

BY-LAWS OF THE CHARTERED INSTITUTE OF ECOLOGY AND ENVIRONMENTAL MANAGEMENT

INTERPRETATION

1. In the Charter and these By-laws the words standing in the first column of the Table next hereinafter shall bear the meaning opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

WORDS	MEANINGS
Chartered Institute	The body governed by these By-laws
Governing Board	The governing committee of the Chartered Institute
AGM	Annual General Meeting of the Chartered Institute to which members have right of access
EGM	Any general meeting other than the annual general meeting of the Chartered Institute to which members have right of access
Month	Calendar month
Clear days	The period between two events not including the day of either event
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form including electronic form
Member	An individual who has been admitted to membership of the Chartered Institute and therefore has a vote at general meetings
Regulations	The rules of the Chartered Institute including the Member Regulations, Charter Regulations and Governance Regulations

Words importing the singular number only shall include the plural number, and vice versa; and

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

MEMBERSHIP

2 Membership of the Chartered Institute is open to any individual or organisation interested in promoting the Objects and who:

- (i) applies to the Chartered Institute in the form required by the members of the Governing Board
- (ii) is approved by the members of the Governing Board; and

(iii) consents in writing to become a member (either personally or in the case of a member organisation through an authorised representative).

3 Persons with appropriate qualifications, knowledge and experience may apply to join the Chartered Institute. The criteria for the qualifications, knowledge and experience required for admission to the Chartered Institute and the assessment procedures therefor, shall be as determined from time to time by the Governing Board and shall be published in the Member Regulations.

4 The Chartered Institute shall comprise (a) Fellows, (b) Full Members, (c) Associate Members and (d) Graduate Members. These are the professional classes of membership. Additional non-professional membership classes may be established by the Governing Board at its discretion and published in the Regulations.

5 All members and applicants must confirm their willingness to abide by the Code of Professional Conduct. Fellows, Full Members, Associate Members and Graduate Members must undertake regular continuing professional development to a minimum level as determined by the Governing Board and set out in the Member Regulations.

6 (i) Members shall be entitled to use post-nominal designations as follows:

- (a) Fellow: the post-nominal “FCIEEM”
- (b) Full: the post-nominal “MCIEEM”
- (c) Associate: the post-nominal “ACIEEM”
- (d) Graduate: the post-nominal “Grad CIEEM”

(ii) Members shall have such additional rights as the Governing Board may determine from time to time as published in the Member Regulations

(iii) Persons of distinction, not currently members of the Chartered Institute, who have contributed to the Chartered Institute or to its aims shall be eligible for admittance as Honorary Fellows on the decision of the Governing Board.

7 Membership of the Chartered Institute shall not be transferable.

8 Membership is terminated if the member concerned

(i) gives written notice of resignation to the Chartered Institute and has no liability to the Chartered Institute

(ii) dies (or in the case of an organisation ceases to exist)

(iii) fails to pay any subscription or other monies properly due within three months of a written demand from an Officer of the Chartered Institute or their nominated representative

(iv) is removed from membership by resolution of the members of the Governing Board on the grounds that, in their reasonable opinion, the member’s continued membership is harmful to the Chartered Institute and that in doing so the members of the Governing Board follow any procedures laid down for the operation of the Code of Professional Conduct, which includes the right of appeal.

9 A member shall not resign or have their membership terminated once a professional conduct complaint has been laid against them and until such complaint has been resolved. If a member purports to resign under such circumstances, he will be deemed to remain a member until the resolution of the complaint.

THE CHARTERED REGISTER

10 The Chartered Institute may maintain separately or in association with, or under licence from another organisation, a Register of current Chartered Ecologists or such other Chartered Practitioner description as may be decided.

11 Admission to the Register shall be open to Fellows and Full Members and those who are not members of the Chartered Institute but are members of another body licensed according to criteria agreed from time to time by the Governing Board and published in the Regulations. Registrants shall remain on the Register subject to continuing to satisfy these criteria but they must apply for assessment for re-registration after a period to be determined by the Governing Board and every such period thereafter.

12 Those who are entered onto the Register shall satisfy the Chartered Institute in respect of their current active status, their qualifications and experience and their willingness to abide by the Code of Professional Conduct including the regular undertaking of mandatory continuing professional development. Registrants may describe themselves as the Regulations may allow.

13 (i) Members who have satisfied the necessary competence requirements and have been examined as having met the standards of practice published in the appropriate Regulations shall be entitled to use the designation "CEcol".

(ii) The Chartered Institute shall also have the power to remove a registrant from the Register for breach of the Code of Professional Conduct according to the decision of a duly constituted disciplinary committee.

