

Version 18 – November 2021



# APM

# Regulations

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## Section A – Overall corporate governance

### 1 Introduction to APM's corporate governance

- 1.1 APM is incorporated by a Royal Charter. Its primary constitution is formed by the APM Royal Charter of Incorporation and the By-Laws. Nothing in the regulations supersedes or alters the Royal Charter and By-Laws which override the regulations in the event of any question of interpretation between them.
- 1.2 The APM Royal Charter of Incorporation and the By-Laws have been approved by the Charity Commission which has granted charitable status to APM. Central to the Royal Charter is the Object which defines the public benefit purpose of APM. This is to: ***'advance the science, theory and practice of project and programme management for the public benefit'***. The board must ensure that APM operates within its object and the defined powers of APM, as set out in the Royal Charter.
- 1.3 In accordance with By-Law 19, the board of APM makes these regulations to cover more detailed aspects of governance. They will be reviewed and approved by the APM Board at least every three years. The board may alter the regulations by a majority decision.

### 2 The scope of the regulations

- 2.1 By-Law 15 confirms that 'The business of the Association shall be managed by the Board'. The board therefore maintains accountability for the activities of APM. However, operations are the responsibility of the chief executive, within the boundaries defined in these regulations.
- 2.2 APM operates through defined policies and procedures, of which these regulations form a part. Unless otherwise stated, regulations apply to all individuals, committees and groups involved in activities for APM.

### 3 Defined terms and interpretation

- 3.1 The defined terms used in the regulations are explained and detailed below:
  - a. By-Law – reference to By-Laws are to specific paragraphs in the By-Laws within the Royal Charter of Incorporation.
  - b. AGM – the annual general meeting of APM.
  - c. APM – the Chartered Body incorporated as the Association for Project Management.
  - d. Board member – a trustee of the charity and a member of the board of APM.
  - e. CPD – continuing professional development.
  - f. Executive – the chief executive (CEO) and chief finance officer (CFO).
  - g. Voting member – a member of APM as defined in Regulation 15.1 who is eligible to vote at general meetings.
  - h. Gender / Plurals– any references to the male gender shall include the female gender and vice versa; similarly references to the singular shall include the plural and vice versa.
  - i. IPMA – International Project Management Association
  - j. Jurisdiction – these regulations are to be interpreted under English Law and jurisdiction.
  - k. Project management – any reference to project management shall also include programme and portfolio management where appropriate.
  - l. SIG – Specific Interest Group.
  - m. Terms of office – a board member's term of office starts immediately following the relevant AGM if the appointment was made at an AGM; if not, as otherwise agreed by the board.
  - n. Written or in writing – written, printed or reproduced in any way in any legible form including electronic form.
  - o. Year – the calendar year starts on 1 January. The financial year starts on 1 April.

## 4 The board

- 4.1 The role of the board. The board's primary duty is to set the strategic direction of APM and assure itself that objectives are delivered. The detailed roles that the board will undertake are set out in **Appendix 1**.
- 4.2 The duties of board members. Board members act as charity trustees. Their fiduciary duties are owed to APM and are set out in both common law, these regulations and charity law. Board members must act in accordance with these legal duties, which are summarised in **Appendix 1**.
- 4.3 Board member behaviours and code of conduct. Board members are required to act with the utmost integrity, in accordance with APM's Community Charter and the provisions of the Board Member Code of Conduct attached at **Appendix 2**. Complaints related to the performance of board members against this code will be considered by the board chair in the first instance and may be referred to the board.
- 4.4 Conflicts of interest. It is imperative that board members act, and are seen to act, in the interests of APM alone. The board will agree a Conflicts of Interests Policy at least every three years which all board members must comply with. Board members must ensure all interests are declared and transparent. Where interests constitute a conflict, board members must not participate in any discussion on the matter. The Conflicts of Interest Policy also applies to board committees and their members.
- 4.5 The composition of the board and the election, appointment and co-option of board members. By-Laws 15 and 16 set out the provisions which must be complied with in respect of these matters. The board has also approved the rules set out in **Appendix 3** to govern processes for the election of board members.
- 4.6 Rotation of board members. One third (or the number nearest one third rounding upwards) of the board members elected by members of APM must retire at each AGM. The members of the board to retire in each year shall be those who have been longest in office since their election. As between persons who became board members on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring board member who remains qualified may (subject to regulation 4.7) be re-elected.
- 4.7 Maximum period of years in office. Individuals will not be eligible for election, re-election, appointment or re-appointment for a period longer than that which would give them a total term of office of more than nine years.
- 4.8 The calculation of the period in office shall include any period in office as a director of the company limited by guarantee immediately before the incorporation of APM by Royal Charter.
- 4.9 Resignation and removal of board members. A person ceases to be a board member as soon as:
- Notification is received by APM from the board member that the board member is resigning from office as a board member, and such resignation has taken effect in accordance with its terms;
  - That person is disqualified from acting as a charity trustee or a company director;
  - A bankruptcy order is made against that person;
  - A composition is made with that person's creditors generally in satisfaction of that person's debts;
  - A registered medical practitioner who is treating that person gives a written opinion to APM stating that that person has become physically or mentally incapable of acting as a trustee and may remain so for more than three months.
  - If that person is absent for four consecutive meetings without prior authorisation and is asked by a majority of the other trustees to resign;
  - If that person is removed by an ordinary resolution of the members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views.

