# PRACTICE DIRECTIONS

## PRACTICE DIRECTION 1

The deletion of this Practice Direction was approved by General Council on the 16th March 2004 and the deletion came into effect on the 14th June 2004, and the Practice Direction was replaced with Practice Direction 8 with effect from the 14th June 2004.

## PRACTICE DIRECTION 2
## Honorary Officers

2.1. A new Junior Vice-President shall be elected by ballot of General Councillors as follows:

2.1.1. Nominations for Junior Vice-President shall be chosen from Fellows and shall be submitted by three General Councillors or a Centre Council signed by both the Chairman and Honorary Centre Secretary in writing, together with a personal statement, to the Chief Executive Officer by 31 December in each year.

2.1.2. The Chief Executive Officer shall send copies of the personal statement to each General Councillor and advise nominees of the nature of the presentation each will be required to prepare. The presentations may, at the discretion of the General Council, be made directly to General Councillors or produced as video recordings.

2.1.3. The Chief Executive Officer shall make appropriate arrangements for General Councillors to receive the presentations before the ballot for the election of Junior Vice President takes place. The result of the ballot must be available at a meeting of the General Council before the formal appointment of the Junior Vice President.

2.1.4. If on election as Junior Vice-President, that person occupies an elected seat on the General Council, the new Junior Vice-President (the "Junior Vice- President Elect") shall vacate that seat and the relevant Centre shall hold an election for a General Councillor. The replacement General Councillor shall serve as such from the date of the General Council meeting at which the election of the Junior Vice President is confirmed for the unexpired term of office as elected General Councillor of the Junior Vice-President Elect. Such election shall take place in accordance with the procedure laid down in the Constitution except for the timing of the election in relation to the Centre annual general meeting. The Junior Vice-President Elect shall serve as an ex officio General Councillor from the date of the General Council meeting at which his election is confirmed until his formal appointment as Junior Vice –President.

2.1.5. The election process for the appointment of the junior Vice President and for any other elected office may be undertaken electronically provided always that any elector requiring it shall receive a hard copy of the election information.

2.2 Should the President, Senior Vice-President, or Junior Vice-President need to withdraw from office for any reason, then the procedures for appointing a replacement shall be as follows:-

2.2.1 The President in office – The Senior Vice-President will take on the duties of the President forthwith;

2.2.2 The Senior Vice-President – The Junior Vice-President will be appointed to the position of Senior Vice-President forthwith;

2.2.3 A new Junior Vice-President shall be elected in accordance with the procedure set out in paragraph 2.1 except so far as the date for the receipt of nominations shall be as soon as reasonably practicable having regard to the circumstances. The elected periods of office to remain unchanged by the early assumption of these roles.

2.3 The General Council shall maintain the post of Honorary Treasurer who shall advise the Executive Committee and the General Council on financial policy in a manner to be agreed with the General Council.

2.4 That the Honorary Treasurer shall be elected in accordance with the process and for the term of office set out in Bye-Law 59.2.

**PRACTICE DIRECTION 3**

The deletion of this Practice Direction was approved by General Council on the 16th March 2004 and the deletion came into effect on the 14th June 2004.

## PRACTICE DIRECTION 4

### Emergency decisions

4.1 The chairman of a committee, together with the vice-chairman or another member of the committee, shall be empowered to make emergency decisions on any matter within the committee's remit, excluding changes to the budget, subject to a report on their action being made to the next meeting of the committee.

4.2 The Executive Committee shall be empowered to make emergency decisions upon matters referred to it by a committee, or the chairman of a committee and report on the same to the originating committee at their next meetings.

4.3 In circumstances of urgency, when the President does not consider it expedient or practicable to summon a meeting of the General Council, he may call a meeting of the Executive Committee which shall be empowered to take any immediate action it thinks necessary and report on the same to the General Council.

**PRACTICE DIRECTION 5**

**Appointment of directors to IWM Business Services Limited ('Business Services')**

5.1 The directors of Business Services shall be appointed by the Institution being its sole member.

5.2 The number of directors shall not be less than two nor more than ten in number to include both the Honorary Treasurer and the Non Executive Director both hereinafter referred to. The shareholders of Business Services may by ordinary resolution from time to time vary the minimum and maximum number of directors.

5.3 At the first meeting of the newly constituted General Council in June, the General Council shall receive proposals for vacancies on the board of directors of Business Services, all of whom must be Elected General Councillors, as follows:

5.3.1 The Honorary Treasurer shall be ex-officio a director and who need not be a General Councillor.

5.3.2 The General Council shall, giving due notice, invite proposals from General Councillors for nominations for vacancies.

5.3.3 A non-executive director may be proposed by resolution of the board of Business Services and shall be subject to the approval of the General Council. The non-executive director shall be a person with suitable expertise and shall not be a Member.

5.3.4 A General Councillor proposing a person for nomination shall do so by written notice to the Chief Executive Officer, properly seconded and accompanied by the written consent of the proposee, at least three days and not more that twenty-one days before the General Council meeting at which the nominations are to be determined.

5.3.5 If the proposals to the General Council exceed in number the nominations to be made a secret ballot of all the General Councillors present shall be held forthwith.

5.4 Each General Councillor shall be entitled but not obliged to vote for as many nominees as there are vacancies to be filled and no more. The nominees up to the number of vacancies who shall receive most votes shall be declared elected and in the case of two or more nominees receiving an equal number of votes, the President (or such other person being chairman of the meeting) shall have a second or casting vote.