14 The Governing Board may charge such registration fees as are necessary to cover the costs of maintaining the Register and shall exercise such other powers in this connection as are provided from time to time by the Regulations.

SUBSCRIPTIONS

15 The Governing Board shall from time to time determine the annual subscription to be paid by each category of membership and any other payments that may be required from members or applicants.

16 The subscriptions for any subscription year shall become due on such dates as the Governing Board shall determine.

GOVERNANCE

17 The business of the Chartered Institute shall be managed by a Governing Board elected by the members in general meeting. The first Honorary Officers and other Governing Board members after incorporation shall be those who have been elected to serve on the Governing Board for the period during which incorporation shall take place. They shall hold office as such until the election and coming into office of their successors.

18 The Governing Board shall consist of the following voting members

(i) Honorary Officers of the Chartered Institute

(ii) Such number of other Fellows or Full Members being not less than three and not more than five and for such periods of Office as the Governing Board from time to time shall determine. Such Honorary Officers and the Governing Board Members shall be elected by the members at a general meeting although the Governing Board may fill any vacancies for the remainder of the term of the Board members whose resignation gave rise to the vacancy.

19 The Officers and the other Governing Board members shall be elected by the members at a general meeting in accordance with the Regulations. The Honorary Officers of the Chartered Institute shall consist of

(i) The President

(ii) The President-elect

(iii) Vice Presidents each representing one of the countries of England, Scotland, Wales or the island of Ireland

(iv) The Honorary Secretary

(v) The Honorary Treasurer

Only Fellows and Full Members may be elected as Honorary Officers.

20 A quorum at the Governing Board meetings shall be as determined from time to time by the Governing Board and published in the Regulations. Subject to the provisions of these By-laws, the Governing Board may regulate its proceedings as it thinks fit. Questions arising at a meeting of the Governing Board shall be decided by a majority of votes and in the case of an equality of votes the Chair of the meeting shall have a second and casting vote.

21 The Governing Board may make from time to time, and with the approval of the members at an Annual General Meeting, such Regulations as it deems necessary or expedient or convenient for the proper conduct and management of the Chartered Institute and for the purposes of prescribing conditions of membership, and in particular but without prejudice to the generality of the foregoing, such Regulations may regulate:

(i) the admission of members to the Chartered Institute and the rights and privileges of such members and the conditions of membership

(ii) the conduct of members of the Chartered Institute in relation to one another and to the Chartered Institute's employees

(iii) the additional roles, responsibilities and powers of the Governing Board, its committees and any other advisory or executive bodies under its control; and

(iv) the procedure at general meetings and meetings of the Governing Board and its committees.

22 The Chartered Institute in general meeting and by a special resolution shall have the power to make, alter, add to or repeal the Regulations. The Governing Board shall adopt such means as it thinks sufficient to bring to the notice of members of the Chartered Institute all such Regulations, which shall be binding on all members of the Chartered Institute. Provided that no Regulation shall be inconsistent with, or shall affect or repeal anything contained in the Royal Charter and By-laws.

23 The Governing Board may open and control such bank accounts as it may consider necessary and shall authorise from time to time the procedures for withdrawing money from such accounts.

24 The Governing Board may deposit or invest funds in any manner provided always that such investments are made with proper regard to good financial management and that appropriate expert advice is

obtained. The Governing Board may delegate the management of investments to a financial expert but only if the investment policy is set down in writing.

25 The Governing Board shall cause to be established and regularly reviewed a statement of policy with regard to equal opportunities.

26 The Governing Board shall cause to be established and regularly reviewed a statement of policy with regard to the Chartered Institute's use of resources and impact upon the natural environment.

27 The Governing Board may form committees consisting of members of the Chartered Institute and such other persons as it sees fit and may delegate any of its powers to such committees and any such committee so formed shall in the exercise of its powers so delegated, conform to rules imposed on it by the Governing Board.

28 No member of The Governing Board shall incur personal liability in respect of any loss or damage done in good faith for the benefit of the Chartered Institute. The Chartered Institute shall indemnify every member of the Governing Board and committee member, officer and employee of the Chartered Institute against any loss or expense incurred through any act or omission done or committed by them in the course of performance in good faith of their authorised duties on behalf of the Chartered Institute.

THE CHIEF EXECUTIVE OFFICER

29 There shall be a Chief Executive Officer of the Chartered Institute, appointed by the Governing Board, who shall have such duties, responsibilities and conditions of appointment as the Governing Board shall decide. The Chief Executive Officer may or may not be a member of the Chartered Institute.