- 4.10 Collective board evaluation. The board will hold an evaluation of its performance annually and will approve the methodology for it. The evaluation will be externally facilitated every three years. The results of the board evaluation will be reported to, and discussed at, the board.
- 4.11 Individual board member training/evaluation. The chair of the board will hold appraisals with each board member after they have held one year in office. These will normally be held annually and be a confidential process. The chair may report issues of note on an anonymous basis. The board will ensure that new board members receive induction training. Further training may be offered to enhance and refresh skills.

## 5 Delegations

- 5.1 Collective responsibility. The board takes decisions collectively. Individual board members, including those with chairmanship or champion roles, do not have any individual executive or decision-making authority unless expressly delegated by the board or as set out in these regulations.
- 5.2 Delegations to the chief executive. The board delegates operational management responsibilities to the chief executive (and through him/her) to the staff of APM. The exercise of these delegations is subject to the following caveats:
- The chief executive will ensure that the board remains informed of issues of substance and contention.
  - The exercise of any delegation is in accordance with these regulations, the financial delegations and any policy or strategy approved by the board.
  - Specific duties and delegations approved by the board are set out in **Appendix 4**.
- 5.3 In the event that an urgent decision is required which would normally require board approval, the chief executive is authorised to take action to protect APM. Every effort must be made to consult with the board chair or deputy chair(s) in advance. The chief executive will report any exercise of this delegation to all board members as soon as reasonably practicable.
- 5.4 Financial delegations. The board will review and approve financial delegation limits and associated rules at least every three years. These are set out in **Appendix 6**.
- 5.5 Matters and policies reserved to the board. The board's functions and duties are set out in **Appendix 1**. These matters will not be delegated unless expressly agreed by the board or as set out in these regulations or a committee's terms of reference.

## 6 Roles and their appointments

- 6.1 The president/vice presidents. The board may invite any person to be a president or vice president who can contribute to achieving APM's objectives. The presidents and vice presidents are 'titular' roles and are not members of the board.
- 6.2 The president's/vice presidents' duties and term of office shall be as determined by the board. Arrangements for the selection of a president/vice president and their proposed duties and terms of office shall be recommended to the board by the Chair, Deputy Chairs and Chief Executive. The board may delegate the selection process for a president/vice president to the Nominations Panel but final approval of the appointments will be a matter for the board.
- 6.3 Past Presidents and Past Chairs. Former APM Presidents and Vice Presidents are given the honorary and titular title 'Past President' or 'Past Chair' as applicable.
- 6.4 The board chair. The board will elect one of its members to be chair. The appointment will be made by a majority vote of the board. The board may ask any other board member to temporarily chair a board meeting while the appointment of a chair is concluded.

The board chair has the roles and duties set out in **Appendix 5**.

- 1) The Chair should be elected for a 2 year tenure renewable for a second 2 year period and, in exceptional circumstances, for a third 2 year period;
- 2) Where appropriate, on completion of a Chair's elected period as a Trustee, one of the appointed Board member positions should be used for the Chair's place on the Board as a Trustee;
- 3) Election of the Board Chair should take place at the May Board meeting and at any other time if a vacancy occurs;
- 4) Confidential consultation on a Chair's unopposed extension in role for a further 2 years should be initiated immediately after the relevant November Board meeting;
- 5) On completion of their role as Chair, the Trustee should be expected to immediately offer their resignation from the Board irrespective of the scheduled expiry of their period on the Board as a Trustee. This may not necessarily be accepted.