5.5 Directors appointed after nomination by the General Council shall normally serve on the board of Business Services for three years before retiring but subject to the following provisions:

5.5.1 at every annual general meeting of Business Services one-third of the directors are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but if there is only one director who is subject to retirement by rotation he shall retire;

5.5.2 the non-executive director shall be re-nominated annually;

5.5.3 the directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment but as between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any retiring director shall be eligible for renomination;

5.6 A director of Business Services who leaves the General Council for any reason other than expulsion under Bye-Laws 26 or 27 or the application of article 18 of the articles of association of Business Services will retain his position on the board for the remainder of the term for which he was originally elected to the board and may retain this position in such circumstances even though he may not be a General Councillor.

5.7 The board may appoint a Corporate Member (who need not be a General Councillor) who is willing to act as a director of Business Services to fill a casual vacancy provided that the appointment does not cause the number of directors to exceed the limit set by the articles of association thereof. A director so appointed shall hold office only until the next annual general meeting of the Institution conditional upon him remaining a Corporate Member. If not re-appointed, the director shall retire at this date.

5.8 For the avoidance of doubt, nothing in this Practice Direction shall prevent the application in all respects of article 25.1 of the articles of association of Business Services.

## PRACTICE DIRECTION 6

### General Council Meetings

### Notice and Agenda

6.1.1 Due notice of General Council meetings shall be given, in writing, by the Chief Executive Officer to all General Councillors, Honorary Centre Secretaries and other Corporate Members who may, on occasions, be summoned or invited to attend. Copies of such notice shall be given to the Institution's solicitor and the Institution's auditors.

6.1.2 Notice shall be deemed to be given if the applicable procedures relating to general meetings of Corporate Members have been observed.

6.1.3 Due notice shall be deemed to be twenty-one clear days in relation to all General Council meetings.

6.1.4 The notice shall give the date, time and place for the proposed meeting.

6.1.5 Notice of a General Council meeting shall be accompanied by an agenda which should state with sufficient fullness the business the meeting is intended to discuss and form decisions upon.

6.1.6 The notice, agenda and reports accompanying it shall be clear, honest and unambiguous.

6.1.7 The Chief Executive Officer shall prepare the agenda in consultation with the chairman and shall include all items considered to be the proper business of the meeting but the ultimate decision as to whether an item should be dealt with or not is the prerogative of the meeting.

### Conduct of General Council meetings

6.2.1 All members of the General Council have the right to attend meetings of the General Council.

6.2.2 Honorary Centre Secretaries have the right to attend meetings of the General Council.

6.2.3 The General Council may summon any Corporate Member to attend a meeting for a specific purpose or invite others, whether members of the General Council or not, to attend where such attendance will assist the General Council in the execution of their business.

6.2.4 No business shall be transacted at any meeting of the General Council unless at least twelve General Councillors are personally present throughout the meeting or such other quorum as may be determined from time to time.

6.3.1 The President shall take the chair at all meetings of the General Council when he is in attendance and, in his absence, the Senior Vice-President shall be chairman. In the absence of both, the General Councillors present shall elect their own chairman.

6.3.2 The chairman shall regulate the conduct of meetings in accordance with the relevant provisions of the Constitution.

**Chairman's Authority**

6.4 The chairman's authority shall comprise the following elements:

6.4.1 to preserve order:

6.4.1.1 not to permit the attendance at the meeting of any person who is not entitled to be there;

6.4.1.2 to decide on adjournment until order can be restored in the event of any disruption or disorder at the meeting;

6.4.1.3 any such adjournment should preferably be for a short period only, such as fifteen minutes;

6.4.1.4 a decision to adjourn a meeting until another day requires a resolution of the meeting.

**Chairman's Duties**

6.5.1 To ensure that the proceedings are properly conducted the chairman should:

6.5.1.1 ensure the meeting starts and finishes on time;

6.5.1.2 ensure that all speeches are addressed to the chair and receive a fair hearing;

6.5.1.3 allow time for speakers to make their point but discourage irrelevancies and prohibit any matters he considers offensive;

6.5.1.4 endeavour to allow everyone who wishes to speak the opportunity to do so;

6.5.1.5 rule on points of order;

6.5.1.6 remain impartial;

6.5.1.7 ensure the meeting always has a motion, amendment or other specific subject matter before it;

6.5.1.8 make certain that before a vote is taken all members of the General Council are clear on the matter at issue;

6.5.1.9 monitor the voting procedure (which, unless the meeting resolves otherwise in exceptional circumstances, shall be by show of hands) and declare whether the motion or amendment, as the case may be, has been won or lost;

6.5.1.10 ensure that resolutions are correctly embodied in the minutes before he signs them, usually at the next meeting and on the agreement of those who were present;

6.5.1.11 have powers of adjournment as referred to in paragraph 6.4 hereof; and

6.5.1.12 have a casting vote.

**No Confidence Vote**

6.6 If a member of the General Council proposes a vote of no confidence in the chairman and this is seconded, the chairman has the right to respond. There shall be no other speeches. If the matter is voted upon and goes against the chairman, he must, if he was appointed by the meeting, relinquish the chair but when the chairman is the President or Senior Vice-President, in the absence of bad faith, he cannot be removed from the chair and action by the meeting must be restricted to a challenge to the ruling(s) which gave rise to the proposal of no confidence.

