



## **THE APM REGULATIONS**

**These Regulations were approved by  
the Board of Association for Project Management  
on 10 January 2012**

**Asociation for Project Management is a registered charity No: 290927 and a  
company limited by guarantee No: 1218334**

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<b>Foreword</b>	

With increasing change in virtually every aspect of life, there is an ever greater need for improved project management, the most effective way to manage complicated changes. Hence it is an exciting time in the evolution of our professional body, the Association for Project Management (APM).

As the Association – through its members (individual and corporate), volunteers, Executive and Board – enhances the art, theory and practice of project management to ensure the success of projects, it is essential that we also govern ourselves professionally for the benefit of the public, our members and staff.

Our Regulations describe the relationships between management of APM, the Board and our Membership. They also define the structures and mechanisms through which we set, monitor and achieve our objectives. We have reviewed and updated these Regulations to make sure that they continue to give APM the best possible support as it continues to develop as a leading world-class professional body.

I commend to you this guide to our governance, rules and regulations and wish you success in delivering your projects, programmes and portfolios.

Mike Nichols  
APM Chairman  
May 2010

## **1. INTRODUCTION**

- 1.1. These Regulations form part of the overall policies and procedural requirements for Association for Project Management (APM). Nothing in these Regulations is intended to supersede or alter APM's Memorandum and Articles of Association.
- 1.2. The Memorandum and Articles of Association are the primary governing instruments which may not be varied without reference to the appropriate regulatory body.
- 1.3. The Regulations may be amended by majority consent of the APM Board only. They contain Terms of Reference for the APM Board and also define delegation of powers to Committees and to the Chief Executive.
- 1.4. Day-to-day procedures and operating practices which are within the responsibility of the Chief Executive as defined in clause 7.4 below do not form part of the Regulations. They shall be itemised in a Quality Management System comprising policies, procedures and work instructions which will be amended as circumstances require.

## **2. SCOPE**

- 2.1. These Regulations apply specifically to APM (the Association).
- 2.2. These Regulations shall apply to all Annual and Extraordinary General Meetings, Board Meetings, Committee Meetings, the activities of all groups that may be formed from time to time and all individuals involved in APM activities.

## **3. DEFINITIONS AND REFERENCES**

### **3.1. Definitions**

Where referred to in these Regulations the following definitions and interpretations shall apply:

#### **3.1.1. AGM**

The Annual General Meeting of the Association.

#### **3.1.2. Board Member**

A trustee of the charity and a director of the company.

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3.1.3. **Calendar**

The calendar year shall start on 1<sup>st</sup> January.

The financial year shall start on 1<sup>st</sup> April.

3.1.4. **Chairman**

The Chairman of the Board.

3.1.5. **CPD**

Continuing Professional Development.

3.1.6. **Executive**

The Chief Executive and the executive team of staff appointed by the Chief Executive.

3.1.7. **Interpretation**

Any references to the male gender shall include the female gender and vice versa where appropriate. Similarly any references to the singular shall include the plural and vice versa where appropriate.

Any reference to project management shall also include programme management and portfolio management where appropriate.

3.1.8. **Jurisdiction**

These Regulations are to be interpreted under and are subject to English Law and the courts in the UK.

3.1.9. **Risk**

An opportunity or a threat.

3.1.10. **SIG**

Specific Interest Group.

3.1.11. **Terms of Office**

A term of office shall start immediately following the relevant AGM if the appointment was made at an AGM or, if not, when taking up a post or as otherwise agreed by the Board.

3.2. **References**

3.2.1. In the event of any conflict between these Regulations on the one hand, and the Memorandum and Articles of Association on the other, the latter shall prevail.

3.2.2. In the event of any dispute as to the interpretation of these Regulations, the ruling of the Board shall be final.

**4. THE BOARD AND COMMITTEES**

4.1. **The Board and Board Members**

4.1.1. The Terms of Reference of the Board of APM are set out in Appendix 1 of these Regulations.

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- 4.1.2. A Board Member selected by the Board shall chair the first Board meeting after the AGM until a Chairman is selected. The selection of the Chairman shall be the first item on the agenda requiring a decision by the Board.
  - 4.1.3. The Board shall ensure that all new Board Members receive adequate induction and that effective arrangements are made to enhance the skills, experience and knowledge of all its members on an ongoing basis.
  - 4.1.4. The Board shall carry out appraisals of its own performance as a board as recommended by the Audit and Performance Review Committee, and ensure that the appraisals of individual Board Members are carried out after one year in office.
  - 4.1.5. Except where circumstances do not permit, Board Members shall give reasonable notice to the Board should they wish to resign so that orderly succession can be arranged.
  - 4.1.6. Recognising Board Members' voluntary status and other calls on their time, individual Board Members and the Board as a whole shall:
    - represent the Association on internal Committees and other groups;
    - attend the Association's internal events;
    - liaise with members and stakeholders; and
    - attend and represent APM at external events.
  - 4.1.7. It is expected that Board Members will attend at least 75% of Board Meetings in a rolling year.
- 4.2. **The Board Election**
- 4.2.1. Following identification of the number of vacancies arising, an open request for nominations shall be advertised in appropriate media.
  - 4.2.2. Only Full Members of the Association, as specified in clause 9.3 below, are eligible to stand as candidates in the Board Election.
  - 4.2.3. Candidates are required to submit a nomination form to the Secretary not more than four and not less than two calendar months before the AGM.
  - 4.2.4. Each candidate's nomination form shall be signed by a proposer and seconder who shall both be Full Members of the Association.
  - 4.2.5. Candidates are also required to submit a photograph and a personal profile in a format determined by the Nominations Committee.
  - 4.2.6. All nominations shall be subject to scrutiny for eligibility by the Secretary on behalf of the Board.
  - 4.2.7. Ballot papers shall be provided to all Members eligible to vote in general meetings, with a voting period of at least one month.
  - 4.2.8. The methods of voting shall be determined by the Board and may include electronic methods of voting.
  - 4.2.9. The candidates elected shall be those with the greatest number of votes to fill the available vacancies.

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4.2.10. The election result will be announced at the AGM and published in appropriate media.

4.3. **Committees**

4.3.1. The Board may appoint one or more Committees, each consisting of two or more Board Members and normally comprising a minimum of four members, for the purpose of supervising or performing any of its duties which, in the opinion of the Board, would be more conveniently undertaken or carried out by a Committee.

4.3.2 The Board shall approve the membership of its Committees, which may include up to three employees of the Association. Other than employees of the Association, members of the Board's policy committees shall be individual members of the Association, but this requirement does not apply to membership of the Board's assurance committees.

4.3.3. The Board shall appoint each Committee Chairman and review each chairmanship annually.

4.3.4. The Chairman of each Committee shall usually be a Board Member, with the exception of the Audit and Performance Review Committee whose Chairman shall not be a Board Member.

4.3.5. Committee Chairmen shall review Committee memberships on an annual basis, but no individual, other than an employee of the Association, shall serve on the same Committee for more than nine consecutive years.