THE HONORARY TREASURER

30 There may be appointed by the members in general meeting an Honorary Treasurer who shall have charge of the management of the funds of the Chartered Institute. The Honorary Treasurer shall ensure the preparation of the annual accounts of the Chartered Institute in each year to such date as may from time to time be determined by the Governing Board and shall present at the Annual General Meeting such financial statements duly certified by the Auditors or Examiners.

THE CALLING AND CONDUCT OF GENERAL MEETINGS

31 There shall be an Annual General Meeting held no more than fifteen months after incorporation and thereafter the Annual General Meeting shall be held each year and not more than fifteen months after its predecessor, for election of Honorary Officers and other Governing Board members and for receipt of the Annual Report and Accounts and the conduct of any business for which notice has been duly given. There may be other general meetings during each year which shall be called by the Chief Executive Officer on the instruction of the Governing Board or at the request in writing of fifty members in which case the general meeting must be held within 28 days of such a written request.

32 (i) Notice of the Annual General Meeting shall be published in writing at least 21 days before the date of the Meeting and shall give the date and place of the Meeting and notice shall also be sent to the Auditors or Examiners. A notice convening any other general meeting of the Chartered Institute shall be published in writing at least 21 days before the date of the meeting and shall give the date and place of the meeting and the purpose for which it is called shall be explicitly stated. No other business shall be transacted at the meeting except on the direction of the Governing Board

(ii) 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 had, at any meeting

(iii) If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting shall be dissolved

(iv) The Chair 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

33 The Chair at any general meeting of the Chartered Institute shall be the President or, in his absence or unwillingness to chair the meeting, a Vice President.

34 At any general meeting a quorum shall be twenty members. If a quorum is not present at a general meeting and the Governing Board considers the business to be essential, the Board may call a general meeting to settle this business at which the members present shall be a quorum.

35 Members may appoint a proxy to vote for them at a general meeting. The appointment of a proxy must be in writing, signed by the member and deposited at the Chartered Institute's office at least 48 hours before the meeting stating the name of the member, the name or Office of the person acting as proxy and the nature and date of the meeting. The Governing Board may make provision through the Regulations for members to cast votes electronically or to appoint proxies to vote electronically on their behalf

36 Every issue shall be decided by a majority of the votes cast. Except for the Chair of the meeting, who has a second and casting vote, every member present in person (or their proxy) has one vote on each issue.

THE SEAL

37 The Seal of the Chartered Institute shall not be affixed to any instrument except by the authority of a resolution of the Governing Board, and in the presence of at least two members of the Governing Board and the said members shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Chartered Institute such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

ACCOUNTS

38 The Governing Board shall cause accounting records to be kept. The accounting records shall be kept at such place or places as the Governing Board shall think fit and shall always be open to inspection by the Governing Board members during normal office hours.

39 The Governing Board 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 books of the Chartered Institute or any of them shall be opened to the inspection of members not being members of the Governing Board.

40 Every member must be given notice that the Chartered Institute's annual statement of account will be published on the Chartered Institute's website at least 21 days before the Annual General Meeting and it must be supplied on paper or by other electronic means to any member who requests it in either of these specified forms,

or to any other person who makes a written request and pays the Chartered Institute's reasonable costs, within two months.

41 At the Annual General Meeting the Governing Board shall lay before the members the financial statement for the period since the last preceding account. Every such financial statement shall be accompanied by reports of the Governing Board and the Auditors or Examiners and copies of such financial statements (all of which shall be framed in accordance with any legal requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same, shall be sent not less than 21 clear days before the date of the meeting to the Auditors or Examiners and to all other persons entitled to receive notices of general meetings in the manner in which notices are herein directed to be served.

AUDIT OR EXAMINATION

42 Once at least in every year the accounts of the Chartered Institute shall be audited or examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more Auditors or Examiners.

43 Auditors shall be appointed and their duties regulated in accordance with the provisions of the law. The Auditors or Examiners (who shall be qualified under law) shall be appointed by the members and their remuneration determined by the Governing Board.

NOTICES

44 A notice may be served by the Chartered Institute upon any member, either personally or by sending it through the post in a pre-paid letter, addressed to such member at the registered address as appearing in the list of members, by electronic means or by publication in any suitable journal, or national newspaper or any newsletter distributed by the Chartered Institute.

45 Any notice, if served by first-class post, shall be deemed to have been served two clear days following that on which the letter containing the same is put into the post, and, if sent by second class post, three clear days following that on which the letter containing the same is put into the post. In proving such service it shall be sufficient to certify that the letter containing the notice was properly addressed and put into the post as a pre-paid letter. Any notice served electronically shall be deemed to have been served within twenty four hours of despatch. Any notice, if published in a journal, newspaper or newsletter, shall be deemed to have been served on the date of publication of the journal, newspaper or newsletter.