

DOCUMENT 'A

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 incorporated organisation commonly known as the Association for Project Management has petitioned Us for a Charter of Incorporation,

AND WHEREAS We have taken the said Petition into Our Royal Consideration and are minded to accede thereto:

NOW THEREFORE KNOW YE THAT WE by virtue of Our Royal Prerogative in that behalf and of all other powers enabling Us so to do of Our especial grace, certain knowledge, and mere motion do hereby for Us Our Heirs and Successors will grant, direct, appoint and declare as follows:

Association for Project Management

1 The persons now members of and all persons becoming members of the Body Corporate or Corporation constituted by or under this Charter shall be for ever (so long as they continue to be members) one Body Corporate by the name of the Association for Project Management (“the Association”) and by that name may sue and be sued in all Courts, and in all manner of actions and suits, and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.

2 OBJECT

The Object of the Association is to advance the science, theory and practice of project and programme management for the public benefit.

(viii) To promote the formation of organisations, whether charitable or not, for the purpose of the Object of the Association and to assist such organisations

3 POWERS

The Association shall have power to undertake all reasonable and lawful activities to assist it to attain its object, including, but not limited to, the following powers:

- (i) To arrange meetings, educational courses, lectures, and social occasions.
- (ii) To facilitate the production and distribution of books, and other publications and educational courses and lectures.
- (iii) To maintain libraries.
- (iv) To promote research and to provide advice.
- (v) To create and maintain a Register of Chartered Project Professionals in Project Management, whether separately or in association with one or more other organisations, and to set admission requirements and conditions for continuing membership of the Registers of Members and of Chartered Project Professionals.
- (vi) To award post nominal descriptors, which may include the word “Chartered”, to those people whose names appear from time to time on the Register of Chartered Project Professionals in Project Management.
- (vii) To regulate the professional conduct and discipline of members of the Registers of Members and of Chartered Project Professionals, as necessary in the fulfilment of their Objects.
- (ix) To provide for lectureships, bursaries, prizes and grants.

- (x) To give and lend money.
- (xi) To establish and manage trusts, endowments, scholarships and exhibitions.
- (xii) To work together with any institutions or persons having a charitable Object similar to that of the Association.
- (xiii) To recruit, employ and remunerate staff.
- (xiv) To generate income.
- (xv) To invest the monies of the Association.
- (xvi) To acquire property and buildings.
- (xvii) To manage and dispose of the assets of the Association.
- (xviii) To borrow or raise money and to enter into insurance contracts.
- (xix) To pay for indemnity insurance for the Trustees.

4 MATTERS RELATED TO PROPERTY

- (i) The Association may acquire and dispose of any land or interest in land in perpetuity or otherwise.
- (ii) The assets, liabilities and contracts of the former Company shall from the date of this Charter be deemed to belong to the Association and, where necessary and as soon as may be, shall be formally transferred to it.
- (iii) In undertaking investments the Association shall seek appropriate advice and shall take into account any applicable law relating to charitable investment. No officer, employee or member of the Association shall be liable in respect of any loss or depreciation of any investment reasonably and lawfully made, taking account of such advice.
- (iv) All dealings or investments in property held on trust shall be in accordance with the terms of the Trust and in accordance with all applicable law.
- (v) The Association shall deal with any property subject to the jurisdiction of a statutory regulator of charities only in accordance with all applicable law, and shall be as accountable for it as if incorporation under this Charter had not taken place, and the Trustees shall be subject jointly and separately to the control or authority of the regulator as if the Association were not incorporated.

5 BENEFITS TO MEMBERS AND TRUSTEES

- (i) The property and funds of the Association must be used only for promoting the Object and do not belong to the members but:
 - (a) members who are not Trustees may be employed by or enter into contracts with the Association and receive reasonable payment for goods or services supplied;
 - (b) members (including Trustees) may be paid interest on money lent to the Association at a rate per annum of not more than 2% less than the base lending rate of the Association's bankers or 3% whichever is greater;
 - (c) members (including Trustees) may be paid a reasonable rent or hiring fee for property or equipment let or hired to the Association; and
 - (d) individual members (including Trustees) who are also beneficiaries may receive charitable benefits in that capacity.
- (ii) A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Association except:
 - (a) as mentioned in clauses 3(xix) (indemnity insurance), 5(i)(b) (interest), 5(i)(c) rent, 5(i)(d) (charitable benefits) or 5(iii) (contractual payments);
 - (b) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Association;
 - (c) an indemnity in respect of any liabilities properly incurred in running the Association (including the costs of a successful defence to criminal proceedings);
 - (d) subject to clause 5(iii) payment to any company in which a Trustee has no more than a 1 per cent shareholding; and
 - (e) in exceptional cases, other payments or benefits (but only with the written approval of the charity regulator in advance).
- (iii) A Trustee may not be an employee of the Association, but a Trustee or a connected person may enter into a contract with the Association to supply goods or services in return for a payment or other material benefit if:
 - (a) the goods or services are actually required by the Association;
 - (b) the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a meeting of