4.3.6. Except where circumstances do not permit, Committee Members shall give reasonable notice to their Committee Chairman should they wish to resign so that orderly succession can be arranged.

4.3.7. The acts and proceedings of Committees shall be fully reported to the Board at its regular meetings and Committees shall operate within their delegated authorities.

4.3.8. The powers delegated to each Committee shall be set out in Terms of Reference approved by the Board.

4.3.9. A Committee may delegate individual topics to a sub-committee or a panel when additional or specific expertise is required. Sub-committees or panels may comprise any number of members and will usually be chaired by a Committee Member.

4.3.10. No Committee or sub-committee or panel shall have authority to discharge the functions listed in Appendix 1, being functions of the Board which the Board has reserved for itself and which may not be delegated. The Board may, however, instruct Committees to investigate, review, propose and make recommendations to it relating to the Board's discharge of these functions.

4.3.11. The quorum for a Committee Meeting shall consist of not less than one third of the members (rounded to the nearest whole number) or two members, whichever is the greater, unless a higher number is specified in any individual committee's Terms of Reference. The quorum must always include at least one Board Member.

## **5. MEETINGS**

### **5.1. General Meetings**

Full Members are entitled to attend general meetings either personally or to appoint any other person as their proxy to exercise all or any of their rights to attend and to speak and vote at the meeting. Notice of general meetings is not normally provided to Associate Members, Student Members, Corporate Members and Honorary Fellows who are not Full Members, all of whom do not have the right to vote at general meetings, but their attendance is not precluded and notice of general meetings will be openly advertised in appropriate media.

### **5.2. Board and Committee Meetings**

5.2.1. Subject to the provisions of the Articles of Association the Board may regulate its proceedings as it sees fit.

5.2.2. At least four meetings of the Board shall be held in any one calendar year.

- a. The meeting immediately following the AGM shall deal with the business set out in clause 5.4 below.
- b. One meeting or part thereof shall be held each year to review and consider the strategies and policies for the forthcoming year and beyond.
- c. A meeting shall be held in or about January to receive the draft business plan and budget for the forthcoming financial year beginning 1 April and to agree the budget and business plan.
- d. The meeting(s) before the AGM shall:
  1. Receive an annual report on representations from the Chief Executive;
  2. Receive an annual report on audit and internal controls from the Audit and Performance Review Committee;
  3. Approve the annual report and accounts; and
  4. Settle the agenda for the AGM.
- e. A Board Member may, and the Secretary shall at the request of a Board Member, call a meeting of the Board.

5.2.3. The Chief Executive, the Head of Finance and Administration and the Secretary are required to attend meetings of the Board. Their attendance shall be recorded in the minutes and participation shall be at the discretion of the Chairman. Neither the Chief Executive nor the Head of Finance and Administration nor the Secretary shall be entitled to vote.

5.2.4. The Chairman of the Board and the chairmen of committees shall establish the dates of meetings and the reports of each body in conjunction with the Chief Executive to ensure that the annual schedules of activities of all bodies are conducive to the efficient operations of the Association.

5.2.5. Any member of staff may be invited to attend a meeting of the Board or a Committee.

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**5.3. Preparation of Agendas and Issue of Papers**

- 5.3.1. The chairman of each body and its secretary shall determine the notice periods and methods for the receipt of papers.
- 5.3.2. Those wishing to include business on the agenda of the Board or any Committee that does not form part of its regular business shall seek agreement of its chairman at least fifteen working days prior to the scheduled meeting, unless agreed otherwise.
- 5.3.3. All papers for inclusion on an agenda shall be delivered to the secretary responsible for their co-ordination, review and distribution at least ten working days prior to the meeting, unless agreed otherwise.
- 5.3.4. The approved papers and agendas shall be dispatched by agreed method to relevant recipients at least five working days before the meeting.

**5.4. Meeting of the Board following the AGM**

At the first meeting after the AGM the Board shall conduct the following business:

- a. Elect its Chairman;
- b. Elect its Deputy Chairman or Chairmen; and
- c. Settle the dates of Board meetings up to the next AGM.

**5.5. Minutes**

- 5.5.1. The Minutes of the general meetings and all Board and Committee Meetings shall be recorded, agreed at the relevant subsequent meeting, signed by the chairman of that meeting and subsequently kept secure. The Minutes of a general meeting shall be agreed with the Chairman in office at the time of the meeting and published in appropriate media to the membership as soon as possible after the meeting.
- 5.5.2. The secretary to any meeting covered by these Regulations will produce a draft copy of the Minutes of that meeting and send it to the chairman of the meeting to which they refer within fifteen working days of the meeting. The chairman shall confirm that the draft accurately records all decisions and matters of substance arising at the meeting. Minutes shall be issued with papers and agendas for the subsequent meeting unless issued earlier.
- 5.5.3. Upon the review of Minutes of the previous meeting no discussion shall take place at that stage except upon their accuracy. When accuracy of the Minutes has been agreed they shall be signed and dated by the meeting chairman.
- 5.5.4. All Minutes so signed shall be conclusive evidence of any fact stated therein.

**5.6. Procedure at Meetings**

- 5.6.2. The ruling of the chairman of a meeting on any procedural matter arising at a meeting shall be final.
- 5.6.3. If any matter arises at a meeting as to the appointment, promotion, dismissal, salary, or condition of service, or as to the conduct of any person employed by the Association, this shall not be the subject of discussion until the Board Members present at the meeting have decided

whether or not any staff attending the meeting may remain. If any staff recorded as present leave the meeting during discussion of such a matter a record of the fact shall be made in the Minutes.

**5.7. Record of Attendance**

Every Board Member attending a meeting of the Board or a Committee shall ensure that their presence is accurately recorded in the minutes, and such record shall be used to determine whether the removal procedure specified in Article 3.11.3 should apply.

**5.8. The Chief Executive at Meetings**

The Chief Executive may at his own discretion, with or without notice, attend any meeting of any Committee or other group. This is subject to the specific veto of the chairman of the meeting following discussion and agreement with the Chief Executive.

**5.9. Attendance by Board Members**

Any Board Member may also attend meetings of the committees to which they have not been appointed, and their attendance shall be recorded in the Minutes. Members so attending may participate in the meeting as if they were appointed members of the committee, except that they shall not be entitled to vote.

**6. KEY OFFICIALS**

**6.1. The President**

6.1.1 The Board may invite any person to be President of the Association who in its opinion can contribute to achieving the Association's Objects. The person need not be a member of the Association and shall not be a Board Member nor required to attend Board meetings.

6.1.2. The term of office for the President shall be three years. The President shall not be offered more than three consecutive terms. The retirement of the President and the appointment of his successor will normally be effected at an AGM.

6.1.3. In the final year of the President's term of office names for a possible successor shall be sought by the Chairman from the Nominations Committee and agreed with the Board. The Chairman shall approach candidates to determine their willingness to serve and their views on the directions and opportunities for the Association. The Board has the option to meet and interview candidates and shall subsequently decide who should be invited to serve. The Chairman shall formally invite the selected candidate and inform any others of the outcome.

