

At the Court of Buckingham Palace

THE 8th DAY OF MAY 2004

PRESENT,

THE QUEEN'S MOST EXCELLENT MAJESTY
IN COUNCIL

WHEREAS there was this day read at the Board a Report of a Committee of the Lords of Her Majesty's Most Honourable Privy Council dated the 29th day of April 2004 in the words following, viz:-

"YOUR MAJESTY having been pleased, by Your Order of the 10th December 2004 to refer to this Committee the humble Petition of the Society for the Environment, praying for the grant of a Charter of Incorporation":

"THE LORDS OF THE COMMITTEE, in obedience to Your Majesty's Order of Reference, have taken the Petition into consideration and do this day agree humbly to report, as their opinion to Your Majesty, that a Charter may be granted by Your Majesty in terms of the annexed Draft."

HER MAJESTY, having taken into consideration the Report and Draft Charter accompanying it, was pleased, by and with the advice of Her Privy Council, to approve thereof and to order, and it is hereby ordered, that the Right Honourable the Lord High Chancellor of Great Britain, do cause a Warrant to be prepared for Her Majesty's Royal Signature for passing under the Great Seal a Charter in conformity with the annexed Draft.

A. K. Galloway

E LIZABETH 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 the Society incorporated under the companies Act 1985 and known as the 'Society for the Environment' (hereinafter referred to as 'the former Society') has presented unto Us a Petition praying the We would be graciously pleased to grant to it a Charter of Incorporation:

AND WHEREAS We have taken the said Petition into Our Royal Consideration and are mind 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 granted and declared and do hereby for Us, Our Heirs and Successors grant and declare as follows:

1. In this Our Charter, unless the context otherwise requires:
 - (i) 'Associate Body' means any institution admitted to membership of the Society as an associate body under the provisions of the Bye Laws;
 - (ii) 'Board' means the governing body of the Society constituted under article 7 hereof;
 - (iii) 'Board member' means a person appointed to service on the Board in accordance with the Bye Laws;
 - (iv) 'Bye Laws' means the bye laws of the Society made under this Our Charter as from time to time amended in accordance with this Our Charter;
 - (v) 'Constituent Body' means any institution admitted to membership of the Society as a constituent body under the provisions of the Bye Laws;
 - (vi) 'the Constitution' means the body of fundamental principles according to which the Society is governed and being comprised in this Our Charter, the Bye Laws, the Regulations and the Practice Directions;
 - (vii) 'the former Society' means the Society incorporated under the Companies Act 1985 and known as the 'Society for the Environment';

- (viii) 'Licensed Body' means a Constituent Body licensed by the Registration Authority pursuant to article 4 (v) hereof;
 - (ix) 'the Object' means the object of the Society as specified in article 3 hereof;
 - (x) 'Practice Directions' means the practice directions of the Society determined by the Board from time to time as provided for in Bye Law 24;
 - (xi) 'the profession' means the profession of environmental practitioner;
 - (xii) 'registration' means registration in registers maintained under article 5 (xii) hereof;
 - (xiii) 'registrant' means any person admitted to the registers maintained under article 5 (xii) hereof;
 - (xiv) 'Registration Authority' means a body appointed by the Board in accordance with the Bye Laws;
 - (xv) 'Regulations' means the regulations of the Society determined by the Board from time to time pursuant to Bye Law 23;
 - (xvi) 'the Society' means the 'Society for the Environment';
 - (xvii) references to the singular number include the plural and vice versa; reference to the masculine gender include the feminine and vice versa; references to persons include bodies and 'body' means any organisation whether incorporated or not;
 - (xviii) references to articles are to articles in this Our Charter;
 - (xix) in the event of any inconsistency between any of the provisions of the Constitution the prevailing provisions shall be: in the case of the Practice Directions, the Regulations; in the case of the Practice Directions or the Regulations, the Bye Laws; in the case of the Practice Directions, the Regulations or the Bye Laws, this Our Charter.
2. The members of the former Society and all such persons (incorporate or otherwise) as may hereafter become members of the body corporate hereby constituted shall be forever hereafter one body corporate and politic by the name of the 'Society for the Environment' (hereinafter referred to as 'the Society') and by the same name shall have perpetual succession and a common seal, with power to break, alter and make anew the said seal from time to time at their will and pleasure, and by the same name shall and may sue and be sued in all Courts, and in all manner of actions and suits, and shall have power to do all other matters and things incidental or appertaining to a body corporate.
3. The object for which the Society is hereby constituted is to promote the advancement of, the dissemination of, knowledge of, and education in good environmental practice for the public benefit.
4. In pursuance of the Object, but not otherwise, the Society shall:
- (i) take over the assets and liabilities of the former Society;
 - (ii) provide a forum for discussion and exchange of information relevant to the Object;
 - (iii) provide advice and respond to proposals, and enquiries relating to the advancement and the regulation of good environmental practice and where appropriate collaborate with other bodies;
 - (iv) establish and keep under review generic standards and procedures for academic and occupational achievement, competence and commitment and the requirements for initial and continuing professional development for registrants;
 - (v) designate as Licensed Bodies those Constituent Bodies which (a) demonstrate to the satisfaction of the Registration Authority their competence to assess individuals for initial and continuing registration and (b) regulate the conduct of their individual members; license such bodies to admit individuals to a register; monitor the additions and deletions the Licensed Bodies make to

such register; and provide guidance on the codes of conduct and disciplinary procedures of such Licensed Bodies;