**Motion**

6.7.1 A motion is a proposition submitted for debate. It should propose definite action and must be seconded before becoming a matter on which a vote must be taken.

6.7.2 A motion can be withdrawn by the mover only with the unanimous consent of the members of the General Council present.

6.7.3 If an amendment has been proposed, the consent of the proposer and seconder of the amendment to the withdrawal of the motion will first be required.

6.7.4 If the motion appears to have the general approval of the meeting, after being seconded, it may be voted upon at one and if carried become a resolution of the meeting.

6.7.5 If contentious, the motion should be debated and the chairman should ensure that all points of view are heard.

6.7.6 No member of the General Council shall be allowed to speak a second time on any motion until every other member of the General Council who wishes to speak has been heard.

6.7.7 The mover of the motion shall have a right of reply at the end of the debate but not to introduce any new matter. The vote will then be taken.

**Amendment**

6.8.1 An amendment is a proposed alteration in the terms of a motion (or of an amendment already before the meeting). It should take the form of omitting, substituting or inserting certain words in the original motion (or amendment). The

amendment must not be a direct negative of the motion (for this result could be achieved by an adverse vote) nor should it be beyond the scope of the original motion. It must be seconded.

6.8.2 An amendment takes priority over the original motion and must be voted upon before the original motion can be put.

6.8.3 The procedure in relation to the amendment is the same as for the original motion.

6.8.4 Should there be several amendments, they must be considered in the order in which they affect the original amendment. If the amendment be lost, the original motion is revived and this is subject to any further amendments until such time as all the amendments have been disposed of.

6.8.5 An amendment may not be proposed to any motion already accepted by the meeting.

6.8.6 A member of the General Council may move only one amendment but he may speak on amendments moved by others.

6.8.7 The mover of an amendment does not have the right to reply accorded to the mover of an original motion.

6.8.8 An amendment, proposed and seconded, must be put to the meeting and, if approved, incorporated in the original motion and submitted for approval as a substantive motion. It cannot be withdrawn except with the consent of the meeting.

6.8.9 An amendment to an amendment may be proposed and seconded and a vote taken on whether the first amendment should be amended.

**Substantive Motions**

6.9 When successful amendments have been incorporated in the original motion, the result is a substantive motion. This must be voted upon. If this is lost (notwithstanding the approval given to the amendment or amendments in the earlier stages) the effect is to dispose of the whole question under discussion.

**Termination of Debate**

6.10 A debate may be terminated by:

6.10.1 The closure:

6.10.1.1 ‘that the question now be put’, i.e. that discussion should end and a vote be taken forthwith on the matter being considered;

6.10.1.2 it may be moved only by a member of the General Council who has been present throughout the debate and requires to be seconded and voted upon without discussion;

6.10.1.3 if the motion is successful, the member of the General Council who moved the original motion is allowed to reply to the debate. The vote on the original motion (or, as the case may be, a proposed amendment to it) should then be taken.

6.10.1.4 A motion for closure is subject to the discretion of the chairman who has a duty to ensure that the subject matter is amply and fairly debated.

6.10.1.5 If a motion for closure is lost, it shall not be raised again.

6.10.2 That the matter lie on the table:

6.10.2.1 when an item before the meeting is one which those General Councillors present do not care to deal with, a formal motion, duly seconded, to the effect that 'the matter lie on the table' should be voted upon. If the motion is carried, the meeting should proceed to the next business.

6.10.2.2 The item may appear again in an agenda for a later meeting, but if it is the intention at the first meeting simply to delay discussion until a more suitable time, a motion asking clearly for the deferment of the item until a fixed date is more acceptable.

6.10.3 Reference back:

A matter brought to the General Council by a committee or panel should normally recommend a course of action. The General Council are empowered to reject the recommendation and decide on another course but, if time and circumstances allow for it, the matter should invariably be referred back to the reporting committee for their further consideration.

**Points of order**

6.11 When a member has a genuine doubt about the correctness of the procedure being followed, he may raise 'a point of order'. The chairman shall not allow reference to substantive matters in these circumstances and his judgment as to the correctness or otherwise of the procedure referred to shall have due regard to the Constitution and shall be final.

**Ultra vires**

6.12 No matter what the size of the majority, the General Council cannot validly transact business which is outside its powers. The powers of the General Council are set out in the Constitution.

**Rescission of a Resolution**

6.13 A resolution of the General Council, properly arrived at, may be rescinded only by a subsequent resolution of the General Council at a later, duly convened meeting.

## PRACTICE DIRECTION 7

### Forms of Proxy

7.1 An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit.

'CHARTERED INSTITUTION OF WASTES MANAGEMENT

APPOINTMENT OF PROXY

This form is only to be used to allow a Proxy:-
either (a) to vote on behalf of a Corporate Member as the proxy thinks fit,
or (b) to abstain from voting.

I
…….....……
(insert full name)
of
…….....……..
(insert registered address)
being a Corporate Member of the above-named Institution, hereby appoint:-
Either
1. *the President, or failing him, the chair of the meeting;
Or
2. *some other person – print their name here: …….
(*strike out 1 or 2) as my proxy to vote for me on my behalf at the [annual] [extraordinary] general meeting of the Institution to be held on the ……..... day of ……..……..... and at any adjournment thereof.