the Trustees in accordance with the procedure in clause 5(iv); and

- (c) no more than one half of the Trustees are interested in all such contracts in any financial year.
- (iv) Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee or other body advising the Trustees or acting under delegated powers or authority of the Trustees, he or she must:
 - (a) declare an interest before the meeting or at the meeting before discussion begins on the matter; and (other than where the interest declared concerns a decision to pay for trustee indemnity insurance);
 - (b) be absent from the meeting for that item unless expressly invited to remain in order to provide information;
 - (c) not be counted in the quorum for that part of the meeting; and
 - (d) be absent during the vote and have no vote on the matter.
- (v) This clause may not be amended without the written consent of the charity regulator in advance.

6 CHARTER CHANGES

The members may, by a Special Resolution passed at any general meeting by at least three quarters of the members present and voting (and for the avoidance of doubt this will include any members voting by proxy provided they have validly appointed and delivered a proxy notice in accordance with the requirements set out in regulations determined by the Trustees), vary this Charter by revocation, amendment or addition, but no such variation shall take effect until allowed by Us, Our Heirs and Successors in Council, following which this Charter shall continue and operate as varied. This Article shall apply to the Charter as varied in this way.

7 BY-LAW CHANGES

The Association shall make such By-laws as are necessary for carrying on its business, and the first By-laws shall be those in the Schedule to this Charter. The members may, by a Special Resolution passed at a general meeting by at least three quarters of the members present and voting (and for the avoidance of doubt this will include any members voting by proxy provided they have validly appointed and delivered a proxy notice in accordance with the requirements set out in regulations determined by the Trustees), vary the

By-laws by revocation, amendment or addition, but no such variation shall have effect until approved by the Lords of Our Most Honourable Privy Council of which approval a Certificate signed by the Clerk of the Privy Council shall be conclusive evidence.

8 SURRENDER OF CHARTER

If the members determine to surrender this Charter by a Special Resolution passed at a general meeting by at least three quarters of those present and voting, the Charter may be surrendered on such terms as We Our Heirs and Successors in Council may determine, and the affairs of the Association may be wound up according to law. Any property remaining after all debts and liabilities have been satisfied shall not be paid to or distributed among the members or any of them but shall, subject to any special trusts that apply, be given and transferred to some association or associations with charitable Objects similar to the Object of the Association, and be subject to the same restrictions.

9 CONCLUSION

We hereby declare for Us Our Heirs and Successors that these Letters or any enrolment or exemplification of them shall be valid in all respects, and have effect according to their true intention and meaning, and shall be construed in all Our courts of law and elsewhere in the most favourable and beneficial sense and for the best advantage of the Association.

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

WITNESS Ourselves at Westminster the _____ day of

in the _____ year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

SCHEDULE

BY-LAWS OF THE ASSOCIATION FOR PROJECT MANAGEMENT

INTERPRETATION

1 In these By-laws, unless the context requires otherwise, the words in the first column of the Table below shall have the meaning against them in the second column:-

Words	Meanings
Annual General Meeting	means an annual general meeting of the Association
The Auditors	means the auditors of the Association as appointed by the Board in accordance with clause 33
The Association	means Association for Project Management, the charity governed by this Charter and By-Laws
The Board	means the Trustees of the Association
Chair	means the chair of the Board as elected by the Board in accordance with clause 17
Corporate Partner(s)	means an institution, corporate body or organisations or parts thereof that are admitted as a partner in accordance with these By-laws and the Regulations and for the avoidance of doubt are not Voting Members
Examiners	means the examiners of the Association as appointed by the Board in accordance with clause 33

General meeting(s)	Meetings of the Association concerned with its governance to which Voting Members have a right of access.
In writing	means written, printed or reproduced in any way, in any visible form including electronic form
Member(s)	means an individual who is admitted to membership in accordance with these By-laws. The rights of Members shall be determined in these By-Laws and in the Regulations
Membership	refers to membership of the Association
Month	means Calendar month
President	means the President of the Association as appointed by the Board in accordance with the Regulations
Regulations	means the regulations adopted by the Board from time to time
Trustees	means the Board members of the Association. The Trustees are charity trustees as defined in the Charities Act 2011
Vice President(s)	means the Vice President(s) of the Association as appointed by the Board in accordance with the Regulations

Voting Members	means the following categories of Members appointed in accordance with these By-Laws and the Regulations: <ul style="list-style-type: none"> • Full Members; • Fellows; and • Voting Honorary Fellows These Members shall have the right to attend and vote at General meetings
Voting Honorary Fellows	means those who on appointment as an Honorary Fellow had already obtained (or subsequently obtained) the Full Member or Fellow membership grade
The United Kingdom	means Great Britain and Northern Ireland

Words importing the singular number only shall include the plural number, and vice versa, and
Words importing the masculine gender only shall include the feminine gender, and
Words importing persons shall include corporations.