**6.2. The Vice Presidents**

6.2.1. The position of Vice President shall be offered at the discretion of the Board to previous Chairmen of the Board and previous Presidents. The total number of Vice Presidents shall be unlimited.

6.2.2. The role of Vice Presidents shall be to act as advisers to the current Board as living history of the activities of the Association. They should, where appropriate, be invited to sit on committees and advisory groups to

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the Board. They should also be prepared to deputise in the absence of the President at general meetings and other presidential activity.

- 6.2.3. The term of office for a Vice President shall be three years. The Board may renew the office by invitation for further three-year periods.

**6.3. The Chairman**

- 6.3.1. The Chairman of the Board shall be selected by the Board Members annually at the first meeting of the Board after the AGM.

- 6.3.2. Any Board Member may stand for appointment and should be prepared to make a brief statement to the Board outlining reasons for standing and the strengths to be brought to the post.

- 6.3.3. The main responsibilities of the Chairman are to:

- a. ensure the efficient conduct of the Board's business and of the Association's general meetings (in conjunction with the Secretary);
- b. ensure that all Board Members are given the opportunity to express their views and that appropriate standards of behaviour are maintained in accordance with the Board Member Code of Conduct and with the values of the Association;
- c. establish a constructive relationship with, and provide support for, the Chief Executive and ensure that the Board and the Executive act in partnership.
- d. ensure that the Board delegates sufficient authority to its Committees, the Chairman, the Chief Executive and other groups to enable the business of the Association to be carried on effectively between meetings of the Board; and also to ensure that the Board monitors the use of these delegated powers;
- e. ensure that the Board receives professional advice when it is needed, either from its senior staff or from external sources;
- f. ensure that the Association follows governance good practice which is appropriate to its circumstances;
- g. represent the Association as appropriate;
- h. take decisions delegated to the Chairman;
- i. ensure that the Board makes proper arrangements to appraise the performance of the Chief Executive and, through the Remuneration Committee, to determine the remuneration of the Chief Executive and other senior staff;
- j. ensure, when necessary, that the Chief Executive is replaced in a timely and orderly fashion;
- k. ensure that the Board makes proper and appropriate arrangements for its own appraisal and that of individual Board Members, including the Chairman's own appraisal; and

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- I. ensure that the Board makes proper arrangements for implementing a succession plan for Board and Committee membership.

The Chairman and Deputy Chairmen may agree to allocate these duties between themselves.

**6.4. The Deputy Chairmen**

- 6.4.1. Up to two Deputy Chairmen of the Board shall be selected by the Board Members annually at the first meeting of the Board after the AGM.
- 6.4.2. Any Board Member may stand for appointment and should be prepared to make a brief statement to the Board outlining reasons for standing and the strengths to be brought to the post.
- 6.4.3. It is expected that Deputy Chairmen will affirm willingness to stand in for the Chairman should the necessity arise. There shall be no obligation on any Deputy Chairman to stand subsequently for the office of Chairman, nor shall there be an obligation on the Board to accept such an offer. In the event that the Chairman is unable to continue for his current term of office a Deputy Chairman will convene a meeting of the Board to select a new Chairman.
- 6.4.4. In the absence of the Chairman a Deputy Chairman appointed by the Board shall act in all respects as Chairman of the Association until a new Chairman is appointed.

**7. THE CHIEF EXECUTIVE**

- 7.1. The Association shall have a Chief Executive appointed by the Board – and whom the Board may remove.
- 7.2. Appointment of the Chief Executive shall be made following a selection process conducted by the Chairman, other Board Members and advisers appointed for that purpose by the Board.
- 7.3. The Chief Executive is ultimately responsible for the operational management of the Association's affairs. He must assist the Board to determine its strategic objectives and ensure their achievement through effective deployment of the Association's resources and productive relationships with external agencies.
- 7.4. Subject to these Regulations, and in accordance with policies and decisions made by the Board or any Committee, the Chief Executive may, without further reference to the Board or Committee, take the action that is considered necessary to ensure the efficient and effective management and routine administration of the Association's activities. The Chief Executive shall report any material exercise of this delegation to the Board.
- 7.5. The essential duties of the Chief Executive, which can only be changed by agreement of the Board, shall be to:
  - a. act in the best interests of the Association;
  - b. assist and advise the Board in determining the Association's strategy and policies;

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- c. manage the affairs of the Association in accordance with its values and objectives, and the general policies and specific decisions of the Board;
  - d. draw the Board's attention to matters that it should consider and decide;
  - e. ensure that the Board is given the support and information necessary to perform its duties and, in particular, that the Board receives advice on matters concerning compliance with its governing instrument, the law and the need to remain solvent;
  - f. ensure that adequate systems of control, risk identification, assessment and management are established and maintained, and that regular reports on these are provided, at least annually, to the Board;
  - g. supervise, with the guidance of the Chairman, the preparation of documents for consideration by the Board;
  - h. help the Chairman ensure that the business of the Board is properly conducted;
  - i. lead and manage the staff of the Association and ensure that their performance is appraised; and
  - j. represent the Association as appropriate.
- 7.6. The following responsibilities relating to personnel matters are delegated to the Chief Executive in respect of directly employed staff:
- a. decide the number and grades of posts required to carry out the work of the Association within approved budgets and subsequently report thereon to the Board;
  - b. within policies agreed with the Remuneration Committee, settle terms and conditions of service, salaries and other emoluments; and
  - c. decide the following matters:
    - 1. staff selection and recruitment and the authorisation of candidates' expenses and appointees' relocation expenses, accommodation and travelling allowances;
    - 2. extension of sick pay entitlements;
    - 3. staff welfare matters;
    - 4. operation of a performance appraisal scheme for staff;
    - 5. authorisation of casual and temporary appointments and the determination of their rates of pay and allowances;
    - 6. informal and formal communications, consultations and negotiations with employee representatives;
    - 7. leave of absence in excess of normal entitlement;
    - 8. staff training arrangements and attendance of staff on courses;
    - 9. extensions of service;

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10. determining *ex gratia* payments to employees in cases of loss or damage to possessions in connection with the business of the Association (provided such payments may be lawfully made); and
  11. conduct disciplinary hearings.
- d. The appointment of other members of the Executive shall be made following a selection process conducted by the Chief Executive. This may be carried out in conjunction with the Board Member championing the relevant stream of operations. The Chief Executive shall consult the Chairman concerning any proposal to terminate the employment of a member of the Executive.
- 7.7. The following general responsibilities are specifically delegated to the Chief Executive.
- a. Manage properly the finances of the Association and ensure regular management reports are submitted to the Board on the full range of finances and related issues.
  - b. Ensure the Association receives an effective independent audit service.
  - c. Ensure that the delivery of those services and responsibilities which the Association receives as part of agreements and contracts are monitored and managed so as to ensure that they are delivered in accordance with agreed standards. Also ensure the Board is informed of any significant or recurring variation in performance.
  - d. Ensure that those services and responsibilities for which the Association is responsible are contracted and delivered in accordance with agreed standards and that regular reports are submitted to the Board.
  - e. Identify and allocate suitable resources to activities.
  - f. Manage the organisation of the Association and ensure staffing resources are deployed in accordance with conditions of employment to maximise their contribution to the Association's objectives.
  - g. Establish systems to identify, prioritise, monitor and co-ordinate studies, research projects and initiatives undertaken by or on behalf of the Association.
  - h. Establish and maintain a Quality Management System for the control of the day-to-day administrative activities within APM.
  - i. Conduct business in line with recognised good project management practice appropriate to the requirements of the Association.