Dated ……..

Signed …….

This form of proxy must be deposited at the office of the Chief Executive Officer not less than ninety-six hours before the time stated above as the beginning of the meeting.'

7.2 Where it is desired to afford Corporate Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

'CHARTERED INSTITUTION OF WASTES MANAGEMENT

APPOINTMENT OF PROXY

This form is <u>only</u> to be used to instruct a Proxy to vote either in favour of, or against, a resolution as indicated on the next page.

I

…….....…….....

(insert full name)

of

…….....……

(insert registered address)

being a Corporate Member of the above-named Institution, hereby appoint:-

<u>Either</u>

1. *the President, or failing him, the chair of the meeting;

<u>Or</u>

2. *some other person – print their name here: …….

(*strike out 1 or 2) as my proxy to vote for me on my behalf at the [annual] [extraordinary] general meeting of the Institution to be held on the ……..... day of ……..……..... and at any adjournment thereof.

Dated ……..

Signed …….

This form is to be used in respect of the resolutions mentioned below as follows:
Resolution no 1 *for *against
Resolution no 2 *for *against

(* for each resolution strike out whichever is not desired)

This form of proxy must be deposited at the office of the Chief Executive Officer not less than ninety-six hours before the time stated above as the beginning of the meeting.'

## PRACTICE DIRECTION 8

### Committees

(Approved by General Council on the 16th March 2004 and came into effect on the 14th June 2004.)

This Practice Direction sets out the membership, roles, and method of governance of the committees of the Institution. Under the terms of the Charter, the business of the Institution is required to be managed by its General Council and in particular General Councillors have duties and responsibilities in respect of the finances of the Institution. General Councillors are also the Trustees of the Charity, and are required to act in the best interests of the Charity, and in accordance with the Charity's governing documents. For the purposes of efficient and effective management the General Council has delegated the day the day running of the Institution to a number of committees, but retains the ultimate responsibility for the management of the Institution as set out in the Charter, Bye-Laws and Regulations

### Schedule of Committees/Panels

8.1 Under Bye-Law 64 the General Council shall establish such committees and panels as it deems necessary in pursuance of the Objects and shall define their duties and composition and may delegate powers to them as it prescribes from time to time.

The main Committees of the Institution following the adoption of this Practice Direction shall be as follows:-

8.1.1 Executive Committee

8.1.2 Scientific & Technical Committee

8.1.3 Education, Training & Membership Committee

8.1.4 Finance Committee

8.1.5 Audit Committee

8.1.6 Corporate Governance & Professional Ethics Committee

8.1.7 Constitution Committee

8.1.8 Personnel Committee

8.1.9 Communications Committee

**Membership of Committees**

8.2 The membership of each Committee, and the method of appointment of those members shall be as follows:-

8.2.1 Executive Committee

The Executive Committee shall consist of the following:-

a) a Chairman elected by and from the Elected General Councillors. The term of office of the Chairman shall be for a period of three years following which he shall be eligible for re-election;

b) four other General Councillors elected annually by and from the Elected General Councillors;

c) the Chairman of the Education, Training & Membership Committee, or his nominated alternate;

d) the Chairman of the Scientific & Technical Committee, or his nominated alternate;

e) the Chairman of the Finance Committee, or his nominated alternate;

f) the Chairman of the Board of IWM Business Services Ltd., or his nominated alternate;

g) President;

h) Senior Vice-President;

i) Honorary Treasurer.

In addition to the above, the Chairman of the Governance & Professional Ethics Committee may attend meetings of the Executive Committee when matters relevant to that committee are under consideration. He shall have the right to address the Committee, but shall not have a vote.

8.2.2 Scientific & Technical Committee, and

8.2.3 Education, Training & Membership Committee

The membership of the Scientific & Technical Committee, and of the Education, Training & Membership Committee shall each comprise:-

a) one corporate member from each centre of the Institution, and

b) other persons co-opted annually, not necessarily being members of the Institution, the number of such co-opted persons shall not exceed one less than the number of elected corporate members on the Committee.

The members of each Committee shall comply with the following:-

i) the corporate member representatives on the Committee shall be appointed after a process of nomination and election by all the corporate members in the Centre, following a call for nominations by the Chief Executive Officer. They shall not necessarily be members of the Centre Council. Such appointments shall be made every three years.

ii) co-opted members of the Committee shall have voting rights, but shall not be eligible to be elected Chairman or Vice-Chairman of the Committee.

iii) all members of the Committee shall be expected to have specific skills and expertise in the area of the Committee's work;

iv) the Committee may invite representatives from other bodies to attend meetings, but such representatives shall not be entitled to vote on any matters;

v) the elected corporate members of the Committee shall elect annually from amongst themselves a Chairman and a Vice Chairman following a call for nominations by the Chief Executive Officer.

vi) the General Council may from time to time reserve certain matters to be voted upon by the elected corporate members of the Committee only.

vii) members of Committees are required to report the activities of their Committees to the meetings of their Centre Council.

**Finance Committee**

8.2.4 The membership of the Finance Committee shall comprise the following:-

a) a Chairman elected annually by and from the Elected General Councillors;

b) two other General Councillors elected annually by and from the Elected General Councillors;

c) Chairman of the Executive Committee;

d) Honorary Treasurer;

e) President;

f) Senior Vice-President;

g) Chairman of the Board of IWM Business Services Limited.