MEMBERSHIP

2 Persons with appropriate qualifications, knowledge and experience may apply to join the Association. Members of the Association shall comprise (a) Honorary Fellows, (b) Fellows, (c) Full Members, (d) Associate Members, (e) Student Members, and (f) such other categories of non-chartered membership as shall be determined by the Board from time to time. Voting Honorary Fellows, Fellows and Full Members shall be Voting Members and as such have a vote at General Meetings.

2A There may also be a category of Corporate Partners. The rights, obligations and any specifications of Corporate Partners (or such other term as the Board may decide from time to time) shall be detailed in the Regulations.

3 The criteria for the qualifications, knowledge and experience required for admission to the various grades of Membership of the Association and the associated assessment procedures, and for continuing membership of the Registers of Members and of Chartered Project Professionals shall be as determined from time to time by the Board and shall be published in the Regulations.

4 Subject to these By-Laws, Members and Corporate Partners shall have such rights as the Board may determine from time to time as published in the Regulations.

5 The Association shall have the power to remove a person from Membership or the Register of Chartered Project Professionals, or take any other action in respect of such persons for good reason (as shall be determined by the

Board in their absolute discretion) and in accordance with Rules prescribed by the Board.

6 Every application for Membership shall be in a form required by the Board.

7 Resignation of Membership shall be submitted in writing, but the person resigning shall be liable for payment of the annual subscription for the current year, together with any arrears to the date of the resignation.

THE REGISTER OF CHARTERED PROJECT PROFESSIONALS IN PROJECT MANAGEMENT

8 The Association may maintain separately or in association with, or under licence from, another organisation, a Register of current Chartered Project Professionals in Project Management or such other Chartered Project Professional description as any other licensing authority may allow.

9 Admission to the Register shall be open to Members and, in defined circumstances, those who are not Members according to criteria agreed from time to time by the Board and published in the Regulations.

10 Those who are entered onto the Register shall satisfy the Association in respect of their current active status, their qualifications and experience and their willingness to abide by the Code of Professional Conduct including the regular undertaking of mandatory continuing professional development.

11 Registrants may describe themselves as the Board and any licence may allow.

12 The Board may charge such registration fees, levies and costs as are necessary to cover

the costs of maintaining the Register and in regulating members and shall exercise such other powers in this connection as are provided from time to time by the Regulations.

SUBSCRIPTION

13 The Board shall from time to time determine the annual subscription to be paid by each grade of Membership.

14 The subscriptions for any subscription year shall become due on such dates as the Board shall determine and must be paid within the time specified in the Regulations.

THE BOARD

15 The business of the Association shall be managed by the Board.

16 The Board shall consist of the following individuals to be known as Trustees:

- (i) At least five but no more than thirteen Voting Members, who shall serve for such periods of office as the Board from time to time shall determine. Such Board members shall be elected by the Voting Members in General Meeting (and for the avoidance of doubt this will include any Voting Members voting by proxy provided they have validly appointed and delivered a proxy notice in accordance with the requirements set out in Regulations) although the Board may fill any casual vacancies for the remainder of that year which may arise between any two Annual General Meetings. Subject to the aforesaid minimum and maximum, the number of Board members appointed under this clause shall be determined by the Board.

(ii) Up to three individuals who are not required to be Members may be appointed by the Board for their particular expertise or experience. They shall serve for such periods as the Board shall decide.

17 The Board may elect a Chair and up to two deputy chairs from among the Board members. Their duties shall be as the Board decides and as determined in the Regulations.

The Board may also appoint a Secretary who shall not be a Board member but may attend and speak at all Board meetings at the discretion of the Board.

18 A quorum at a Board meeting shall be as determined from time to time by the Board and published in the Regulations. Subject to the provisions of these By-laws, the Board may regulate its proceedings as it thinks fit. Questions arising at a meeting of the Board shall be decided by a majority of votes and in the case of an equality of votes the chair of the meeting shall have a second and casting vote.