- (vi) be accountable to Constituent Bodies and Associate Bodies in respect of its activities.
5. In pursuance of the Object, but not otherwise, the Society shall have the following powers:
- (i) to levy charges by subscription on Constituent Bodies and Associate Bodies at a rate to be determined by the Board; to levy a licence fee on Licensed Bodies at a rate to be determined by the Board; to set the registration fee, to be levied by Licensed Bodies on registrants, at a rate to be determined by the Board;
 - (ii) to receive gifts, endowments, bequests, donations, money and property real or personal;
 - (iii) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and the rights and privileges which the Society may think necessary or convenient for the promotion of the Object, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Society;
 - (iv) to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society as may be thought expedient with a view to the promotion of its Object;
 - (v) to undertake and execute any trusts which may lawfully be undertaken by the Society and may be conducive to its Object;
 - (vi) to purchase or otherwise acquire plant and machinery including computer hardware and software, furniture, fixtures, fittings and all other effects of every description and to apply for registration of any patents, rights, copyrights, licences and the like;
 - (vii) to borrow or raise money for the purposes of the Society on such terms and on such security as may be thought fit;
 - (viii) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
 - (ix) to engage and pay any person or persons whether on a full-time or part-time basis or whether as a consultant or employee to supervise, organise, carry on work of and advise the Society;
 - (x) to invest the moneys of the Society not immediately required for its purposes as may be thought fit;
 - (xi) to establish and support or aid in the establishment and support of any associations or institutions and to subscribe or guarantee money for purposes in any way connected with the purposes of the Society or calculated to further its Object;
 - (xii) to maintain registers and modify, extend or add to such registers as required;
 - (xiii) to appoint a chief executive officer of the Society;
 - (xiv) to publish, or commission the publication of, material relevant to the Object in any form, to undertake or commission research, to establish and maintain libraries, databases, or any other facilities for the benefit of the public, and to hold to promote conferences, exhibitions or other events;
 - (xv) to pay all reasonable and proper premiums in respect of indemnity insurance effected covering the indemnities given in accordance with article 8 hereof;
 - (xvi) to do all such other lawful acts and things whatsoever that are conducive, ancillary or incidental to the attainment of the Object.

6. The income and property of the Society, howsoever derived, shall be applied solely towards the Object and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Constituent Bodies or the Associate Bodies. Provided that nothing in this article shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Society, or to any Constituent Body or Associate Body, in return for any services actually rendered to the Society and of travelling and other expenses necessarily incurred in carrying out the duties of any Constituent Body or Associate Body, officer or servant of the Society.
7. The management and control of the Society shall be vested in a Board which may exercise all or any of the powers of the Society, and may delegate its powers and functions in accordance with the Bye Laws.
8. No Board member or member of any committee of the Board including the Registration Authority shall (a) be accountable in respects of acts done or authorised to which he has not expressly assented or (b) incur personal liability in respect of any loss or damage done in good faith for the benefit of the Society. The Society shall indemnify every Board and committee member, officer and employee of the Society against any loss or expense incurred through any act or omission done or committed by him in the course of the performance of his authorised duties on behalf of the corporation.
9. Subject to the provisions of this Our Charter, the Board may by resolution make, amend or revoke the Bye Laws provided that no new Bye Law, amendment or revocation shall be effective unless (a) it has been passed by a two-thirds majority of the Board members present and voting in person on the relevant resolution, and (b) it has been approved by the Lords of Our Most Honourable Privy Council, of which approval a certificate under the hand of the Clerk of Our said Council shall be conclusive evidence.
10. Subject to the approval by two-thirds majority vote of the representatives of the Constituent Bodies, or their duly appointed proxies, present and voting in general meeting, the Board may by resolution passed by a two-thirds majority vote of the Board members present and voting in person modify or revoke any of the provisions of this Our Charter. Any modification or revocation made under this article shall, when allowed by Us, Our Heirs or Successors in Council, become effectual so that this Our Charter shall henceforth continue in force as so modified or revoked. This provision shall apply to Our Charter as modified or revoked.
11. Any matter that pursuant to this Our Charter may be prescribed or regulated by 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 to the provisions of the Bye Laws.
12. Any matter that pursuant to this Our Charter may be prescribed or regulated by the Regulations, may be further prescribed or regulated by Practice Directions, provided that any such further prescription or regulation shall not be repugnant to the provisions of this Our Charter or to the provisions of the Bye Laws or to the provisions of the Regulations.
13. Subject to the approval by two-thirds majority vote of the representatives of the Constituent Bodies, or their duly appointed proxies, present and voting in general meeting, the Board may by resolution passed by a two-thirds majority of the Board members present and voting in person resolve to surrender this Our Charter and any further Charter granted to the Society, subject to the sanction of Us, Our Heirs, or Successors in Council upon such terms as We or They may think fit, and wind up or otherwise deal with the affairs of the Society. If upon the winding up or dissolution of the Society there remains, after the satisfaction of all debts and liabilities, any property whatsoever, then it shall not be given to or distributed among the Constituent Bodies and Associate Bodies or any of them but, subject to any