**Audit Committee**

8.2.5 The membership of the Audit Committee shall comprise the following

a) an independent Chairman appointed for a period of three years by the General Council, who shall be a Chartered Accountant. The Chairman shall be independent of the CIWM, IWM Business Services Ltd., and any of its professional advisers;

b) three General Councillors elected annually by and from the Elected General Councillors;

c) at least two other Fellows or Members of the Institution not otherwise being a General Councillor, appointed annually by the General Council.

The Honorary Treasurer, the Chief Executive Officer, the Finance Manager, and a representative of the external auditors may attend meetings of the Audit Committee by invitation of the Chairman, but shall not be entitled to vote on any matter.

**Corporate Governance & Professional Ethics Committee**

8.2.6 The membership of the Corporate Governance & Professional Ethics Committee shall comprise the following:-

a) an independent Chairman who shall be a senior lawyer, not necessarily a member of the Institution, or who may be a Fellow or Member not otherwise a General Councillor, appointed for a period of three years by the General Council;

b) three General Councillors elected annually by and from the Elected General Councillors;

c) two other Fellows or Members of the Institution not otherwise being a General Councillor, appointed annually by the General Council.

**Constitution Committee**

8.2.7 The Constitution Committee shall be set up as and when determined appropriate by the General Council to monitor and review the Constitution and ensure that it is appropriate for the Institution's purposes.

**Personnel Committee**

8.2.8 The membership of the Personnel Committee shall comprise the following:-

a) a Chairman elected annually by and from the Elected General Councillors;

b) Chairman of Executive Committee;

c) Chairman of the Board of IWM Business Services Ltd.;

d) Honorary Treasurer;

e) Two other General Councillors elected annually by and from the Elected General Councillors.

**Communications Committee**

8.2.9 The Communications Committee shall be established by the General Council in consultation with members of the Institution working in the professional public relations and media field. It shall be of a suitable size and membership for its purpose, as determined by the General Council, with co-opted members as appropriate.

**Roles and Responsibilities of Committees**

8.3 The terms of reference of the Committees shall be as follows:-

8.3.1 The Executive Committee

Function

a) to be responsible for the day to day direction of the management of the implementation of the objectives, policies and programmes approved by the General Council;

b) to prepare the Strategic Plan of the Institution for agreement and approval by the General Council;

c) to prepare the annual budget of the Institution for agreement and approval by General Council;

d) to be responsible for all aspects of the employment of the Institution's staff, including employment costs, numbers employed, and salary reviews, together with operational employment matters including recruitment, terminations and reporting lines.

Principal Tasks

a) to ensure that the Institution complies with its legal obligations as a company and as a charity and to implement the financial and management policies of the Institution consistent with the Charter and associated constitutional documents, Companies Acts, Charities Acts, the Law of Trusts, and Financial Services Acts, recommendations for corporate governance, the Combined Code and best practice;

b) to take a view, in carrying out its responsibilities to the Institution, on the necessary balance between the interests of members, employees, customers, suppliers, creditors and the community and ensuring that the Institution has clearly understood practices in relation to these interests consistent with the achievement of its strategic objectives;

c) to determine and supervise the implementation of the professional and business activities within which the Institution should engage and to determine those which it by positive decision should avoid, within the overall policies and objectives determined by the General Council, and as carried out by Committees, Panels, Boards, and others as appropriate;

d) to ensure that the Institution is suitably represented on other bodies and organizations at an appropriate level;

e) to ensure that the Institution reviews the implementation of its professional and business plans in the wider context of the current and potential local, national and international environment and with adequate intelligence as to developments in environmental matters in general and in technology;

f) in carrying out its functions and principal tasks to promote the widest professional interest within the field of environmental activities through the media and other areas of activity, and to further ensure that it maintains, and seeks to improve, the professional standing of the waste management sector in general and its Members in particular;

g) to collate the budgets presented by the management of the Institution and to ensure that they are compatible with the Institution's short and long-term objectives, and to submit them to the General Council for approval;

h) to determine the extent and priority of the Institution's resource needs in relation to future opportunities and threats;

i) to ensure that the financial management of the Institution is professional and sound and that the financial information and resulting accounts are correct and represent a true and fair view;

j) to ensure that the financial investments of the Institution are made in accordance with good investment practice and the Law of Trusts and to suggest proposals to the Investment Panel in respect of any changes to investment or additional investments;

k) to ensure that the Institution's management and information systems are adequate for its professional and business activities and that they are adequate to monitor performance and to enable sound decision making by management, the Executive Committee and the General Council;

l) to identify vulnerabilities in the Institution's financial position, short-term and long-term with particular reference to profitability, liquidity and solvency;

m) to ensure the adequacy of the Institution's management structure and resources for specific and general tasks determined by General Council. To undertake the planning of management, motivation, development and succession;

n) to be responsible for the selection and appointment of the Chief Executive Officer;

o) to monitor management performance against strategic objectives and compliance with strategic polices and to initiate appropriate corrective action if failures are revealed;

p) to approve the remuneration of all members of staff as recommended by the Personnel Committee and to ensure that an annual salary and performance review is undertaken;

q) to annually review the staff establishment against the current and immediately anticipated workload requirements and to report to the General Council thereon;

r) to ensure the fullest communication between all committees, the General Council, Centre Councils, and members in connection with the functions and principal tasks of the Committee subject to consideration of prudence and confidentiality.