6.5 The board deputy chair(s). The board may at any time decide to elect a deputy chair or up to two deputy chairs. The appointment of a deputy chair will be made by a majority vote of the board. In the absence of the board chair, the deputy chair(s) may act in all respects as the board chair until a new chair is appointed. A deputy chair will be expected to lead an annual appraisal of the board chair and may be asked to assist in fulfilling the duties of the chair.

6.6 Board champions. The board may nominate individual board members to have an interest in specific areas. Board champions will operate in accordance with the role profile in **Appendix 7**.

6.7 The chief executive. The board will appoint (and may remove) a chief executive. The board will approve the process for his/her appointment. The chief executive is responsible for the operational management of APM's affairs. He/she must help the board determine strategic objectives and ensure their achievement. The delegations to, and duties of, the chief executive are managed as set out in Regulations 5.2-5.3 above and detailed in **Appendix 4**.

6.8 The company secretary. The board will appoint (and may remove) a company secretary. The board will approve the process for his/her appointment. He/she shall have a reporting line to the chief executive for executive duties and day-to-day line management. However, the company secretary is accountable to the board for governance matters.

## **7 Appointments to outside bodies**

7.1 Only persons who have been approved by the board or a committee of the board or the chief executive may represent APM on outside bodies. The board may withdraw any appointment at any time.

7.2 Guidance will be maintained on the requirements placed on appointees to outside bodies and APM's commitment to supporting them.

7.3 Appointees will advise APM of any substantive matter which may affect APM's interests. The chief executive will advise the board chair and suggest a position that APM's appointee should adopt.

7.4 The chief executive will ensure the board or an appropriate committee is informed of any substantive issue arising from appointees' engagement with outside bodies.

## **8 Expenses**

8.1 APM will maintain an expenses policy and may reimburse individuals for reasonable costs incurred.

## Section B – Meetings

### 9 General meetings of APM

- 9.1 A general meeting is a meeting of the Voting members of APM (see Regulation 15.1). The Voting members of APM will be given notice of, and invited to, general meetings.
- 9.2 The rules governing the conduct of any general meeting are set in By-Laws 24 to 27. A general meeting may be called by notice of at least 14 clear days.
- 9.3 A Voting Member may appoint another person as his proxy to exercise all or any of his or her rights to attend and to speak and to vote (both on a show of hands and on a poll) on a resolution or on any other business arising at a general meeting. A Voting Member who has validly appointed a proxy shall (unless that Voting Member is present) be deemed to be present at the meeting by the attendance of his or her proxy.
- 9.4 The Board may accept the appointment of a proxy by electronic means or in writing in any usual form (or in any other form) on such terms and subject to such conditions as it considers fit.
- 9.5 Subject to regulation 9.9 below, at a general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands) a poll is properly demanded by the chair of the meeting or not less than four members entitled to vote on the resolution. For this purpose, a demand by a proxy counts as a demand by a member representing the voting rights that the proxy is entitled to exercise.
- 9.6 If a poll is properly demanded (and is not withdrawn) it shall be taken in such manner as the chair of the general meeting directs.
- 9.7 Subject to Regulation 9.9 below, at a general meeting every Voting Member entitled to vote on the resolution and who is present in person (not being present by proxy) shall have one vote (whether on a show of hands or a poll).
- 9.8 Subject to Regulation 9.9 below, every proxy present who has been duly appointed by a Voting Member shall have one vote on a show of hands and on a poll shall have one vote for every Voting Member who has appointed that person as their proxy.
- 9.9 Any vote on a resolution to elect board members at the Annual General Meeting shall always be taken by a poll and every proxy appointed as part of the annual election process shall have the number of votes provided for by the voting materials circulated to the Voting Members as part of the annual election process. No person who has appointed a proxy as part of the annual election process shall be entitled to vote on a resolution to elect a Board Member at the Annual General Meeting.

### 10 Board, committees and sub-groups

- 10.1 Establishment of committees and terms of reference. The board may appoint committees for the purposes of delegating any of its duties. A meeting which is established by the board, and which reports to it, shall be deemed to be a committee for the purposes of these regulations, howsoever it is called.
- 10.2 Any sub-group of a committee is an informal group and Section B of these regulations will not apply to it. Sub-groups will have powers of recommendation only and will follow such procedures and terms of reference as may be set by their establishing committee.



