribe the annual or other subscriptions, entrance fees or other payments related to admission to, or retention of, membership of the Institute. Every member shall pay subscriptions in accordance with Regulations and shall not be entitled to any benefit or privilege of membership when his/her subscription is in arrears. The Board may direct that the subscription of any individual member be reduced or waived in exceptional circumstances, and may provide for reductions in subscriptions for groups or sections of members on any grounds, and specify the conditions on which those concessions shall operate.
12. A person shall cease to be a member in either of the following circumstances:
 - (a) if the member (not being the subject of current disciplinary proceedings) resigns by giving 7 days' written notice thereof and by paying with such notice any unpaid sums which may be payable to the Institute at the date of resignation; or
 - (b) if the member dies or ceases to exist.

DISCIPLINE

13. The members shall be bound by the Laws of the Institute and may be subject to disciplinary proceedings of the Institute if in breach of those Laws or if found guilty by a competent tribunal or Court of an offence considered relevant to membership of the Institute. Regulations shall provide for the investigation and determination of complaints against members, and shall specify the rights of a member subject to complaint to receive notice, to be represented and to call and cross-examine

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witnesses, and to appeal. Regulations under this Bye-law may make provision for all matters within the disciplinary process including the sanctions to which members may be liable, and may empower committees of the Institute to regulate their own procedure.

GENERAL MEETINGS

14. All matters relating to the calling and holding of General Meetings of the Institute shall be provided for in Regulations.

THE BOARD

15. The first members of the Board, who are the persons who are listed as the directors of the Company on the register of directors held by the Company on the date of the incorporation of the Institute, shall be regarded as having taken up office in accordance with these Bye-laws and may serve out their pre-existing periods of office as though those periods of office had commenced while these Bye-laws were in force, but the retirement date of any of the first members of the Board may be adjusted if necessary by simple majority resolution of the Board.
16. The Board shall consist of:
- (a) not more than 12 Directors of the Board (including the Chair person);
 - (b) not fewer than 5 Directors of the Board (including the Chair person);
 - (c) a combination of Executive Director(s) who will be employees of the Institute, and Non-Executive Directors nominated by the Nomination Committee;
 - (d) not more Executive Directors than Non-Executive Directors.
17. Any person who is willing to act as a Director and is permitted by law to do so may be appointed to be a Director:
- (a) by ordinary resolution; or
 - (b) by decision of the Directors.
18. The procedure for the appointment of a Director shall be set out in Regulations.
19. A Non-Executive Director, provided he/she is not subject to current disciplinary proceedings, may resign his/her position on the Board at any time by informing the Chair person in writing.
20. A person who is a Director of the Board shall cease to hold office as such as soon as:
- (a) he/she becomes prohibited from being a director of a company or charity trustee;
 - (b) a bankruptcy order is made against that person;
 - (c) a registered medical practitioner who is treating that person gives a written opinion to the Institute stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
 - (d) by reason of that person's mental health, a Court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

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- (e) notification is received by the Institute from the Director that the Director is resigning from office, and such resignation takes effect in accordance with its terms;
 - (f) that person is absent from three consecutive Board meetings without special leave of absence from the Board, and the remaining Directors of the Board pass a resolution that that person has, by reason of such absence, vacated office; or
 - (g) that person is required to resign by virtue of a written notice to that effect signed by all the other Directors of the Board.
21. The functions and appointment of the Chair person and Vice Chair person of the Board shall be as set out in Regulations.
22. Non-Executive Directors of the Board shall not be entitled to receive any remuneration, but shall be entitled to be reimbursed in respect of travelling, hotel, and other expenses properly incurred by them in the course of their duties on behalf of the Institute.
23. Executive Directors of the Board shall be entitled to such remuneration as the relevant committee determine for their services as Executive Directors of the Institute.
24. Unless the Board decides otherwise, Directors are not accountable to the Institute for any remuneration which they receive as Directors or other officers or employees of the Institute's subsidiaries or of any other body corporate in which the Institute is interested.
25. The Institute may pay any reasonable expenses which the Directors properly incur in their connection with their attendance at:
- (i) meetings of Directors or committees of Directors;
 - (ii) general meetings; or
 - (iii) or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Institute.
26. There shall be a Professional Standards Committee formed in accordance with Regulations.