**Scientific & Technical Committee**

8.3.2 The role of the Scientific and Technical Committee is to develop technical policy for the Institution. It shall promote best practice and provide a forum for the discussion and development of waste and environmental issues.

The committee will actively promote its technical policies through liaison with other bodies in the sector and through other CIWM committees. Working with IWMBS Ltd the committee and staff will develop programmes for conferences, seminars and workshops as well as contribute to all technical publications, guidelines and best practice documents.

It shall establish working groups and special interest groups to discuss and report on areas of topical interest as well as respond to appropriate consultations and draft legislation. In order to promote the Institution internationally CIWM will be the national member to ISWA, the International Solid Waste Association and appropriate persons will be nominated to represent CIWM in technical committees overseas.

**Education, Training & Membership Committee**

8.3.3 The role of the Education, Training & Membership Committee shall be the promotion of excellence with regard to professional practice within the wastes management industry through a knowledgeable and appropriately qualified membership, and the management of the admissions process for membership of the Institution. The committee will actively promote membership of the Institution as an exemplar of best practice within the industry, and oversee the provision of appropriate educational and training opportunities for all who work within the wastes management industry and associated professions.

**Finance Committee**

8.3.4 The Finance Committee shall ensure that the Institution's internal accounting practices are adequate and is responsible for monitoring related procedures, developing and presenting new policies for the approval of the Executive Committee and General Council. The Committee is responsible for developing and monitoring the income, expenditure, and capital budgets of the Institution and its trading subsidiaries, ensuing that best use is made of any surpluses, and that budgets correspond with the Institution's strategic plans.

Finance Committee shall be responsible for drafting the Investment Policy of the Institution. It shall review the effectiveness of the performance of all the investments on a regular basis, and make recommendations for any change to the Executive Committee.

**Audit Committee**

8.3.5 The role of the Audit Committee is to monitor the integrity of the financial statements; to review the internal financial controls; to review and make recommendations in relation to the governance of the financial management of the Institution; to review the internal control and risk management systems; to make recommendations to the General Council of the Institution in relation to the appointment of the external auditor and to review and comment on the remuneration and terms of engagement of the external auditor; to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process, and to develop and implement policy on the engagement of the external auditor to supply non-audit services. In doing so it will have the power to investigate any activity within its terms of reference, seek any information that it requires from any employee of the

Institution, and to obtain outside legal or other independent professional advice. It will report at least annually to the General Council of the Institution.

**Corporate Governance & Professional Ethics Committee**

8.3.6 The Corporate Governance & Professional Ethics Committee shall ensure that the governance of the Institution complies with the appropriate standards for a company incorporated by a Royal Charter and a registered Charity, and from time to time shall be required to review proposals from other Committees to change the Institution's constitutional documents (the Charter, Bye-Laws, Regulations and Practice Directions) and make such recommendations to the General Council of the Institution for change as it deems appropriate. It is also responsible for the operation of the Institution's Code of Professional Conduct and all Disciplinary actions invoked under the Code.

**Constitution Committee**

8.3.7 The Constitution Committee, formerly the Constitution Review Working Group, is responsible for monitoring and reviewing the constitution of the Institution as amended in June 2004.

**Personnel Committee**

8.3.8 The role of the Personnel Committee is to carry out an independent review of employee salaries on an annual basis to ensure that a salary structure is maintained and market values are reflected. The Committee is also responsible for re-evaluating the terms and conditions of employment, personnel policies and procedures, and employee benefits to ensure that the Institution and IWM Business Services Ltd. are operated in conformance with all current employment and other relevant legislation.

**Communications Committee**

8.3.9 The Communications Committee shall be responsible for developing, implementing and monitoring the communications strategy for the Institution. This will include all branches of the media, the public, the wastes management industry, government and other relevant industries to ensure that the Institution is at the forefront in advising on matters related to the management of wastes.

**Governance of Committees**

8.4 All Committees established from time to time by the Institution shall be governed as follows:-

8.4.1 The Chairman and Vice-Chairman of each such Committee shall be elected as set out above, or by such other method as the General Council shall from time to time determine;

8.4.2 The President and Senior Vice-President shall be ex-officio members of all committees;

8.4.3 Committees shall meet as and when required to effectively carry out their roles and responsibilities, and the Chief Executive Officer shall give committee members at least seven days notice of such meetings;

8.4.4 The Chairman, or his nominated alternate, shall report on the business of the committee to the Executive Committee and/or General Council as required;

8.4.5 A resolution signed by a majority of committee members shall be as valid and effectual as if it had been passed at a meeting of the committee;

8.4.6 No business shall be conducted at any meeting of a committee referred to in section 8.1 hereof unless a quorum of three is present throughout the meeting excluding co-opted members.

8.4.7 The delegated powers of each committee referred to in section 8.1 hereof are:-

a) to implement the approved objectives and programme of work within its remit and set out in the Institution's strategic plan, and in accordance with budget provision;

b) to form such working parties, panels or sub-committees as may be necessary to conduct its business provided always that a committee may not delegate its powers to such working parties, panels or sub-committees without the approval of the General Council;

c) to comply with such terms of reference and criteria as are determined by the General Council of the Institution from time to time in relation to the activities and workings of committees, sub-committees, panels and working parties notwithstanding the nature and form of such terms of reference and criteria which shall be deemed to be binding on such committees, sub-committees, panels and working parties.