- 10.3 The board will approve the terms of reference and duties of all board committees. Committees may not act outside of these terms of reference without the express approval of the board. Committees and the board will review terms of reference on a regular basis.
- 10.4 Membership. The board will determine, and review at least annually, the membership of committees and the chair and any deputy chair(s) of them. Individuals ceasing to be board members will cease to be members of committees, unless agreed otherwise by the board. A board committee will have at least two board members among its membership.
- 10.5 The board chair is expected to take a lead in reviewing committee memberships (in conjunction with committee chairs) and to make recommendations to the board accordingly. He/she may ask the Nominations Panel for assistance in this respect. The board will take into consideration the need for diversity when approving committee memberships.
- 10.6 Members of committees will normally be APM members. However, this general provision may be waived where a non-member holds specific expertise which will be of value to a committee. Employees of APM may be committee members.
- 10.7 The membership of any sub-groups of a board committee will be determined by its establishing committee. The chair of a sub-group would normally be a member of the establishing committee.
- 10.8 Other than an APM employee, no member of a committee shall serve on the same committee for more than nine consecutive years.
- 10.9 The board will appoint the members of the Professional Conduct Committee pool; none of whom will be board members. A committee or appeal panel may be drawn from the pool in accordance with the provisions of the Code of Professional Conduct Procedural Rules.
- 10.10 Quorum. Unless otherwise specified in an individual committee's terms of reference, the quorum for the Board and for a committee shall consist of not less than one third of the members (rounded to the nearest whole number) or two members, whichever is the greater. For Committees, the quorum must include at least one board member.
- 10.11 Attendance. The board and its committees may invite any person to attend any meeting as a guest to assist with proceedings. Such individuals will not be entitled to vote or count towards the quorum.
- 10.12 Attendance at a meeting of anyone (who is not a member of that group) is at the discretion of its chair. However, subject to issues of confidentiality or conflicts of interest, the chief executive and designated senior members of APM staff will be expected (and may be required) to attend meetings to provide advice.
- 10.13 Subject to Regulation 10.12, the company secretary, or his/her substitute, will attend and provide advice and support to all board and committee meetings. He/she is not entitled to vote or count towards the quorum.
- 10.14 Subject to Regulation 10.12 and issues of confidentiality or conflicts of interest, board members are entitled to attend any meeting of a board committee.
- 10.15 All board and committee members are expected to attend at least 70 per cent of the number of meetings of each group in a rolling year; unless specific dispensation to be absent is granted to an individual by the board or committee. Individual attendance records will be included within minutes of meetings.
- 10.16 Attendance at meetings via video or tele-conference facilities approved by the board is permitted so long as all participants can communicate with each other.

## **11 Non board groups – establishment and application of the regulations**

- 11.1 The board will maintain broad oversight of other groups which sit outside the board's committee structure, but which nevertheless fall within the overall governance of APM. The chief executive will keep the board informed of all significant issues arising from the operation of such groups.
- 11.2 The provisions of Section B of these regulations do not expressly apply to non-board groups. However, the board reserves the right to be assured over them and to direct their operation in the interests of APM.

## **12 The role of the Professional Standards & Knowledge (PS&K) Committee as the IPMA certification body**

- 12.1 The board will maintain a PS&K Committee with a primary duty to assure the board on the robustness of the core project management knowledge base and qualification standards.
- 12.2 The board acknowledges that, under IPMA regulations, the PS&K Committee has an independent 'certification body' role and that it does this free from the direction of APM as 'member association'.

## **13 Procedures relating to the board and board committee meetings**

- 13.1 Calling meetings. The company secretary will arrange dates for meetings in conjunction with the chair of that meeting. A member of the board or a committee may require that a special meeting be called.
- 13.2 The board will meet at least four times per year. Committees will be expected to meet at least annually.
- 13.3 Preparation of agenda and issue of papers. The company secretary will prepare a draft agenda for each meeting for the approval of its chair. The chair must ensure that agenda are focused on the group's priorities and terms of reference.
- 13.4 Any board or committee member wishing to add an item to an agenda must notify the company secretary and seek the approval of its chair.
- 13.5 The agenda and all available papers will be sent electronically by the company secretary at least five working days before the meeting.
- 13.6 Minutes. The company secretary, or his/her substitute, will prepare minutes of each board and committee meeting. Drafts will be sent to appropriate senior staff for comments and to the chair for comments and his/her personal approval.
- 13.7 Minutes will be circulated to the next meeting for review and final approval. Subject to amendments, the chair will sign the minutes to confirm them as a correct record. Signed minutes will be stored securely.
- 13.8 Subject to any issues of confidentiality or conflicts of interest, or unless terms of reference specify otherwise, minutes of committees will be presented to the next meeting of the board. The chair or his/her nominee will speak at the board and ensure it is informed of all key issues arising.
- 13.9 Approval between meetings. In the normal course of events, matters that require the agreement of a group will be submitted to scheduled meetings. However, for urgent and/or routine issues, a decision may be taken between meetings where the chair of the group agrees it is expedient to do so. In such cases:
  - a. All members of the board or relevant committee may be requested in writing to agree to a decision. Once a majority have indicated to the company secretary in writing that they so agree, the decision will be regarded as duly and correctly made.
  - b. Any such decision will be reported to the next meeting of the group and included in the minutes.