The Chief Executive may delegate or share these activities with appropriate members of staff – whilst retaining overall responsibility.

## **8. GENERAL INSTRUCTIONS RELATING TO CHAIRING OF MEETINGS**

- 8.1. Groups other than the Committees of the Board, including steering groups, panels, advisory groups and working parties, shall propose their chairman in

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- such a manner and for such a period as they may determine, unless prescribed by separate Terms of Reference, subject to such appointment being endorsed by the Board. In the case of new or reconstituted bodies the Board shall select the chairman from suitable candidates, who may be recommended by the Nominations Committee, at the outset.
- 8.2. In the absence of the appointed chairman from a meeting, those present shall elect one of their number to chair the meeting, unless provided otherwise. Such person presiding at the meeting shall in all respects be authorised to act for the purposes of that meeting as if he were chairman.
- 8.3. The Chairman, Deputy Chairmen, chairmen of committees and chairmen of other groups shall, unless they resign or become disqualified, be entitled to act as such until successors are appointed.
- 8.4. Each Board or Committee Member or other group member, including the chairman, shall have one vote. Decisions may be reached by a bare majority of votes. In the case of an equality of votes the chairman shall have a second and casting vote unless specified otherwise in any individual committee's Terms of Reference.

## 9. THE MEMBERS

- 9.1. Individuals interested in and/or committed to project management are encouraged to apply to join the Association at the appropriate individual grade and to further upgrade to suit their circumstances. Similarly organisations/parts of organisations which are interested in and/or committed to project management are encouraged to apply to join as corporate members.
- 9.2. All applications for membership shall be in writing (which shall include electronic applications) with the prescribed information and shall be considered by the Membership Panel in sequence as received.
- 9.3. Individuals in the Member and Fellow grades of membership, plus Honorary Fellows who were Members or Fellows at the date of their Honorary Fellowship award, shall be collectively known as the Full Members. Honorary Fellows who were not Full Members at the date of their award do not acquire Full Member status. Only Full Members are permitted to stand for election to the Board or to vote in both the election of Board Members and at General Meetings.
- 9.4. The grades of membership and the criteria for entry to these grades shall be as follows:

### 9.4.1. Member

Membership of APM is available to anyone who satisfies the project management competence standards as defined and published by the Board from time to time.

Applications shall be assessed by a peer review Membership Panel of experienced project management practitioners who are already Full Members of APM.

Membership provides entitlement for individuals to hold the post-nominal MAPM.

### 9.4.2. Fellow

Fellowship of APM recognises an individual's significant contribution to the development of the art and science of project management either as a practitioner, teacher or researcher.

Applicants for fellowship should normally have held membership of APM for five years, or have worked in a senior position, and applications shall be considered following provision of:

- a. evidence of substantial achievement in professional practice;
- b. evidence of significant contribution to a broad area of professional work or to experience in a very specific and specialised context, either of which may have an influence on the project management community; and
- c. evidence of active commitment to CPD.

Applications shall be assessed by a peer review Membership Panel of experienced project management practitioners who are Full Members of APM.

Fellowship provides entitlement to hold the post-nominal FAPM.

#### 9.4.3. **Associate Member**

Associate membership of APM is available to anyone with an interest in project management.

#### 9.4.4. **Student Member**

Student membership is open to anyone in full- or part-time further or higher education whose course involves an element of project management. As APM expects student membership to last not more than five years, students will be upgraded automatically to associate membership upon completion of five years as a student member.

#### 9.4.5. **Honorary Fellow**

Written nominations for Honorary Fellowship, by a clearly identified third party and with a clearly identified seconder, at least one of whom shall be a Full Member or a Fellow or an Honorary Fellow of APM, shall be submitted for consideration by the Nominations Committee by 1<sup>st</sup> June annually. Members of the Nominations Committee may not propose or second nominations.

The nomination, in not less than 400 words, should include a résumé of the nominee's career and explicitly define their contribution to the profession and/or to APM, together with supporting detail. The Committee will consider all nominations and make its recommendations for the award to the Board.

A recommendation to the Board will include a brief summary of the career résumé together with a statement demonstrating how a candidate satisfies at least one of the criteria for the award. There is no requirement to advise the Board of the names of the proposer or seconder.

The Board shall normally approve each recommendation of the Committee.

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Honorary Fellows may be members of APM or not, who have demonstrated compliance with APM's values at all times, and who will have contributed significantly to the development of the project and programme management profession through one, many or all of the following criteria:

- developed a useful new component of project management technique (e.g. governance, risk management);
- built up a distinctive achievement in project management education (e.g. an acknowledged leading university course in project and programme management);
- successfully managed a particularly large, complex and/or difficult project (e.g. Channel Tunnel Rail Link / HS1);
- initiated, conducted and completed a substantial body of useful published research in project management;
- been responsible for introducing project management into a new area of application and making it work;
- executed important role(s) in the management of APM and/or IPMA or equivalent body, whether as volunteer or staff; or
- demonstrated ability and willingness to translate support for the profession in general and/or the Association in particular into significant external influence.

Honorary Fellowship provides entitlement to hold the post-nominal HonFAPM.

9.4.6. **Corporate Member**

The Board shall determine the definitions and bandings for corporate membership from time to time.

9.5. The following benefits and obligations shall be made available to all members of the Association.

- 9.5.1. All individual members shall commit expressly to the *APM Code of Professional Conduct*.
- 9.5.2. All grades of membership shall be registered with a branch based on their chosen address, which can be home or work or other. All grades of member can ask to be transferred between branches and to be registered with more than one branch to suit their interests or locations.
- 9.5.3. All grades of membership are eligible to participate in the membership activities of the Association at national, branch, chapter, SIG or other levels.
- 9.5.4. Except as otherwise prescribed in the *APM Professional Conduct Procedural Rules* any member whose subscription is in arrears for longer than two months shall be deemed to have resigned and any entitlements, notices, publications or other benefits provided by the Association as part of membership shall cease forthwith. The Board shall have the power in exceptional circumstances to extend this period for any member.