## PRACTICE DIRECTION 9

### Trustees (& Others) Interests – (Approved by Council on 14th June 2004)

### Introduction

### Role of Trustees

9.1 The Chartered Institution is governed by its Royal Charter, Bye-Laws, Regulations and Practice Directions, under which it is liable to the Privy Council, and as a Charity, by the Charities Acts which are regulated by the Charity Commission. The Trustees, as General Councillors are responsible, among other matters, for ensuring that the income of the Institution is applied "solely towards the promotion of the Objects", and cannot generally be paid to Members, except in certain defined circumstances.

### Charity Law

9.2 Charity Law states that trustees cannot receive any benefit from their charity in return for any service they provide to it, unless they have express legal authority to do so. In the case of CIWM, this legal authority comes from the Constitutional Documents, mainly clause 5 of the Charter, which allows members to be remunerated for specialist or professional services actually rendered to the Institution. "Benefit" includes any property, goods or services which have a monetary value, as well as money.

### Commissioners' guidance for Trustees in respect of conflict of interest

9.3 The guidance from the Charity Commission is that a trustee should not receive any benefit from his or her charity trust without explicit authorisation, based on the principle that trustees should not be subject to any conflict between their duties to their charity trust and their personal interests, unless the possibility of personal benefit which gives rise to that conflict is transparent. The Commission suggest that transparency is achieved by requiring explicit authorisation of the benefit, and by ensuring that any personal conflict of interest is properly and openly managed.

### New clause in CIWM Charter

9.4 Following consultation with the Clerk to the Privy Council and the Charity Commissioners, recommendations were made to an Extraordinary General Meeting of the Institution held following the Annual General Meeting on the 14th June 2004, to incorporate an additional sub-clause to clause 5 of the Institution's Charter which

allows remuneration to be made to a Trustee/General Councillor for professional or specialist services rendered to the Institution.

**Purpose of Practice Direction**

9.5 The purpose of this Practice Direction is to provide Trustees and staff of the Institution with guidance on how the transparency required by the Charity Commission can be achieved. The guidance applies to all Trustees, and to all other members of Institution committees, panels and boards of whatever constitution, including its subsidiary companies, whether they be members of the Institution or non-members of the Institution.

**Register of Interests**

**Introduction**

9.6 In the interests of transparency and of good corporate governance the Institution will keep a Register of Interests to be completed by all Trustees, members of General Council, members of all Committees, Panels, and Boards of whatever constitution, including the subsidiary companies of the Institution.

**Register and Guidance Notes**

9.7 The form of the Register is set out at Annex A to this Practice Direction, and should be read in conjunction with the guidance notes attached thereto. All those to whom this Practice Direction applies shall complete the details on the Register, and the Chair of all Committees, Panels, Boards of whatever constitution shall remind all those attending before every meeting of the need to keep such Register up to date.

**Personal Interests**

**What is a Personal Interest?**

9.8.1 A personal interest is where an officer, member or employee (as defined in the Institution's Constitutional Documents), or any other person as described above, or relative or friend may stand to benefit from the outcome of a discussion and/or decision by the Institution. The discussion may be in a meeting or in writing.

9.8.2 The benefit may be financial, employment, business, or to a corporate body in which they have a beneficial interest or position of control or management. The benefit may take other forms. Whatever form it takes, the actual or potential benefit may be viewed as posing a risk to the integrity of the Institution and its decision making process.

Note: “Relative” may include spouse, partner, parent, Parent-in-law, son, daughter, step-son, step-daughter, a child of a partner, brother, sister, grandparent, grandchild, uncle, aunt, nephew, niece, or the spouse or partner of any of these people.

**Duty to Disclose a Personal Interest**

9.9.1 An officer, member or employee with a personal interest in a matter to be discussed whether at an Institution meeting or in writing:

9.9.1.1 must disclose the existence and nature of that interest at the start of the discussion or when the interest becomes apparent; and

9.9.1.2 must ensure that the Chief Executive Officer is notified in writing of the nature and extent of the interest.

9.9.2 If in doubt about whether or not an interest is relevant, disclose it and let the chair and/or Chief Executive Officer decide.

9.9.3 The Chief Executive Officer is to keep on file a record of any notified personal interest and the action taken, and is to advise on any further action required to avoid the risk or suggestion of impropriety. Such action may include notifying the Chairman of the Institution’s Executive Committee for further consideration to be given to the matter.

**Action After Disclosure of a Personal Interest**

9.10.1 The officer, member or employee to whom the interest is disclosed has a duty to consider whether or not that interest will pose a risk to the integrity of the Institution and its decision making processes and to notify the Chief Executive in writing of the interest and the action taken.

9.10.2 The chair of a meeting, at which an interest has been disclosed, should consider whether or not the extent and nature of the interest is such that the person should take no part in the discussion of that item and should be asked to withdraw from the room until the discussion of the relevant matter is concluded.

9.10.3 The duty of the chair is to avoid any risk, or suggestion, of impropriety in the conduct of the Institution and its affairs.

9.10.4 The chair should submit to the Chief Executive a written statement of the interest and the action taken to avoid any improper influence on the outcome of the discussion and the decision taken. The Chief Executive will advise if any further action is required to avoid the risk, or suggestion, of impropriety.