ADMINISTRATIVE ARRANGEMENTS

27. Subject to the Bye-laws, anything sent or supplied by or to the Institute under the Bye-laws may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to a company.
- (a) Subject to the Bye-laws, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.
 - (b) A Director may agree with the Institute that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.
28. A document is validly executed by the Institute:
- (a) by the affixing of its common seal; or
 - (b) by signature in accordance with the following provisions:

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- (i) by two authorised signatories; or
- (ii) by a Director of the Institute in the presence of a witness who attests the signature.

29. For the purposes of these Bye-laws, an authorised person is:
- (a) any Director of the Institute;
 - (b) the company secretary (if any); or
 - (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.
30. Any document signed in accordance with Bye-law 28(b) to be executed by the Institute has the same effect as if executed under the common seal of the Institute.
31. Except as provided by law or authorised by the Directors or by an ordinary resolution of the Institute, no person is entitled to inspect any of the Institute's accounting or other records or documents merely by virtue of being a member.
32. The Directors may decide to make provision for the benefit of persons employed or formerly employed by the Institute or any of its subsidiaries (other than a Director or former Director or shadow Director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Institute or that subsidiary.

INDEMNITY AND INSURANCE

33. Subject to Bye-law 34, a relevant Director of the Institute (or an associated Institute) may be indemnified out of the Institute's assets against:
- (a) any liability incurred by that Director in connection with any negligence, default, breach of duty, or breach of trust in relation to the Institute or an associated company;
 - (b) any liability incurred by that Director in connection with the activities of the Institute or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006);
 - (c) any other liability incurred by that Director as an officer of the Institute or an associated company.
34. These Bye-laws do not authorise any indemnity which would be prohibited or rendered void by or, by analogy with, any provision of the Companies Acts or by any other provision of law.
35. The Directors may decide to purchase and maintain insurance, at the expense of the Institute, for the benefit of any relevant Director in respect of any relevant loss.
36. In these Bye-laws 33 to 36:
- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate;
 - (b) a "relevant Director" means any Director or former Director of the Institute or an associated company; and

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- (c) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director’s duties or powers in relation to the Institute, any associated company, or any pension fund or employees’ share scheme of the Institute or associated company.

TRANSITIONAL PROVISIONS

37. The first Annual General Meeting of the Institute shall be convened at such date and in such manner and shall be conducted in accordance with such rules, as may be determined by the Board.
38. The business of the first Annual General Meeting of the Institute shall include the appointment of the first Auditor or Auditors of the Institute.
39. The Articles of Association of the Company and any regulations or *byelaws* made in accordance with the provisions thereof shall, so far as they are consistent with the Charter and these Bye-laws be deemed to be Regulations of the Institute until such time as they shall have been revoked, or replaced by Bye-laws or Regulations made under the Charter. Such Articles, regulations, or *byelaws* of the Company as could only have been made pursuant to the provisions of the Charter as Bye-laws may be revoked, added to or amended only by Special Resolution. All other provisions contained in such Articles, regulations or *byelaws* shall be capable of being altered, added to, amended or repealed as though they were Regulations.
40. All persons holding paid appointments in the Company at the date of the Charter shall hold corresponding appointments in the Institute, on the same terms and conditions as to tenure and otherwise but shall not be entitled to receive remuneration both from the Company and from the Institute in respect of the same period of service.
41. The Board shall have the power to resolve all questions of doubt which may relate to any transitional matter following the grant of the Charter and the establishment of these Bye-laws and such determination shall be final and binding upon every person who may be affected thereby.
42. These Bye-laws 37 to 42 shall cease to have effect and shall be deleted from the Bye-laws on such date as may be determined by the Board.
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