

# ROYAL CHARTER

ELIZABETH THE SECOND by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS the Institute of Wastes Management ('the former Institute') was formed as the 'Association of Cleansing Superintendents' in 1898, incorporated as a company limited by guarantee in 1908 under the name of the 'Institute of Cleansing Superintendents' changing its name to the 'Institute of Public Cleansing' in 1928 and then to the 'Institute of Solid Waste Management' in 1973 and to the 'Institute of Wastes Management' in 1981 and has by a Humble Petition prayed that We might be graciously pleased to grant to it a Charter of Incorporation:

NOW THEREFORE know ye that We having taken the said Petition into Our Royal Consideration and being minded to accede thereto, have been pleased, by virtue of Our Prerogative Royal and of Our especial grace, certain knowledge and mere motion, to grant and declare, and do hereby for Us, Our Heirs and Successors, grant and declare as follows:

1. The persons who are now the members of the former Institute (who will become Members of the Institution in the same class of membership as they currently are in the former Institute) and all other persons as shall hereafter pursuant to this Our Charter become Members of the body corporate hereby constituted shall forever hereafter be one body corporate and politic by the name of the 'Chartered Institution of Wastes Management' and by the same name shall continue to 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 proceedings and shall have power to do all other matters and things incidental or appertaining to a body corporate.

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2. In this Our Charter:

2.1 'the Bye-Laws' means the Bye-Laws of the Institution made under this Our Charter as amended from time to time as herein provided and annexed hereto;

2.2 'the Constitution' means the body of fundamental principles according to which the Institution is governed and being comprised in this Our Charter, the Bye-Laws, the Regulations and the Practice Directions;

2.3 'the General Council' means the General Council of the Institution from time to time established in accordance with the Constitution;

2.4 'general meeting' means a general meeting of the Members;

2.5 'the Institution' means the Chartered Institution of Wastes Management as hereby incorporated;

2.6 'Member' means any person of any of the classes of members of the Institution defined in the Constitution;

2.7 'month' means calendar month;

2.8 'the Objects' means the objects for which the Institution is established as expressed in this Our Charter;

2.9 'the Practice Directions' means the Practice Directions of the Institution determined by the General Council as provided for in this Our Charter as amended from time to time as herein provided;

2.10 'the Regulations' means the Regulations of the Institution determined by the Members as provided for in this Our Charter as amended from time to time as herein provided;

2.11 words importing the singular number only shall include the plural number and vice versa, words importing the masculine gender only shall include the feminine gender and words importing persons shall include both incorporated and unincorporated organisations;

2.12 references to any legislation shall be deemed to include any amending or subsequent legislation;

2.13 any definition used in any part of the Constitution shall have the same meaning in any other part thereof; and

2.14 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 Regulations, the Bye-Laws;

and in the case of the Practice Directions, the Regulations or Bye-Laws, this Our Charter.

3 The Objects shall be to advance for the public benefit the art and science of wastes management worldwide and so to promote education, the protection of public health and the preservation of the environment, and for that purpose to further and maintain good standards of practice, competence and conduct by all its Members.

4. For the purpose of attaining the Objects, but not further or otherwise, the Institution shall have the following powers:

4.1 to accept any gift, endowment or bequest made to the Institution and to administer any trusts attached to any such gift, endowment or bequest;

4.2 to establish various classes of membership;

4.3 to establish Centres of the Institution in the United Kingdom and elsewhere and to regulate and discontinue the same;

4.4 to establish such forms of representation elsewhere in the world as the General Council shall from time to time determine;

4.5 to enter into partnerships, joint ventures or such other forms of association as may be appropriate with universities and other educational establishments;

4.6 to examine persons in subjects directly and indirectly relating to wastes management and grant prizes, diplomas and certificates for the passing of such examinations provided that every such diploma and certificate shall contain on its face a statement to the effect that it is not issued under, in pursuance of, or by virtue of any statutory or government sanction or authority, but by the authority of the Institution only;

4.7 to organise, found, maintain, sponsor and hold classes in the United Kingdom or elsewhere for the study of wastes management and all matters relating thereto and to engage and pay any professors, lecturers or teachers for such classes or to assist in giving or obtaining such teaching by grants to technical schools, colleges or institutions, or to provide and give scholarships in connection therewith;