9.10.5 "Meeting" may include:

9.10.5.1 the Institution's General Council;

9.10.5.2 the Institution's Executive Committee;

9.10.5.3 any of the Institution's committees, sub-committees, joint committees, regional committees, branch committees or Special Interest Groups, Boards and panels of whatever constitution, including the subsidiary companies of the Institution.

9.10.5.4 any meeting at which the person is representing the Institution or the interests of the Institution.

**Declaration for Agendas**

9.11 All Agendas for meetings of Council and Committees of the Institution should carry a statement in the following form:- ***The attention of members of the Committee is drawn to the requirements in respect of conflicts of interests (as detailed in Regulations Part V).***

**Procedure at Committee Meetings**

9.12 At the commencement of each meeting the Chairman shall draw the attention of members to the requirements of this Practice Direction and the need of members to consider their position should there be any such conflict of interest. Should any member declare an interest, that declaration and any action resulting there-from shall be recorded in the Minutes of the meeting.

**Register of Gifts & Hospitality**

9.13 The Chief Executive Officer shall keep a register of Gifts and Hospitality in a form set out in Annex B and all Trustees shall declare any gifts or hospitality offered by or accepted from any third party in connection with their involvement with the Institution. Some guidance on the gifts and hospitality which should be declared is set out in the guidance note attached to Annex B.

**Recording of Decisions taken leading to remuneration of Trustees & others with an interest**

9.14 A written record shall be kept of all decisions made by the Institution, or its committees, panels or boards, or any of its subsidiaries, and the justification thereof, to award work to any Trustee or other associated person, resulting either directly or indirectly in remuneration for specific services.

**Practice Direction 9**

**ANNEX A**

CIWM

CHARTERED INSTITUTION OF WASTES MANAGEMENT

REGISTER OF INTERESTS

**NAME OF MEMBER** _____

Form to be completed by all Trustees, Members of the General Council, Executive Committee, Standing Committees, Panels and Boards of the Institution and its subsidiary companies.

Each member is required to register all business interest, financial or otherwise, which he or she or (so far as he or she is aware) his or her spouse or partner, children, or other close relatives may have, and which may be relevant to the work or decisions of the Institution. Members should inform the Chief Executive Officer whenever their circumstances change and interests are acquired or cease.

**Any gift(s) or hospitality offered by or accepted from any third party in connection with your involvement with the CIWM are to be declared separately in the Register of Gifts and Hospitality held by the Chief Executive.**

Please refer to the attached guidance notes. Your attention is also drawn to Clause 5 of the Institution's Charter, as amended on 14th June 2004.

Steve Lee

Chief Executive Officer

REGISTER OF INTERESTS

| Nature of Interest | Date Interest began | Date on which Interest changed or ceased |
|---|---|---|
| | | |

DECLARATION
I hereby declare the above-mentioned interests.

Signature:-

_____Date:_____

REGISTER OF INTERESTS CONTINUATION SHEET

| Nature of Interest | Date Interest began | Date on which Interest was changed or ceased |
|---|---|---|
| | | |

DECLARATION
I hereby declare the above-mentioned interests.

Signature:_____

Date:_____

# CHARTERED INSTITUTION OF WASTES MANAGEMENT
# REGISTER OF INTERESTS
# GUIDANCE NOTES

1. Any interest, financial or otherwise, which is likely or would, if generally known, be perceived as being likely to interfere with the exercise of a Member's independent judgement must be disclosed. The interest will then be recorded in a Register, which will be maintained by the Chief Executive Officer. This Register enables members to disclose relevant business interests in a manner that is open, transparent and demonstrates that such interests have not influenced the Institution's decision-taking process. Members are reminded that the Register is open to inspection by all CIWM members.

2. Individual Members are in the best position to decide what business interests are relevant and must be disclosed. However, they may find it helpful to consider whether any particular interest should be disclosed by reference to the following headings, which are set out on the following page as general guidelines.

3. Members are required to provide the same information, if known to him or her, in respect of his or her spouse or partner, children or other close relatives (e.g. living in the same household or a dependant). A member should ask him/herself whether members of the Institution, knowing such information, would reasonably conclude that the relevant interest might influence his or her judgement. When in doubt, **don't** leave it out.

| **Category of Interest** | **Information to be disclosed** |
|---|---|
| Paid Employment | Name of employer, office, profession or other activity. |
| Self employment | Names of significant customers/clients accounting for more than, say 10% of income of individual or firm |
| Consultancies (whether or not paid) | List of consultancies |
| Directorships of commercial companies | List of directorships |
| Partnership in a business or professional partnership | Name of business |
| Significant shareholdings | Names of companies in which the Member owns, say 5% or more of the issued share capital |
| Elected office | Name of authority |
| Trusteeships or participation in the management of charities and other voluntary bodies | Name of body |
| Public appointments (paid or unpaid) e.g. local authority, health authority, NHS trust | Name of body |
| Membership of professional bodies and trade or other associations | Name of body |

| | |
|---|---|
| Unremunerated posts, honorary positions and other positions that might give rise to a conflict of interest or of trust | List of positions |

**Practice Direction 9**
**ANNEX B**

## REGISTER OF GIFTS AND HOSPITALITIES

| Party providing the gift/hospitality | Nature of gift/hospitality received | Approximate value of gift/hospitality | Date gift/hospitality was received |
|---|---|---|---|
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