19 The Board may from time to time make Regulations for the proper conduct and management of the Association and for the purposes of prescribing conditions of Membership, and in particular but without prejudice to the generality of the foregoing, such Regulations may regulate:

- (i) the admission of Members, conditions of Membership and Members' rights, obligations and privileges;
- (ii) the conduct of Members in relation to one another and to the Association's employees;

(iii) the procedure for complaints investigation and at disciplinary hearings; and

(iv) the procedure at General Meetings, and meetings of the Board and its committees.

20 The Board may alter, add to or repeal the Regulations and shall adopt such means as it thinks sufficient to bring the Regulations to the notice of Members. The Regulations shall be binding on all Members provided that no Regulation shall be inconsistent with, or shall affect or repeal anything contained in, the Royal Charter and By-laws.

21 The Board shall open and control such bank accounts as it may consider necessary and shall authorise from time to time the procedures for withdrawing money from such accounts.

22 The Board may set up committees consisting of Members and such other persons as it thinks fit and may delegate any of its powers to them. In exercising delegated powers committees shall conform to rules imposed by the Board.

THE CHIEF EXECUTIVE

23 There shall be a chief executive (known by whatever title the Board may from time to time determine) of the Association who shall have such duties, responsibilities and conditions of appointment as the Board shall decide. The Chief Executive may be a Member, but need not be.

THE CONDUCT OF GENERAL MEETINGS

24 There shall be an Annual General Meeting held no more than fifteen months after the last Annual Meeting for receipt of the Annual Report and Accounts and the conduct of any other business for which notice has been duly given. There may be other General Meetings during each year which shall be called by the Board or at the request in writing of at least 1% of the total Voting Members.

25 The following shall apply to all General Meetings:

(i) Notice of all General Meetings shall be published at least fourteen clear days before the date of the meeting and shall also be sent to the Auditors or Examiners. The notice shall give the date and place of the meeting and the purpose for which it is called shall be explicitly stated. No other business shall be transacted at the meeting except on the directions of the Board and for the avoidance of doubt no substantive resolutions or amendments shall be considered or passed at the meeting unless details were provided in the notice of meeting, save that at the discretion of the chair of the meeting typographical, grammatical or inconsequential matters may be corrected.

(ii) The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive it shall not invalidate any resolution passed, or proceeding had, at any meeting.

(iii) If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting shall be dissolved.

(iv) The chair may, with the consent of any

meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. The Members shall not otherwise be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

(v) Subject to any other requirements as detailed in the Charter, these By-laws, or the Regulations, normally all matters shall be decided by majority vote.

(vi) All Voting Members will be invited to vote by proxy provided they have validly appointed and delivered a proxy notice in accordance with the requirements set out in Regulations.

26 The person chairing any General Meeting of the Association shall be the President or, in their absence, a Vice President or, in their absence, the Chair, or in the absence or unwillingness to preside of the President, Vice President or Chair, a Trustee who is elected by the Members present.

27 At any General Meeting a quorum shall be ten Voting Members present in person.

ACCOUNTS

28 The Board shall cause accounting records to be kept.

29 The accounting records shall be kept at such place or places as the Board shall think fit, and shall always be open to the inspection of the Board members.

30 The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be opened to the inspection of Members not being Board members.

31 At the Annual General Meeting the Board shall lay before the Association proper income and expenditure accounts for the period since the last preceding accounts together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors or Examiners and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any legal requirements for the time being in force) and of any other documents required by law to be annexed or attached to them or to accompany them shall be sent at least fourteen clear days before the date of the meeting to the Auditors or Examiners and to all other persons entitled to receive notices of General Meetings in the manner in which notices are herein directed to be served.

AUDIT OR EXAMINATION

32 Once at least in every year the accounts of the Association shall be audited or examined and the correctness of the income and expenditure accounts and balance sheet ascertained by one or more properly qualified

Auditors or Examiners.

33 Auditors or Examiners shall be appointed and their duties regulated in accordance with the provisions of the law. The Auditors or Examiners (who shall be qualified under the law) shall be appointed and their remuneration determined by the Board.

NOTICES

34 A notice may be served by the Association upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to the address shown in the list of Members, or by electronic means or included separately or in the text of a publication.

35 Only those Members with an address in the United Kingdom shall be entitled to receive notices from the Association. Any Member whose address is shown in the list of Members as outside the United Kingdom, may give the Association an address in the United Kingdom at which notices may be served, and may have notices served at that address or may provide a suitable email address at which they can receive notices by electronic means from the Association.

36 Service of any notice sent by first-class post shall be deemed to have taken place on the second day following the date on which it was put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter. Any notice served electronically shall be deemed to have been served within 24 hours.