## **14 Other procedural meeting issues**

- 14.1 The ruling of the chair of any meeting on any procedural matter arising shall be final.
- 14.2 If the appointed chair of a meeting is absent, those present at the meeting may appoint one of their number to chair that meeting. This would normally be a deputy chair if appointed and he/she is present.
- 14.3 All decisions at board and board committees will be made on a simple majority of votes cast. An abstention is not a vote. In the case of an equality of votes, the chair will have a second, casting vote unless otherwise specified in the committee's terms of reference.

## **Section C – Membership grades, designations and accreditations**

### **15 Definition of 'Voting member'**

- 15.1 Individuals in the Full and Fellow grades of membership are collectively known as Voting members. Honorary Fellows are only Voting members if they held Full or Fellow status at the time of their appointment or subsequently obtain it. Only Voting members are members of the corporation and entitled to stand for election to the board, vote in the election of board members and attend and vote at general meetings. Student and Associate members are not Voting members.

### **16 Membership**

- 16.1 Applications for membership shall be in a manner and form as prescribed by APM.
- 16.2 Except as otherwise prescribed in the APM Professional Conduct Procedural Rules, any individual member whose subscription is in arrears for longer than two months can be deemed to have resigned, at the discretion of APM.
- 16.3 All individual members shall be required to comply with continuing professional development requirements and will commit to do so.
- 16.4 The grades of membership and the criteria for entry to these grades is as follows:
- 16.5 Student member. Student membership is open to those following a recognised programme of study as defined and published by APM from time to time.
- 16.6 Associate member. Associate membership is available to anyone with an interest in project management.
- 16.7 Full Member. Full membership of APM is available to anyone who satisfies the standards as agreed and published by the board from time to time. Applications shall be assessed by a peer review panel of experienced project management practitioners who are already full members of APM. Full membership provides entitlement for individuals to hold the post-nominal MAPM. Full members are Voting members of the Association.
- 16.8 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. Applications will be judged against criteria agreed and as published by the board from time to time. Applications shall be assessed by a peer review panel of experienced project management practitioners who are full or Fellow members of APM. Fellowship provides entitlement to hold the post-nominal FAPM. Fellow members are Voting members of the Association.

- 16.9 Honorary Fellows Criteria. Honorary Fellowship is designed to recognise and celebrate individuals who would not meet the professional requirements of Fellowship. It is:
- For those who have made a major personal contribution to the project management profession; and
  - For individuals who have achieved highly creditable, eminent and notable achievements in their own professions and careers.
- 16.10 Honorary Fellows Eligibility. Individuals nominated should meet all of the above criteria. The number of Honorary Fellowships awarded in any one year is expected to be low and based purely on merit.
- 16.11 Honorary Fellows Process and other Matters
- Written applications for Honorary Fellowship can be made by a third party nominator and seconder, at least one of whom shall be a Voting member. Nominees cannot self-nominate.
  - Nominations should be confidential in the sense that the individual nominated is unaware. This is to prevent a candidate facing embarrassment should the nomination fail to progress.
  - The nomination shall be in a format as prescribed by APM. It must include a summary of the nominee's achievements and explicitly define their contribution to the profession.
  - Nominations may be sent to the company secretary at any point. Completed nominations will be submitted to the Nominations Panel.
  - The Panel may oversee promotional or other activity to attract high calibre nominations.
  - The Panel will support Honorary Fellows coming from a diverse range of backgrounds and experiences.
  - Members of the Panel may not propose or second nominations.
  - Panel members must robustly manage any conflicts of interest and must not participate in voting on any candidate with whom they have a close connection.
  - The Panel may identify strong candidates for Honorary Fellowship directly and independently of the member nominations process.
  - The Panel will decide on the award of Honorary Fellowships.
  - Honorary Fellowship provides entitlement for individuals to hold the post-nominal HonFAPM.
  - Honorary Fellows will not incur a membership fee. Honorary Fellows will be eligible to attend member events as if they were Voting members.
  - The Charter confirms Honorary Fellowship as a membership grade. APM Regulations prescribe the rights applicable to each grade of membership. Unless also a Voting Member, Honorary Fellows are not 'Voting Members' and are therefore not permitted to stand for election to the board, vote in the election of board members and attend and vote at general meetings.
- 16.12 Corporate partners and affiliates. The board shall determine the definitions and bandings for corporate partners and affiliates.