special trusts affecting any of the property, shall be given or transferred to some other institution or institutions, having object similar to the Object, and which shall prohibit the distribution of its income and property among its or their members to at least the same extent as specified in article 6 hereof, such institution or institutions to be determined by the Constituent Bodies and Associate Bodies at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

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

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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INTERPRETATION

1. In these Bye Laws article 1 of the Charter shall, unless the subject or content is inconsistent therewith, apply and unless the context otherwise requires:

‘Annual General Meeting’ means an annual general meeting of the Society;

‘these Bye Laws’ means these bye laws as from time to time amended in accordance with the Charter;

‘the Chair’ means the chair for the Society;

‘the Charter’ means the charter to which these Bye Laws are annexed as amended from time to time by supplemental charter or otherwise;

‘the Chief Executive’ means the chief executive officer of the Society or such other officer as the Board may nominate;

‘clear days’ means, in relation to a period of notice, that period, excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

‘Code of Conduct’ means a code of conduct and/or code of ethics issued by the Registration Authority to which registrants shall conform;

‘Extraordinary General Meeting’ means an extraordinary general meeting of the Society;

‘General Meeting’ means a general meeting of the Society, which may be either an Annual General Meeting or an Extraordinary General Meeting;

‘the Office’ means the administrative headquarters of the Society;

‘qualification’ shall include standards of education and professional development;

‘the Register’ means the Register of Chartered Environmentalists;

‘the registered office’ means the registered office of the Society;

‘registrant’ means any person admitted to the Register;

‘registration’ means registration in the Register;

‘the Seal’ means the common seal of the Society;

‘in writing’ means representing or reproducing words in a visible form by any means of transmission;

references to the singular number include the plural and vice versa; references to the masculine gender include the feminine and vice versa; references to persons include bodies and 'body' means any organisation whether incorporated or not;

references to an individual member of a Constituent Body or an Associate Body shall be to an individual in such category of membership of that Constituent Body or Associate Body as the Society shall determine constitutes individual membership of that Constituent Body or Associate Body for the purpose of these Bye Laws;

references to paragraphs or sub-paragraphs are to paragraphs or sub-paragraphs of these Bye Laws.

CONSTITUENT BODIES

2. The first Constituent Bodies of the Society shall be those bodies which at the date of the Charter were members of the former Society.
3. The appointment of Constituent Bodies shall be made by the Board upon approval of a resolution in accordance with the Regulations.
4. Every Constituent Body shall give a written undertaking in accordance with the Regulations.

CONSTITUENT BODY FEES AND SUBSCRIPTIONS

5. Every Constituent Body shall be required to pay a joining fee and an annual subscription to the Society. The Board may by a resolution passed at any meeting of the Board and confirmed by a resolution passed by the representatives of the Constituent Bodies, or their duly appointed proxies, present and voting at any General Meeting alter all or any of the rates of the joining fee or of the annual subscription for Constituent Bodies.

ASSOCIATE BODIES

6. The appointment of Associate Bodies shall be made by the Board upon approval of a resolution in accordance with the Regulations.
7. Every Associate Body shall give a written undertaking in accordance with the Regulations.

ASSOCIATE BODY FEES AND SUBSCRIPTIONS

8. Every Associate Body shall be required to pay such joining fee and such annual subscription to the Society as may be determined by the Board.

TERMINATION OF MEMBERSHIP AND DISCIPLINARY PROCEDURES APPLICABLE TO CONSTITUENT BODIES AND ASSOCIATE BODIES

9. (a) Any Constituent Body or Associate Body may resign its membership of the Society by depositing at the Office a notice in writing that it resigns its membership of the Society and it shall thereupon cease to be a Constituent Body or an Associate Body. Provided nevertheless that the Board may request it to withdraw its resignation and in the event of such withdrawal within such time as the Board may specify or if no time is so specified within one calendar month of such request the resignation shall be deemed never to have been made. Such withdrawal shall not invalidate any prior act of the Society or of its Board or its officers or of any meeting held or conducted by the Society or for which the Society is responsible which would have been valid if that withdrawal had not been made.
9. (b) In the event of a complaint being received against either a Constituent Body or an Associate Body in relation to the undertaking given by that body, pursuant to Bye Law 4 or 7 respectively, it shall be considered in accordance with the Regulations relating to disciplinary actions and grievance hearings.
9. (c) The Board shall have power to remove either a Constituent Body or an Associate Body from membership of the Society upon approval of a resolution passed by a two-thirds majority vote of the Board members present and voting. A copy of the resolution shall be sent to the relevant Constituent Body or Associate Body at least twenty eight clear days prior to the Board meeting at which such resolution is to be considered and the relevant Constituent Body or Associate Body shall have a right to appeal in accordance with the Regulations. The decision of the Board shall be final.