## 10. APM REGISTERED PROJECT PROFESSIONAL

- 10.1. An APM Registered Project Professional should demonstrate high standards of professionalism and integrity, have the capabilities of a responsible leader, have the ability to manage a complex project and the ability to use appropriate project management tools, processes and techniques.
- 10.2. Satisfaction of the following criteria is mandatory for admission to the Register of Project Professionals:
  - 10.2.1. **Depth of competence** by demonstrating knowledge and experience in key competences within a complex project, including evidence of having managed others;
  - 10.2.2. **Achievement** by demonstrating the capabilities of a responsible leader within the context of a complex project;
  - 10.2.3. **Breadth of knowledge** by understanding the practice of all competence elements in the *APM Competence Framework* to at least a level commensurate with MAPM;
  - 10.2.4. **Commitment** by providing evidence, in line with the current APM CPD scheme, of CPD across a range of activities in the previous 12 months and evidence of commitment to ongoing CPD; and
  - 10.2.5. **Accountability** by demonstrable understanding of the application of the *APM Code of Professional Conduct* and ethics in a project environment.
- 10.3. Applicants shall be considered for entry onto the Register following provision of evidence to satisfy the criteria listed in clause 10.2 above. The process for assessment of suitability for entry onto the Register will be defined and published by the Board from time to time but will always consist of peer assessment of written and interview evidence, evaluation of CPD evidence and external references.
- 10.4. Entry onto the Register provides entitlement to hold the post-nominal RPP.
- 10.5. Successful applicants who are not Members of APM will be appointed into Full Membership as part of their entry onto the Register.
- 10.6. In order to maintain presence on the Register all APM Registered Project Professionals must:
  - a. demonstrate that they remain professionally active;
  - b. complete mandatory CPD each year in line with the APM CPD scheme;
  - c. renew their APM membership and RPP designation each year; and
  - d. comply with the *APM Code of Professional Conduct*.
- 10.7. Members/Registrants shall be removed from the Register and the entitlement to hold the post-nominal shall be withdrawn (or in the alternative the Professional Conduct Committee may order a reprimand or a suspension of membership/registration pending re-training on the view of the seriousness of the incompetence) if:
  - 10.7.1. membership and registration are terminated as described in Article 1.4 of the Articles of Association; or

- 10.7.2. APM receives a complaint about the professional competence of a Registered Project Professional and, after a disciplinary enquiry, the complaint is upheld.

## **11. REGIONAL ORGANISATION**

### **11.1. Branches and Chapters**

- 11.1.1. Branches are integral to APM and shall be established and maintained to provide opportunities for individual members living or working in the defined area of the Branch, and for corporate members with facilities in the defined area. Branches shall actively promote the Association and the Objects for which the Association is established, as defined in the Memorandum of Association. Branches are bound by the provisions of the Memorandum and Articles of Association and these Regulations.
- 11.1.2. The branch protocol provided within these Regulations contains the minimum requirements. Any Branch may extend this protocol to suit its own requirements; however it must obtain the approval of the Board via the Branch Steering Group (BSG) before implementing any change. More detailed information on branch operations shall be provided in a *Volunteers Handbook*.
- 11.1.3. The Board must approve the formation and title of a branch including its defined area.
- 11.1.4. Branches may, with the approval of the Board via the BSG, form chapters where there would be benefit from so doing. Chapters shall operate as subsidiaries of the Branch (with or without their own committee) and with local activities that should complement and not compete with branch activities. Chapters shall not have a separate budget allocation and shall rely on the Branch for funding of activities.
- 11.1.5. Branches must:
- a. Provide opportunities for members and guests
    - to partake in events and activities with a theme consistent with the *APM Body of Knowledge* or *APM Competence Framework* and
    - to socialise with like-minded people in order to network and share knowledge of project management;
  - b. promote SIG activities;
  - c. promote APM knowledge and project management competences;
  - d. promote APM membership and qualifications; and
  - e. partake in the development of project management through APM.
- 11.1.6. Each Branch shall form a committee comprising a minimum of five members. Each year it shall elect a Chairman, Secretary and Treasurer (the branch officers) who shall all be Full Members of APM. The names

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and duties of the committee members must be registered with the Chief Executive. All branch committee meetings must be recorded and a copy of the minutes sent promptly to the Chief Executive (or delegated representative).

- 11.1.7. Each Branch shall hold an Annual General Meeting within four months of the financial year end, which shall be called by at least 21 clear days' notice. The Branch Chairman and the Branch Treasurer shall submit written business and financial reports and present them to the members of the Branch.
- 11.1.8. In the event of an equality of votes by the Branch or Chapter Committee Members on any issue the chairman of the meeting shall have a second and casting vote. A quorum of the Branch Committee shall be not less than four members, one of whom must be an elected officer.
- 11.1.9. Should a vacancy occur on a Branch or Chapter Committee during the year the Branch or Chapter Committee may co-opt a member to fill the vacancy until the next election.
- 11.1.10. For those Branches in the United Kingdom that are provided with a bank account, which shall be in the name of "Association for Project Management (Branch name)", the Branch Treasurer shall keep proper records of income and expenditure. The Branch Treasurer shall keep the Head of Finance and Administration informed of branch financial affairs and, in particular, of any circumstances in which there may be insufficient funds to conduct branch affairs and the steps that are being taken to balance the budget. The level of funds in the branch bank account shall be determined by the Head of Finance and Administration.
- 11.1.11. For those Branches in the United Kingdom that are not provided with a separate bank account all Branch finances shall be administered by the Association's head office under the control of the Head of Finance and Administration.
- 11.1.12. Each Branch shall submit a business and financial plan annually, in accordance with the *Branch Standards and Guidelines*, to the Head of Finance and Administration for review and agreement with the BSG. The BSG will recommend budgets for approval by the Board.
- 11.1.13. Each Branch shall be responsible for managing its own business plan, budget and funds within the Association's business plan and budget that has been approved by the Board, and for maintaining its own accounting records (unless administered by the head office) which shall be subject to external audit at the request of the Board. The Branch shall send its quarterly and end of year accounts to the Head of Finance and Administration for review and agreement as soon as possible after the end of each quarter/year.
- 11.1.14. Branches in the United Kingdom shall be provided with funds by the Association in accordance with their approved business and financial plans. These funds, together with additional income derived by the Branch from any other source, are the property of the Association and subject to Board control.

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- 11.1.15. Payment of funds to branches in the United Kingdom will be made only if:
- a. the Branch has an approved budget;
  - b. the Branch is up-to-date in filing the previous quarter's income and expenditure return;
  - c. minutes of the meetings of the Branch have been promptly submitted; and
  - d. the funding request is made in accordance with any additional requirements detailed in the *Branch Standards and Guidelines*.

Exceptions will only be allowed if provided in writing by the Head of Finance and Administration.

Provision will be made to allow commitment of expenditure and for funds to be released for upcoming periods covered by a forthcoming year's business plan not yet approved.

- 11.1.16. Branches outside the United Kingdom which wish to apply for funds from the Association shall follow the same procedures as branches within the United Kingdom.