4.8 to establish, form, provide and maintain in the United Kingdom or elsewhere, libraries, laboratories, lecture rooms or other institutions;

4.9 to hold meetings for the hearing of communications on wastes management matters and discussions thereon;

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4.10 to hold congresses for the consideration and discussion of subjects relating to wastes management;

4.11 to hold exhibitions of appliances, to test practically any such appliances as may be brought to the notice of the Institution and to offer and award premiums or prizes for the encouragement of improvements in such appliances;

4.12 to award medals or certificates of merit for any such appliances which the Institution deems worthy of such recognition, provided always that every certificate of merit granted by the Institution shall contain on its face a statement to the effect mentioned in paragraph 4.6 herein;

4.13 to issue, edit and publish books, journals, pamphlets, films, tapes or other literary or educational matter relating to or connected with wastes management;

4.14 to purchase, lease, have, hold, dispose of or otherwise deal with any property real or personal, including shares in any company;

4.15 to undertake and execute any trusts which may seem to the Institution conducive to any Object;

4.16 to borrow any monies required for the purposes of the Institution upon such terms and on such securities as may be determined;

4.17 to sell, improve, manage, develop, lease, mortgage, dispose of, turn to account or otherwise deal with all or part of the property of the Institution as may be thought expedient with a view to the promotion of the Objects;

4.18 to invest the monies of the Institution not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as herein provided;

4.19 to hold, acquire by subscription or purchase shares in any company over which the Institution shall have control and (provided that the activities of such a company are in pursuit of the Objects) to supply administration and management services in relation to the business operations of that company, including (but without prejudice to the generality of the foregoing) the secondment of the Institution's employees;

4.20 to pay any premium in respect of any insurance or indemnity:

4.20.1 to cover the liability of the Institution's employees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Institution

provided that any such insurance or indemnity shall not extend to any claim arising from wilful fraud or wrong doing or wilful neglect or default on the part of any employee of the Institution;

4.20.2 to cover the liability of the General Councillors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Institution provided that any such insurance or indemnity shall not extend to any claim arising from wilful fraud or wrong doing or wilful neglect or default and provided also that any such insurance shall not extend to any claim arising from any act or omission which the General Councillors knew to be a breach of trust or breach of duty or which was committed by the General Councillors in reckless disregard whether it was a breach of trust or breach of duty or not and furthermore provided that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the General Councillors in their capacity as trustees of the Institution; and

4.21 the doing of all such other lawful things as are incidental or conducive to the attainment of the Objects, or any of them, provided that in case the Institution shall take or hold any property which may be subject to any trusts, the Institution shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

5. The income and property of the Institution whencesoever derived shall be applied solely towards the promotion of the Objects and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, so as to profit any Member or Members, provided that nothing herein shall prevent the following payments, if made in good faith of:

5.1 reasonable and proper remuneration to employees of the Institution, not being members of the General Council;

5.2 refund of reasonable expenses properly incurred on behalf of the Institution, whether by members of the General Council or employees of the Institution;

5.3.1 a sum paid to a Member in return for any services actually rendered to the Institution;

5.3.2 Remuneration to any member of the General Council or a connected person thereof or to any firm or body corporate in which such member has an interest, for

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professional or specialist services rendered to the Institution when instructed to act in such capacity on behalf of the Institution, provided that such member shall not be present during any discussion, or be party to any decision, relating to such remuneration or instruction. Before giving such instruction, the General Council must be satisfied that it is in the best interests of the Institution to employ, or contract with, that General Councillor rather than someone who has no connection with the Institution;

5.4 reasonable and proper interest on money lent by any Member;

5.5 reasonable and proper rent for premises demised or let by any Member; and

5.6 subject to the limitations contained in paragraph 4.20 hereof, the purchase or maintenance of insurance against any liability for any employee or member of the General Council.

6. No member of the General Council of the Institution shall be appointed to any salaried office of the Institution or any office of the Institution paid by fees and no remuneration or other benefit, in money or money's worth, shall be given by the Institution to any member of the General Council except in repayment of out-of-pocket expenses or for the purposes and in the circumstances expressly excepted above. Payment to any company of which a Member or any person connected therewith as defined in section 839 Income and Corporation Taxes Act 1988 holding less than 1% of the capital is also expressly excepted from this provision and any such person shall not be bound to account for any share of profits they may receive in respect of any such payment.