REGISTER OF MEMBERS

10. The Board shall cause a register to be kept of the names and registered address of all Constituent Bodies and Associate Bodies.

APPOINTMENT OF BOARD MEMBERS

11. The first Board members shall be the Board members of the former Society who shall serve until the date of the first Annual General Meeting.
12. From the date of the first Board meeting, the Board shall consist of a maximum of two representative of each Constituent Body.
13. All appointments to the Board shall be subject to ratification at each Annual General Meeting.
14. Subject to the provisions of Bye Laws 11, 12 and 13, the Regulations govern the process to be adopted for the nomination and appointment of representatives of Constituent Bodies to the Board.

15. Any person representing a Constituent Body or Constituent Bodies on the Board shall cease to be a member of the Board if:
 - (i) the Constituent Body that he represents notifies the Society in writing that he is no longer authorized to act as its representative on the Board; and/or
 - (ii) the Constituent Body that he represents ceases to be a Constituent Body of the Society.
16. In the event of a complaint against a Board member being received by the Society it shall be referred to the Constituent Body that he represents for appropriate action.

POWERS AND DUTIES OF THE BOARD

17. The Board shall carry out the Object and, subject to the provisions of these Bye Laws and to the Regulations, may regulate its affairs as it thinks fit.
18. The Board shall determine the manner in which documents, cheques and other negotiable instruments shall be signed or otherwise executed on behalf of the Society.
19. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Society and of the Board and of committees of the Board, including the names of all Board members present at each such meeting and details of all business transacted at each such meeting, and any such minutes of any meeting if purported to be signed by the chair of such meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without further proof of the facts therein stated.
20. The Board shall promote the title of 'Chartered Environmentalist' and the designatory letters 'CEnv' and shall cause the Register to be maintained.
21. The Board may by resolution passed at any meeting of the Board set or alter any or all of the rates of licence fees, paid by the Licensed Bodies to the Society, pursuant to Bye Laws 68 and 70.
22. The Board may by resolution passed at any meeting of the Board set or alter any or all of the rates of registration fees, paid by the registrants to the Licensed Bodies, pursuant to Bye Law 74.
23. The Board may by resolution make, amend or revoke Regulations for the conduct of any activity of the Society carried out in the name of the Society provided that no new Regulations, amendment or revocation shall be repugnant to the Charter or these Bye Laws and that the same shall not be effective unless it has been passed by a two-thirds majority of the Board members present and voting in person on the relevant resolution. Regulations made under this Bye Law shall be subject to ratification at the next General Meeting.
24. The Board may by resolution make, amend or revoke Practice Directions for the conduct of any activity of the Society carried out in the name of the Society provided that no new Practice Direction, amendment or revocation shall be repugnant to the Charter, the bye Laws or the Regulations and that the same shall not be effective unless it has been passed by a two-thirds majority of the Board members present and voting in person on the relevant resolution.

MEETINGS OF THE BOARD

- 25 The Board may, subject to the provisions of these Bye Laws, meet for the despatch of business and regulate its proceedings as it thinks fit.
- 26 All meeting of the Board shall be called by at least ten clear days' notice. The notice of each meeting shall be sent to all Board members and shall specify the time and place of the meeting and the general nature of the business to be transacted. The notice of each meeting of the Board shall also be sent to the chief executive of each Constituent Body and of each Associate Body at the same time as the notice of such meeting is sent to Board member. The accidental omission to give notice of a meeting to, or the non-receipt of notice of such meeting by, any Board member or any chief executive entitled to receive notice shall not invalidate the proceedings of that meeting.
- 27 The Chair, appointed pursuant to Bye Law 34, shall be entitled to preside at all meetings of the Board. If at any meeting the Chair be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Board member shall choose one of their number to be chair of the meeting.
- 28 A meeting of the Board may consist of a conference between Board members, some or all of whom are in different places provided that each Board member who participates is able to hear each of the other participants addressing the meeting, and if he or she so wishes, to address all of the other participants simultaneously, whether directly, by conference telephone or by any other form of communication equipment (whether in existence when these Bye Laws are adopted or not) or by a combination of such methods.
- 29 Each Board member (including the chair of the meeting), present and voting shall have one vote, and resolutions, other than those for which a different majority is required by the Charter or these Bye Laws, shall require a simple majority. In the event of an equality of votes on any resolution, the chair of the meeting shall be entitled to a second (casting) vote.
- 30 No business shall be transacted at a meeting unless a quorum is present. The quorum for any meeting of the Board shall be at least fifty per cent in number of all of the Board members for the time being. If within thirty minutes of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to such time and place as the chair of the meeting or, of if no chair has been appointed, the majority of Board members present may determine. Where there is not a quorum for a meeting those Board members present may form themselves into a meeting of Board members. The actions of such meeting of Board members shall in no way bind the Board or the Society and the only function of such meeting of Board members shall be to discuss those matters intended to be discussed at the meeting of the Board. A note shall be kept of the proceedings of such meeting and shall be presented to the next meeting of the Board. The Board may adopt any decision of such meeting where a resolution relating to such a decision has been included in the agenda for the next meeting of the Board.