- 11.1.17. Branches outside the United Kingdom may, with the prior agreement of the Board, choose to collect membership subscriptions on behalf of the Association. If such a Branch adopts this option then:

- a. the subscription may be set at rates which are higher or lower than the prevailing rates set by the Association to reflect local circumstances and exchange rates;
- b. any such proposed subscriptions must be approved by the Board prior to implementation, and must remain in accordance with these Regulations in respect of subscriptions; and
- c. in any event subscriptions must not exceed 120% of the prevailing rates set by the Association, as determined by the exchange rate in force at the time.

- 11.1.18. In the event that a Branch outside the United Kingdom accumulates a surplus not required in the approved business and financial plan the Branch shall arrange with the Head of Finance and Administration for the surplus to be transferred to the Association.

- 11.1.19. Branches outside the United Kingdom must observe their obligations under these Regulations, including those relating to UK Branches, to the extent that they can be observed under local laws and custom. The right of Branches outside the United Kingdom to collect membership subscriptions on behalf of the Association may be terminated by the Board at any time should the Board believe the funds are not being managed and applied in the best interests of the Association.

- 11.1.20. Each Branch shall supply a programme of future events to the Chief Executive (or delegated representative) on an annual basis or when significant changes occur. The Chief Executive shall oversee the maintenance of a list of forthcoming branch and chapter events for publication in appropriate media.

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- 11.1.21. Branches shall engage people and organisations on a contract basis only and only on terms previously agreed in writing.

**11.2. Branch Steering Group**

- 11.2.1. Branches report to and are accountable to the Chief Executive through the BSG. The Board shall approve the chairman of the BSG for such period as determined by the Board and shall approve the Terms of Reference of the BSG.

- 11.2.2. The BSG shall consist of its chairman and a minimum of two other members (who will be Full Members from different Branches), the Chief Executive and the Volunteers' Manager, who will ensure secretarial support services are available to the BSG Chairman and the steering group.

- 11.2.3. The BSG shall:

- a. co-ordinate activities common to Branches and Chapters;
- b. oversee consistency and efficiency across Branches, including charging for events;
- c. devise common guidance and advice, including *Branch Standards and Guidelines*;
- d. oversee and review the branch business and financial planning process;
- e. work in conjunction with the Head of Finance and Administration on annual budgets for Branches; and
- f. act as a conduit between individual Branches, HQ and other parties.

**11.3. Branch Forum**

- 11.3.1. Branches will be entitled to hold a Branch Forum at least once a year (organised by the Chief Executive or delegated representative in conjunction with the BSG) where matters of importance to the direction of the branch network and other strategic and operational business will be discussed. Represented at this forum will be:

- a. each Branch;
- b. the BSG;
- c. the Chief Executive and staff; and
- d. the Board Members.

The Forum may make recommendations to the Board and/or to the Chief Executive with respect to the future directions of the Association.

- 11.3.2. A member of the Board shall be designated with responsibility for communication and engagement with the Branches. This Board Member shall liaise with the BSG and attend Branch Forums without requirement to attend all BSG meetings.

- 11.3.3. Issues that are of concern to a Branch or Chapter Committee should be raised with the Volunteers' Manager or referred to the BSG. Unresolved matters may be referred to the Chief Executive and/or to the

Branch Forum for discussion, whereby they may be referred to the Board.

## **12. SPECIFIC INTEREST GROUPS**

### **12.1. Specific Interest Groups (SIGs)**

12.1.1. SIGs are integral to APM and shall be established to:

- a. provide opportunities where members and their guests can discuss a particular aspect of project management that is their specific interest;
- b. further the understanding and practice of project management tools and techniques within their area of interest; and
- c. publicise their findings.

SIGs are bound by the provisions of the Memorandum and Articles of Association and these Regulations. The aims and activities of all SIGs shall be aligned to those of the Association and shall contribute to the development of both the Association and the profession.

12.1.2. The Board must approve the formation and title of a SIG including its defined scope and remit.

12.1.3. Each SIG shall consist of at least five members.

12.1.4. Each SIG shall elect a committee comprising a minimum of five individual members of the Association. Every year each SIG shall elect a Chairman and a Secretary, both of whom must be Full Members. Each SIG may also elect a Treasurer and/or a Deputy Chairman who must also be a Full Members. The Chairman and the Secretary, plus the Treasurer and Deputy Chairman if elected, shall be the SIG officers.

12.1.5. Each SIG shall hold an Annual General Meeting within three months of the financial year end, which shall be called by at least 21 clear days' notice. The minutes of the meeting, together with an updated list of the SIG members, shall be sent promptly to the Chief Executive (or delegated representative).

12.1.6. The Chairman of a SIG may delegate authority to the other SIG officers but the Chairman will remain answerable to the Chief Executive for all SIG activities.

12.1.7. SIGs are required to prepare an annual programme of activities which should contribute to the development, maintenance and dissemination of knowledge and capability in relation to their defined field of interest, and which should be in line with APM's stated aims and strategies.

12.1.8. SIGs are required to contribute to the development, maintenance and dissemination of APM's knowledge assets in relation to their defined field of interest, in line with APM's stated aims and strategies.

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All intellectual property developed by SIGs as a normal part of their activity is the property of APM, and it is for APM to derive commercial benefit for such products. The intention to develop any other commercial product is to be sanctioned in writing by the Chief Executive.

The content, style and format of products developed by SIGs shall be in line with APM's stated aims and strategies, and the SIG Steering Group (SSG) shall oversee product development activities to ensure consistency of nature and style with other APM activities and outputs, and a consistency of style across SIGs.

- 12.1.9. Funding for the SIGs is via the Association's budgeted funds which are allocated for the support of the SIGs. SIG chairmen will liaise with the SSG on budgets and other funding matters. SIGs will prepare and submit a business plan to the Head of Finance and Administration for review and agreement with the SSG. The SSG will recommend budgets for approval by the Board.

All the Association's expenditure on SIGs is committed and paid for centrally. Where specifically underwritten by APM, commitments may be made by SIG committee members in their personal capacity and recovered as expenses, or they may arrange for the Association to meet the invoice, but these sums must be within their approved budget. Outgoing invoices can only be raised by the Head of Finance and Administration. SIG chairmen shall maintain a record of meetings and any of the Association's funds used by the SIG. These records shall be made available to the SSG.

- 12.1.10. Each SIG Chairman shall submit a brief annual report by the end of each April to the SSG.

**12.2. SIG Steering Group**

- 12.2.1. SIGs report to and are accountable to the Chief Executive through the SSG, which shall maintain a record of SIGs recognised by the Board. The Board shall approve the chairman of the SSG for such period as determined by the Board and shall approve the Terms of Reference of the SSG which shall be recorded in the *Volunteers Handbook*.