7. Subject to the provisions of this Our Charter and other provisions of the Constitution, the business of the Institution shall be managed by the General Council which shall consist of such number of Members with such qualifications to be elected or constituted in such manner and to hold office for such period and on such terms as to re-election and otherwise as the Constitution shall prescribe.

8. The General Council shall appoint such persons with such functions, tenure and terms of office as shall be required to fulfil the Objects.

9. The first members of the General Council shall be the persons who are the members of the General Council of the former Institute at the date of this Our Charter.

10. The business of the General Council shall be conducted subject to the provisions of the Constitution.

11. There shall be such classes of Corporate and Non-Corporate Members as the Constitution shall prescribe. The qualifications, method and terms of admission, rights, privileges and obligations of each of the classes of membership and the disciplinary arrangements to which Members must adhere shall be as prescribed in the Constitution.

12. The affairs of the Institution shall be managed and regulated in accordance with the Constitution, such Constitution to remain in force until revoked, amended or added to as follows:

12.1 the Institution may revoke, amend or add to any of the provisions of this Our Charter by a resolution passed by a majority of not less than three-quarters of the Corporate Members voting at a general meeting, whether in person or by proxy, and any such revocation, amendment or addition shall, when approved by Us, Our Heirs or Successors in Council, become effectual so that this Our Charter shall thenceforward continue to operate as though it had been originally granted and made accordingly. The provision shall apply to this Our Charter as revoked, amended or added to in manner aforesaid provided that no revocation, amendment or addition shall be made which shall cause the Institution to cease to be a charity in law;

12.2 any of the Bye-Laws may from time to time be revoked, amended or added to by resolution passed by a majority of not less than three-quarters of the Corporate Members voting at a general meeting, whether in person or by proxy, provided that no Bye-Law and no such revocation, amendment or addition as aforesaid shall have any force or effect if it be repugnant to any of the provisions of this Our Charter and until the same has been submitted to and approved by the Lords of Our Privy Council, of which approval a Certificate under the hand of the Clerk of Our Privy Council shall be conclusive evidence;

12.3 the Bye-Laws may direct that any matter, which pursuant to this Our Charter may be prescribed or regulated in the Bye-Laws, may be further prescribed or regulated by Regulations determined from time to time by the General Council with approval of not less than three-quarters of the Corporate Members voting at a general meeting whether in person or by proxy, provided that any such further prescription or regulation shall not be repugnant to the provisions of this Our Charter or the Bye-Laws; and

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12.4 the Regulations may direct that any matter, which pursuant to this Our Charter may be prescribed or regulated in the Regulations, may be further prescribed or regulated by Practice Directions determined from time to time by the General Council, provided that any such further prescription or regulation shall not be repugnant to the provisions of this Our Charter, the Bye-Laws or the Regulations.

13. It shall be lawful for the Institution at a general meeting to surrender this Our Charter subject to the sanction of Us, Our Heirs or Successors in Council and on such terms as We or They may consider fit and to wind up or otherwise deal with the affairs of the Institution in such manner as shall be directed by such general meeting or in default of such direction as the General Council shall think expedient, having due regard to the liabilities of the Institution for the time being and if, on the winding up or the dissolution of the Institution, there shall remain, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid or distributed among the Members or any of them but shall, subject to any special trusts affecting it, be given and transferred to some other charitable association or associations to be determined by the General Council at or before the time of dissolution and having objects similar to the Objects.

14. And We do for Ourselves, Our Heirs and Successors grant and declare that this Our Charter, or the enrolment of it, shall be in all things valid and effectual in law according to its true intent and meaning and shall be taken and construed benevolently and adjudged most favourably and beneficially for the best advantage of the Institution and the promotion of the Objects, as well as in Our Courts of Records as elsewhere, notwithstanding any non-recital, mis-recital uncertainty or imperfection.

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

WITNESS Ourselves at Westminster the first day of March in the fifty-first year of Our  
Reign.

BY WARRANT UNDER THE HANDS OF THE COUNSELLORS OF STATE

PHILLIPS

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