- 31 The chair of any meeting of the Board may adjourn the meeting from time to time and from place to place but the only business to be transacted in any adjourned meeting shall be that of the meeting at which such adjournment took place.
- 32 A resolution in writing signed by all the Board members for the time being entitled to vote at meetings of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and constituted and may consist of several instruments in the like form each executed by one or more Board members.

GENERAL MEETINGS

- 33 The Board shall hold an Annual General Meeting in each calendar year. No Annual General Meeting shall be held more than fifteen months after the previous Annual General Meeting.
- 34 At the Annual General Meeting the representative of the Constituent Bodies present and any proxies present shall elect some person, being a Board member, to be Chair to hold office until the next succeeding Annual General Meeting, at which time the Chair so elected shall retire but shall be eligible for re-election. The Chair shall preside as chair at every General Meeting (save in respect of any matter concerning his own election or re-election), but if at any General Meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, some other Board member, or if no Board member be present or all Board members present decline to take the chair, they shall choose a representative of a Constituent Body who shall be present to preside.
- 35 The business of the Annual General meeting shall include the presentation, consideration and agreement of the annual report and accounts of the Society and the appointment and determination of the remuneration of the auditors, the election of the Chair, and the ratification of Board members.
- 36 In addition to the Annual General Meeting the Board may at any time and shall upon the receipt of a combined written requisition from at least one third of the Constituent Bodies, signed by the chief executive or other authorised member of the governing body of each of the said Constituent Bodies stating the objects of the meeting and deposited at the Office, forthwith proceed to convene an Extraordinary General Meeting to be held within two months from the date of receipt of the requisition. In default the requisitionists may themselves convene an Extraordinary General Meeting for such purposes only as shall be specified in the requisition to be held on such day and at such place as the person convening the same may determine, provided that such meeting is held within three months after the expiration of the aforesaid period of two months. A meeting convened by the requisitionists shall be convened as nearly as possible in the same manner as a meeting convened by the Board.
- 37 At least six weeks' notice shall be given of the date of each General Meeting and of the purpose of the meeting and at least twenty one clear days' notice shall be given of the business to be conducted at each General Meeting. The accidental omission to give notice of a General

Meeting to, or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings had, at any General Meeting.

- 38 Each Constituent Body shall have the right to appoint in writing a maximum of two representatives to attend any General Meeting. Each such representative shall have the right to appoint another person (whether a representative of a Constituent Body or not) as his proxy to attend and vote at any General Meeting instead of him, subject to the provisions of Bye Law 41. Such representative is not entitled to appoint more than one proxy to attend on the same occasion. For the avoidance of doubt, such proxy has the same right to speak at a General Meeting as a representative of a Constituent Body.
- 39 An instrument appointing a proxy shall be in writing, executed by the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve):

“Society for the Environment

I, _____, of _____, being a representative of a Constituent Body/an Associate Body of the above-named company, hereby appoint of _____ as my proxy to vote in my name and on my behalf at the annual/extraordinary general meeting of the company to be held on 20 _____, and at any adjournment thereof.

Signed on _____ 20 _____.”

- 40 The instrument appointing a proxy may be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the General Meeting or in any instrument of proxy sent out by the Society in relation to the General Meeting not less than 48 hours before the time for holding the General Meeting or adjourned General Meeting at which the person names in the instrument proposes to vote.
- 41 At any General Meeting, each Constituent Body shall vote by one only of its representatives. Such votes may be given either personally or by proxy. Subject to the provisions of articles 9, 10 and 11 of the Charter, each resolution put to a General Meeting shall be decided by majority vote on a show of hands. In the case of an equality of votes the chair of the meeting shall be entitled to a second (casting) vote.
- 42 Only those Constituent bodies which have paid every subscription and other sum (if any) due and payable to the Society in respect of their membership, shall be entitled to vote on any question at any General Meeting, either personally or by proxy.
- 43 Each Associate Body shall have the right to appoint a maximum of two representatives to attend and speak at any General Meeting. Such representatives shall not be entitled to vote at any such General Meeting.
- 44 Only representatives of those Associate Bodies which have paid every subscription and other sum (if any) due and payable to the Society in respect of their membership, shall be entitled to attend and speak at a General Meeting.