- 12.2.2. The SSG shall:

- a. co-ordinate activities common to SIGs;
- b. oversee consistency and efficiency across SIGs;
- c. contribute to common guidance and advice;
- d. oversee and review the SIG business and financial planning process;
- e. act as a conduit between individual SIGs, HQ and other parties;
- f. monitor potential, dormant or lapsed SIGs, encourage the formation of new SIGs, help moribund SIGs to recover, assist in the merger or de-merger of SIGs or declare a SIG closed; and
- g. advise on the most appropriate route of output for deliverables.

**12.3. SIG Forum**

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12.3.1. SIGs will be entitled to hold a SIG Forum at least once a year (organised by the Chief Executive or delegated representative in conjunction with the SSG) where matters of importance to the direction of the SIG network and other strategic and operational business will be discussed. Represented at this Forum will be:

- a. each SIG;
- b. the SSG;
- c. the Chief Executive and staff; and
- d. the Board Members.

The Forum may resolve to ask the SSG to make recommendations to the Board and/or to the Chief Executive with respect to the future directions of the Association.

12.3.2. A member of the Board shall be designated with responsibility for communication and engagement with the SIGs. This Board Member shall liaise with the SSG and attend SIG Forums without requirement to attend all SSG meetings.

12.3.3. Issues that are of concern to a SIG Committee should be raised with the Volunteers' Manager or referred to the SSG. Unresolved matters may be referred to the Chief Executive, whereby they may be referred to the Board.

### **13. REPRESENTATIVES ON OUTSIDE BODIES**

13.1. Only members of APM who have been approved by the Board may represent the Association on outside bodies.

13.2. All such representations shall be proposed by appropriate committees or other groups (which shall include the Board and the Executive), in conjunction with the Nominations Committee, and are entirely at the discretion of the Board.

13.3. The Board may withdraw the assignment of any representative at any time.

13.4. The Secretary shall maintain a record of all appointments showing the commencement date and any externally imposed or internally stated durations of appointments.

13.5. All invitations from outside bodies for APM to appoint a representative shall be referred to the Chief Executive who will arrange for an agenda item at the next meeting of the appropriate APM body.

13.6. The Chief Executive shall write to the individual appointed to confirm the appointment and setting out APM's objectives for representation, reporting and other requirements. These reporting requirements will include the obligation to submit written reports at intervals as stated from the date of appointment, including details of progress made, unresolved issues and, in particular, any item which may be relevant to APM or to the profession of project management. Other requirements include informing APM of any changes within the outside body or the ability or availability of the representative to perform his duties.

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- 13.7. Any written reports from representatives should be addressed to the Chief Executive, unless agreed otherwise, who may present them to the Board, committees and other groups as appropriate.
- 13.8. The Chief Executive shall provide an annual report to the Board on all representations for the Board to formally review each representation.
- 13.9. Representatives will advise the Chief Executive should any future agenda item require a vote on an outside body in which APM will participate. The Chief Executive should advise the Board of this and suggest a position that APM will adopt. The Chairman should endorse this. At the Chairman's discretion this aspect can be dealt with between regular meetings of the Board; however it must be reported at the next meeting.
- 13.10. No representation on an outside body can take place until the Chief Executive has written to the body nominating the APM representative. The Chief Executive will also advise outside bodies of changes to representation ahead of their implementation.

**14. ETHICS**

- 14.1. Every individual member of APM shall be bound to respect and further the aims and objectives of the Association in the best interests of APM and to observe the *APM Code of Professional Conduct* and these Regulations in accordance with its values.
- 14.2. The *APM Code of Professional Conduct* shall be open to the public on the Association's website and shall be brought to the attention of all members on joining the Association and to all members upon its revision.
- 14.3. Any complaint from a member of APM or from any member of the public of a breach of the *APM Code of Professional Conduct* will be handled in accordance with the *APM Professional Conduct Procedural Rules*.
- 14.4. The Board, through its Professional Conduct Committee, is the only body within the Association authorised to handle complaints involving an alleged breach of the *APM Code of Professional Conduct*.
- 14.5. Any Board Member may submit proposed revisions to the *APM Code of Professional Conduct* for consideration by the Professional Conduct Committee.
- 14.6. There shall be a separate code of conduct for Board Members as itemised in Appendix 2.
- 14.7. Compliance by Board Members with their code of conduct shall be monitored by the Board itself as part of the appraisal of their performance and by the Audit and Performance Review Committee. Complaints related to the performance of Board Members against their own code of conduct shall be referred to the Board.
- 14.8. All persons with responsibilities to, or making decisions on behalf of, APM shall be subject to the Association's conflict of interests policy.
- 14.9. Intellectual property arising from involvement with APM is the property of the Association. In appropriate circumstances those involved may be asked to sign a confidentiality agreement.

**15. EXPENSES**

- 15.1. Reasonable expenses at net cost will be reimbursed to individuals involved in legitimate APM business activities as detailed in APM's expenses policy.

**16. DELEGATED FINANCIAL AUTHORITIES**

- 16.1. The Board shall establish who has delegated authority to commit expenditure, set appropriate levels/limits of expenditure commitment and shall review and determine them at least annually.
- 16.2. The Board shall establish who has delegated authority to set income levels and charging, and shall review and determine them at least annually.
- 16.3. The Board shall require that management design, document and operate the system of procedures relating to expenditure control and authorisation to apply the internal control principle of segregation of duties wherever practical.

**17. THE REGULATIONS**

- 17.1. A copy of these Regulations shall be provided to each Board Member and Committee Member at the time of their appointment and shall be available to other members of APM and its employees on the APM website.
- 17.2. Subject to the restrictions in clause 1.3 these Regulations may be varied or revoked by a resolution passed by the majority of members present at any meeting of the Board.
- 17.3. The Secretary shall review these Regulations annually or at any time on the request of any Board Member or the Chief Executive to determine if any changes to them are required. Such changes will be presented to the next meeting of the Board for approval.
- 17.4. The Secretary will confirm annually to the Board that such a review of Regulations has taken place.

## **APPENDIX 1**

### **TERMS OF REFERENCE FOR THE BOARD OF ASSOCIATION FOR PROJECT MANAGEMENT**

The role of the Board is to determine the strategy, vision, aims, objectives and priorities of the Association and to ensure its long term viability for the benefit of all its stakeholders.

The Board is responsible for the overall control of the affairs of the Association, including the monitoring of performance of all its functions and determination of resources to meet its financial and other obligations. It must ensure the financial viability of the Association and any projects it commissions.

