

Commentary on Proposed Changes to the APM Royal Charter

Background

APM commenced operations as a Chartered body in 2017, after the grant of its Royal Charter. After over 2 years in operation, the Board has decided that it is now timely to seek some minor alterations to the Charter and By-Laws; primarily for clarification.

This commentary is intended to provide a short summary on the proposed changes which the 2019 APM Annual General Meeting will be asked to approve. The draft changes have the informal support of the Privy Council Office and, if approved at the AGM, will be passed back to the PCO to seek the formal approval of the Privy Council. The summary should be read alongside a full tracked changes version of the Charter and a schedule of changes. These are available at www.apm.org.uk/AGM2019 and hard copies are available on request.

Proposed Changes to the Charter

Clause 1 – Removal of the reference to the previous charitable company as this is no longer necessary.

Clause 6 – Wording included to clarify that members may vote by proxy at General Meetings (as has always been the case) to vary the Charter (subject to Privy Council approval).

Clause 7 - Wording included to clarify that members may vote by proxy at General Meetings (as has always been the case) to vary the By-Laws (subject to Privy Council approval).

Proposed Changes to the By-Laws

Clause 1 – This is being amended to more clearly define the key terms within the By-laws.

Clause 2 – This change reflects slight changes in the terminology of classes of membership and to make it clear that the Board may determine further categories of membership in the future.

New Clause 2A – To reflect that APM has changed the term 'Corporate Members' to 'Corporate Partners' and to make it clear they are not individual members and have different benefits and obligations.

Clauses 3, 6, 7, 9, 13, 19, 20, 22, 23, 27, 30, 31, 34, 35 – Capitalisation of some words to refer back to the newly defined terms.

Clause 4 – Reference to existing rights under the By-Laws included.

Clause 5 – Wording changed to clarify that there are separate registers of members and Chartered Project Professionals, as these are two distinct and separate categories.

Clause 15 – References to the previous company Board removed as no longer necessary.

Clause 16 – Changes to make it clear that the Board consists of those trustees elected by the members (at least 5 and no more than 13) and those appointed by the Board (up to 3). The term 'Officers' is not necessary and does not add to the roles on the Board – i.e. any of the current roles of Officers (chair, deputy chairs etc.) are elected from the Board of trustees.

Clause 17 – The rationale for this change is as above and clarifies that the Chair and deputy Chairs are elected by the Board.

Clause 24 – The current provision is that 25 members may request a General Meeting be held. In the context of APM's current membership numbers this is very low. The Companies Act 2006 contains a similar provision entitling 5% of the members to request a meeting. The proposed change is that 1% of the voting members may request a General Meeting. This remains a realistic prospect for issues of genuine concern to the membership. A percentage has the advantage of 'future-proofing' as membership increases.

Clause 25 – Changes to clarify processes at general meetings and to make it clear that proxy voting is permitted in accordance with the Regulations.

Clause 26 – Change to offer an alternative about who may chair a General Meeting where the President or a Vice-President are not present. (i.e. the Board Chair or another trustee).

Clause 27 – change to clarify general meeting quorum is ten *voting* members.

Clause 35 – Additional wording to permit those members outside the UK to receive electronic notices where they have provided a suitable email address.