- 45 No business shall be transacted at any General Meeting unless a quorum of at least fifty per cent of the representatives of the Constituent Bodies and Associate Bodies combined are personally present, or have sent a proxy who is present, when the meeting proceeds to business.
- 46 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened by requisition pursuant to Bye Law 36, shall be dissolved. In any other case it shall stand adjourned to such time and place as the Board members present at the meeting shall determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the representatives of the Constituent Bodies and of the Associate Bodies, and any proxies, present shall be a quorum.

APPOINTMENT OF A REGISTRATION AUTHORITY

- 47 The Board shall cause to be appointed a Registration Authority which shall be constituted as follows:

A chair appointed by the Board who shall be entitled to attend and speak at meetings of the Board but who shall not be entitled to vote at such Board meetings (unless he is at the time of his appointment, or subsequently becomes appointed pursuant to Bye Laws 12, 13 and 14, a Board member); a minimum of three individuals appointed by the Board upon the basis of nominations made by the Licensed Bodies; a minimum of three individuals with professional expertise appointed by the Board. To assist in the consideration of the person being appointed to act as chair and for appointments on the basis of professional expertise, the Board shall invite suggestions from Licensed Bodies.

COMMITTEES, WORKING PARTIES AND OTHER GROUPS

- 48 The Board may appoint such committees, working parties, and other groups howsoever called, as it may from time to time determine and, subject to the provisions of these Bye Laws, such groups shall in the name of and on behalf of the Society and in accordance with the Charter and these Bye Laws, subject to the general control of the Board, exercise such of the powers or functions of the Society as the Board shall from time to time determine (except the power to promote changes to the Charter and these Bye Laws) and shall, if the Board determines or these Bye Laws stipulate, have the power to appoint sub-committees or other like groups.
- 49 A committee or other group may be composed of Board members alone or of Board members and other persons. All committees, working parties or other bodies shall, in the exercise of the powers delegated to them and in the transaction of business, conform to any directions, including any terms of reference, that may be given to them by the Board and subject thereto and to the provisions of this Bye Law, may regulate their proceedings as they think fit.
- 50 The Board may from time to time determine that any individual or individuals whilst not being an appointed member of a committee or other body may attend and speak at any meeting of such committee or other body, provided that no individual so chosen shall have a vote at any such

meeting. The Chief Executive shall have the right to attend and speak at any meeting of any committee or other body provided that he shall not have a vote at any such meeting.

FINANCIAL ACCOUNTS AND ANNUAL REPORT

- 51 The Board shall cause to be kept, audited and reported on by any individual eligible for appointment as a company auditor, proper and sufficient accounts of the capital, funds, income and expenditure of the Society and shall give in respect of each financial year a true and fair statement of the Society's affairs and of its income and expenditure. The Board shall cause such accounts for the previous financial year, together with the report of the auditor thereon, to be presented to each Annual General Meeting. The Board shall also cause to be prepared an annual report of the Society containing a fair review of the activities of the Society during the year ending with the balance sheet date. The annual report, income and expenditure account and balance sheet shall be published within two months of the Annual General Meeting at which they are approved.
- 52 The financial year of the Society shall run from 1 January to 31 December in each year, both dates inclusive, or otherwise be of such period as the Board may determine.
- 53 A copy of the accounts which are to be presented to an Annual General Meeting, together with a copy of the auditor's report and of the proposed annual report of the Society, shall be sent to all Board members and to the chief executive of each Constituent Body and of each Associate body with the notice of the Annual General Meeting.

INDEMNITY

- 54 The Chief Executive, the Board members, the members of any committee of the Society and the salaried staff of the Society shall be indemnified out of the funds of the Society against any reasonable expenses incurred by them in or about the discharge of their respective duties and may also be indemnified subject to resolution of the Board for any liability arising from the conduct of their duties.
- 55 No Chief Executive, Board member, committee member or salaried staff of the Society shall be liable for any act other than his own or for signing any receipt or other documents or doing any other act, or for any loss or expense which may happen to the Society, otherwise than through his own willful act or default.

INSPECTION

- 56 Authorised representatives of Constituent Bodies and of Associate Bodies shall have the right to inspect the minutes of proceedings of any meeting of the Board. Following any meeting of the Board, the minutes, agenda and supporting papers of that meeting of the Board shall be made available to Constituent Bodies and Associate Bodies, except for those minutes and papers which, in the opinion of the Board, are deemed to be confidential.

SEAL

- 57 The Board shall provide for the safe custody of the Seal and shall determine its use.
- 58 The Seal shall only be used by the authority of the Board or of a committee of the Board. The Board may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by two Board members.