The Board shall direct the affairs of the Association in accordance with its Objects, the APM Memorandum and Articles of Association and the APM Regulations. Among its functions shall be to:

1. formulate and review the objectives and long-term strategies for the Association with policies and plans for their fulfilment;
2. approve each year's budget and help to monitor the budget ensuring that APM has sufficient resources to continue its work;
3. monitor the Association's performance in relation to these plans, budget controls and decisions;
4. approve each year's accounts and the Trustees' Annual Report prior to publication;
5. review and determine annually the rates for the membership subscription for each grade of membership as advised by the Chief Executive or as it sees fit;
6. review and approve APM's Reserves Policy every year;
7. review and approve APM's Investment Policy every year;
8. review and approve APM's Risk Management Policy every year;
9. review and approve the *APM Code of Professional Conduct* every year;
10. establish and oversee a framework of delegation and systems of control;
11. agree policies and make decisions on all matters that create significant risk to the Association or which affect material issues of principle;

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12. monitor the performance of any subsidiary trading companies and the transfer of profits to APM;
13. set out requirements for regular reviews of the performance of all its committees and other groups;
14. appoint (and if necessary remove) the Chief Executive;
15. appoint (and if necessary remove) the Secretary;
16. appoint (and if necessary remove) the Auditors;
17. satisfy itself that the Association's affairs are conducted lawfully and in accordance with generally accepted standards of performance and probity;
18. make all major decisions on expenditure and on entering into material or long-term legal and financial commitments;
19. establish delegated authorities and levels for the commitment of expenditure;
20. establish delegated authority to set income levels and charging;
21. make all decisions involving the acquisition and disposal of interests in land or significant assets of APM;
22. make all decisions involving affiliation, partnering or other collaborative working of APM with another body;
23. take appropriate advice in relation to the above

and when any of these functions are delegated the Board still retains ultimate responsibility.

In addition to the powers conferred on the Board by the Articles of Association it also has responsibility for:

1. establishing and monitoring systems of internal control and reviewing their effectiveness;
2. formulating and approving new policies;
3. approving the allocation of resources to achieve the strategic objectives of the Association;
4. reviewing the efficiency and effectiveness of the Association's work and the standards and levels of service provided;
5. overseeing the international activities of the Association;
6. any matters which may involve major changes of policy of the Association;
7. any significant change in the scope of the Association's activities or functions;
8. major matters with regard to relationships with central government, local authorities, other statutory bodies, competitors, alliance organisations and other bodies;
9. any item which is referred to it by a general meeting;

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10. dealing with any allegation or instance of fraud which affects the Association;
11. ensuring that the Association's governance and governance documentation remain appropriate to current needs and circumstances; and
12. overseeing the application of the APM Regulations.

The Board shall reserve matters which shall not be delegated to any committee, group or party. These shall include:

1. expansion of the Association's operations into new activities or geographic areas;
2. any decision to cease a material part of the Association's operations;
3. changes to corporate structure, including the setting up of subsidiaries;
4. composition of resolutions to be put forward by the Board to a general meeting;
5. changes to the structure, size and composition of the Board;
6. approval of committee membership, including committee chairmen, and committees' Terms of Reference;
7. appointments to the boards of subsidiaries or other organisations;
8. co-option or removal of any member of the Board;
9. approval of key policies, including the *APM Code of Professional Conduct*, and
10. changes to the schedule of matters reserved for Board decisions.

## APPENDIX 2

### BOARD MEMBER CODE OF CONDUCT

Board Members are expected to behave with the utmost demonstrable integrity in all their dealings with, and related to, APM. This serves to not only protect the reputation of APM, but also that of the individual Board Member. Board Members must be seen by all the Association's stakeholders to set the highest ethical standards, as they are seen as ambassadors for the profession by the members of the Association and the public.

Failure to discharge the duties of Board Membership is a serious matter and can, under certain circumstances, lead to a breach of trust; for example, engaging in activities which lie outside the Objects of the Association, or acting outside the powers conferred by the Memorandum of Association. If APM is found through the courts to have taken action which was beyond its powers, the Board Members may be held personally and severally liable for any claims or debts which have resulted. This liability is unlimited.

To prepare for the role, Board Members should make sure they have read APM's Memorandum and Articles of Association and the Charity Commission's publication CC3 - *The Essential Trustee: what you need to know*. Board Members are also bound by clause 5 of the Memorandum of Association in relation to trustee payments and conflict of interests and must abide by the code below. They must:

1. act within the law, the Memorandum and Articles of Association and these Regulations;
2. ensure APM policy is in line with the Objects of APM; everything that APM does must contribute to achieving the charitable Objects;
3. give enough time, thought and energy to their duties as Board Members and make reasonable use of their skills and experience;
4. act with probity, due diligence and take professional advice in areas of insufficient personal expertise;
5. manage the Association and its assets prudently in the interests of current, potential and future beneficiaries;
6. as Company Directors ensure that APM does not engage in:
  - i. wrongful trading (which takes place if a company continues to operate when its directors knew or ought to have known that there was no reasonable prospect of the company avoiding going into insolvent liquidation, i.e. becoming bankrupt). Wrongful trading

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may result in a Board Member being disqualified as a director and having to repay money owed to creditors; or

- ii. fraudulent trading (which takes place if during the course of winding up a company an attempt is made to defraud those to whom the company owes money). Fraudulent trading is a criminal offence and directors may also be required to make good any losses to creditors.
7. hold themselves accountable to the members of the Association;
  8. not act while disqualified to act as a director or charity trustee;
  9. not gain financially from their position as a Board Member;
  10. not be in a position which creates an undeclared conflict of interests in financial or other terms for themselves or others;
  11. not act in a way which may compromise any present or potential future commercial interests of the Association;
  12. not damage or undermine the reputation of the Association;
  13. take decisions, accept joint responsibility and act as one voice as a Board;
  14. communicate decisions;
  15. not offer or accept any bribe, and report if they are offered a bribe, or become aware of an act of bribery;
  16. declare the receipt of any gifts or hospitality which could be interpreted by others as being in connection with being a Board Member of the Association;
  17. act only in the interests of the Association and not on behalf of any constituency or interest group, notwithstanding that appointment to the Board may have resulted from nomination by, or representation of, a group or body;
  18. set aside personal interests and, in good faith, act in the interests of APM alone. Board Members must not let their personal interests influence their conduct and cannot derive personal benefit from APM;
  19. work together with the other Board Members and not delegate control of APM to others; and
  20. report any circumstances which suggest that a fellow Board Member has not acted in accordance with this code. Initially this should be reported to the Deputy Chairman, or to the Chairman of the Professional Conduct Committee, who may commission an independent investigation as appropriate.

**Document control**

<b>Version</b>	<b>Revision</b>	<b>Author</b>	<b>Approved</b>
1.0	First issue adopted by APM Council	T Taylor	25/09/2006
1.1	Minor amendments resulting from professional proofreading, subject to wording for the first board meeting after the AGM reverting to issue 1.0 wording	O Wilson	27/03/2007
1.2	Above amendment effected	J Salisbury	27/03/2007
2.0	Incorporating amendments following annual review	J Salisbury	27/11/2007
3.0	Revision in revised format following preparation of draft regulations in support of draft Royal Charter and By-laws	J Salisbury	11/05/2010
3.1	Addition of regulations for RPP and amendments to the process for the appointment of Honorary Fellows	J Salisbury	08/03/2011
3.2	Revision of Board Member Code of Conduct	J Salisbury	13/09/2011
3.3	Amendments to section 12 SIG regulations plus provision for change of President to be effected at AGM	J Salisbury	10/01/2012