APPOINTMENT AND DUTIES OF THE CHIEF EXECUTIVE OFFICER OF THE SOCIETY

- 59 The chief executive officer of the Society shall be appointed by, and be responsible to, the Board for such time, at such remuneration and upon such time conditions as the Board may think fit. Subject to the direction of the Board, it shall be the duty of the chief executive officer of the Society to promote and execute the Object; establish and maintain an organisation for the attainment of the Object; represent the Society in negotiations and elsewhere; conduct the ordinary business of the Society; and carry out such other duties as the Society may require. The Board may terminate the appointment of the chief executive officer of the Society but such termination shall be without prejudice to his contractual or statutory rights arising out of such termination.
- 60 The chief executive officer of the Society shall have the right to attend and speak at meetings of the Board or any committee of the Society but shall have no vote at such meetings.
- 61 Subject to the direction of the Board, the chief executive officer of the Society shall be entitled to recruit staff to administer the activities of the Society and such staff will be responsible to the chief executive officer of the Society.

APPOINTMENT AND DUTIES OF AUDITOR

- 62 At the Annual General Meeting of the Society's auditors shall be appointed for the then current financial year at a remuneration to be determined in accordance with a resolution passed at that meeting. The Board may fill any casual vacancy that may occur.

NOTICES

- 63 Any notice or communication required to be served upon or sent to a Board member may be sent prepaid through the post, or by electronic mail or facsimile transmission, addressed to such Board member at the address last supplied by him to the Society for the giving of notice to him.
- 64 Any notice may be served on, or any communication may be sent to, the Society by delivering the same in an envelope addressed to the Chief Executive at the Office, by sending it by post in a prepaid envelope addressed to the Chief Executive at the Office, by sending it by post in a prepaid addressed to the Chief Executive at the Office, or by sending it by electronic mail or facsimile transmission to the Chief Executive at the Office.

65 Any notice or communication under Bye Law 71(b) or (c), if sent by first class post, shall be deemed to have been served or delivered on the day following that on which the letter containing the same was posted, or if sent by electronic mail or facsimile transmission shall be deemed to have been served or delivered at the time confirmed by the sender's printed confirmatory record of successful transmission.

DUTIES OF THE REGISTRATION AUTHORITY

66 The Registration Authority shall:

- (i) develop and maintain definitions and standards for admission to the Register;
- (ii) set standards for the award of the designation of 'Chartered Environmentalist';
- (iii) license bodies to award and remove the designation of 'Chartered Environmentalists';
- (iv) monitor the activities of Licensed Bodies with respect to the Register and give guidance, specify information required and give directions on the format of application documents;
- (v) agree a Code of Conduct pursuant to Bye Law 77; establish procedures for the consideration of complaints of unprofessional conduct and any related appeals; establish disciplinary procedures for registrants following a finding of unprofessional conduct; and ensure that Licensed Bodies adopt and pursue all such procedures;
- (vi) monitor the professional conduct of registrants;
- (vii) monitor the professional development of registrants;
- (viii) carry out any other functions that may from time to time be prescribed by the Board.

LICENSING OF CONSTITUENT BODIES

67 The Registration Authority may at any time award a licence to a Constituent Body provided that such Constituent Body has, in the opinion of the Registration Authority, sufficient experience, procedures and resources to undertake each of the following tasks:

- (i) assessing the competence, knowledge and commitment of candidates for registration;
- (ii) monitoring the continued professional development of registrants;

and

- (iii) in accordance with the Code of Conduct, applying disciplinary procedures in the event of complaints of unprofessional conduct by a registrant.

68 Licences may only be awarded to Constituent Bodies satisfying the conditions set out in Bye Law 67 and in the relevant Regulations and Practice Directions and may only be awarded on payment by the Constituent Body to the Society of the required initial licence fee, as set by the Board from time to time pursuant to Bye Law 21.

69 The Registration Authority shall from time to time publish a list of licenses granted.

70 The Registration Authority shall audit any Constituent Body seeking a licence, and periodically re-audit Licensed Bodies, to determine whether the relevant operations and requirement of such

Licensed Body are in accordance with these Bye Laws and the relevant Regulations and Practice Directions that relate to Licensed Bodies. In addition to the initial licence fee payable pursuant to Bye Law 68, the Licensed Body shall pay to the Society an additional licence fee, as set by the Board from time to time pursuant to Bye Law 21, each time it is periodically re-audited.

- 71 (a) A licence granted to a Constituent Body by the Registration Authority shall cease at the end of the period of licence, or if:
- (i) an order is made by a court of competent jurisdiction or any effective resolution is passed for its administration or winding up, or it is dissolved or otherwise ceases to exist;
 - (ii) it resigns its position by not less than one year's notice in writing and its resignation is not withdrawn in writing during that period;
 - (iii) in the opinion of the Registration Authority in each case, it has ceased to satisfy the conditions on which it was appointed or its objects and purposes are no longer consistent with the objects and purposes of the Society, or its rules for the conduct of its individual members no longer adequately prescribe the conduct required of persons placed in the Register;
 - (iv) in the opinion of the Registration Authority in each case, the standard adopted by the said Licensed Body for the qualification of its individual members on the Register falls short for those prescribed for the entry of names on the Register and the said Licensed Body has failed to take all reasonable steps to raise the standard to at least that prescribed as aforesaid;
 - (v) it fails to pay any fees due to the Society; or
 - (vi) it ceases to be a Constituent Body of the Society.
- (b) A resolution of the Registration Authority under sub-paragraphs (iii) or (iv) of Bye Law 71 (a) shall only be passed in relation to a Licensed Body if not less than twenty eight clear days' notice shall have been given to such Licensed Body specifying the intention to impose the said resolution. A representative of such Licensed Body shall be permitted to address the meeting at which the resolution is to be proposed, but shall attend the same only for so long as the Registration Authority shall determine and shall not be entitled to vote thereat;
- (c) If any such resolution is passed by the Registration Authority, the passing of such resolution shall be notified to the Licensed Body concerned which shall have a right to appeal to the Board itself against such resolution. Notice of appeal must be lodged with the Society within twenty eight days following the dispatch of notice of such resolution. If no such notice of appeal has been lodged by the required date the Licensed Body shall cease to be so licensed. In the case of an appeal the decision of the Board shall be final.
- 72 In the event of a complaint against a Licensed Body being raised with the Society it shall be considered in accordance with the Regulations relating to disciplinary actions and grievance hearings; but if the complaint is raised by a registrant or an applicant for admission to the Register it shall be considered in accordance with the provisions of Bye Laws 78 and 79.

OPERATION AND MAINTENANCE OF THE REGISTER

- 73 The Register shall include the names and addresses of those individuals registered and may contain such other information as the Society shall determine. Except as may be provided in Regulations or Practice Directions, no person or other organisation shall be permitted to be supplied with the record or any part thereof of any individual on the Register without the agreement of that person.
- 77 (a) The Registration Authority shall permit to be entered on the Register, upon payment of such registration fee as may from time to time be prescribed by the Board pursuant to Bye Law 22 along with such administration fee as is charged by the Licensed Body, the name of each individual awarded the designation of 'Chartered Environment' by a Licensed Body.
- (b) Only those who are individual member of a Licensed Body and whose names are entered on the Register may use the style or title of 'Chartered Environmentalist' and use after their names the designatory letters 'CEnv'.
- 75 An individual whose name is entered on the Register may, at his request, and upon payment of a fee prescribed from time to time by the Board, receive a certificate certifying that he is a Chartered Environmentalist which certificate shall remain the property of the Society and shall be delivered by the holder to the Society upon demand made in writing by the Chief Executive or a person authorised by him.

STANDARDS FOR ADMISSION TO THE REGISTER

- 76 Standards for admission to the Register shall be determined from time to time by the Board upon the advice of the Registration Authority.

PROFESSIONAL CONDUCT FOR REGISTRANTS

- 77 (a) All registrants shall, so long as they are registrants, act in a manner worthy of the honour and interests of the profession of environmentalist and of the Society and they shall do nothing that may bring the profession of environmentalist or of the Society into disrepute. They shall at all times safeguard the public interest in matters of safety, health and otherwise. They shall exercise their professional skill and judgement to the best of their ability and discharge their professional responsibilities with integrity.
- (b) In order to ensure the fulfilment of paragraph (a) of this Bye Law the Registration Authority may from time to time issue a Code of Conduct for adoption by Licensed Bodies and to which registrants shall conform.

APPEALS UPON REMOVAL FROM THE REGISTER

- 78 An appeal from an individual whose name appears on the Register and who is found guilty by a Licensed Body which imposes a penalty that entails the individual's removal from the Register shall be heard by the relevant Licensed Body.

APPEALS FROM APPLICANTS BEING REFUSED ADMISSION TO THE REGISTER

- 79 An appeal from an individual refused admission to the Register shall be heard by the relevant Licensed Body.

MAINTENANCE OF THE TITLE OF 'CHARTERED ENVIRONMENTALIST'

- 80 If a registrant is not an individual member of a Licensed Body, by reason of the fact that the body of which he is or was an individual member ceased to exist or has ceased to be a Licensed Body, he shall not in consequence cease to be a registrant if, during the period of twelve months from such cessation, he becomes an individual member of another Licensed Body.
- 81 If a registrant cease to be an individual member of one Licensed Body but within six month become an individual member of another Licensed Body, the Registration Authority shall have authority, at its discretion, to declare that the individual shall not in consequence cease to be a registrant.

LICENCE FEES AND REGISTRATION FEES

- 82 Licence fee due from Licensed Bodies to the Society and registration fees due from registrants to Licensed Bodies shall be payable in the manner directed in the Regulations.

DECLARATION OF INTEREST

- 83 A Board member or a member of a committee or other body constituted by the Society shall declare any financial or other personal interest in any contract, dealing or arrangement to be considered at any meeting of such body. The chair of the relevant meeting shall rule if the interest is material and, if so found, decide whether he or she may speak in connection with such contract dealing or arrangement and whether he or she shall be counted in the quorum present at the meeting but, if the interest is found to be material, he or she shall have no vote at such meeting. For the avoidance of doubt, no Board member shall acquire any interest in property belonging to the Society (otherwise than as a trustee).