## **17 Registered Project Professionals (RPP)**

- 17.1 An APM Registered Project Professional should demonstrate high standards of professionalism and integrity, have the capabilities of a responsible leader, and have the ability to use appropriate project management tools, processes and techniques. Details on the overall requirements and administration of the RPP scheme are set out in **Appendix 8**. Registered Project Professional is no longer offered. However, the register remains open for existing and renewing RPPs.

## **18 Register of Chartered Project Professionals (ChPPs)**

- 18.1 APM will publish and review a standard and processes for operating a register of Chartered Project Professionals in accordance with the terms of the Royal Charter and By-Laws. Details on the overall requirements and administration of the ChPP scheme are set out in **Appendix 9**.

## **19 Accreditations**

19.1 APM may offer accreditation to organisations and courses which meet approved standards.

## **20 Code of Professional Conduct**

20.1 All individual members are required to comply with the Code of Professional Conduct and commit to do so.

20.2 The board will review and approve the Code of Professional Conduct and the associated Code of Conduct Procedural Rules at least every three years. Any substantive changes will be brought to the attention of all members.

20.3 Any complaint from a member of APM or a 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.

20.4 There shall be an additional code of conduct for board members. (See Regulation 4.3 and **Appendix 2**.)

## **Section D – Volunteers**

### **21 Reporting lines and accountability**

21.1 Volunteers are integral to APM and recognised as an invaluable resource and support. Volunteers may work through branches, specific interest groups or in any other approved capacity.

21.2 Volunteers have no executive authority except insofar as detailed within these regulations or the *Volunteers' Handbook*. Volunteers are accountable to the chief executive, and through him/her, the board. The chief executive will seek to resolve any issues of contention or disagreement through the structures detailed in these regulations and may escalate matters for consideration to the board. The chief executive and board may direct the affairs of the volunteers.

21.3 The board will appoint a board champion for volunteers. The role will be undertaken in accordance with Regulation 6.5 and **Appendix 7**.

21.4 Volunteers will act in accordance with the APM Community Charter. Breaches of this may be dealt with by the Chief Executive, or if more applicable, through the APM Code of Professional Conduct.

21.5 The chief executive will arrange for the preparation and maintenance of a *Volunteers' Handbook*. This document will set out detailed information to assist volunteers in their work with APM as well as procedures to regulate the business of the branch and SIG infrastructure. Nothing in the handbook shall conflict with or override these regulations or any other approved APM policy or procedure which, unless otherwise stated, will apply to volunteers. The volunteer steering group will be asked to review and maintain the handbook. The group or the chief executive may refer substantive updates to the board as necessary.

### **22 Branches and chapters**

22.1 Branches shall be established and maintained to provide opportunities for individual members living or working in a defined area, and for corporate members with facilities in that area. All new APM members will be automatically enrolled into a branch. The *Volunteers' Handbook* will set out in more detail the activities and role of a branch. Branches and SIGs will promote each other's activities.

22.2 The board must approve the formation (or removal) of a branch, including its defined area. Branches may,

with the approval of the Volunteers Steering Group, form chapters. Chapters shall operate as subsidiaries of the branch (with or without their own committee) to complement branch activities. Chapters shall not have a separate budget allocation.

## **23 Specific Interest Groups (SIGs)**

- 23.1 Specific Interest Groups can be established to:
- a. provide opportunities to discuss a particular aspect of project management;
  - b. further the understanding and practice of tools and techniques within that area of interest;
  - c. develop and publicise findings and guidance in relation to that area.

Branches and SIGs will promote each other's activities.

- 23.2 The board must approve the formation (or removal) of a SIG, including its defined scope and remit.

## **24 Branch and SIG committees**

- 24.1 Each branch and SIG will form a committee to oversee its affairs. The composition of the committee, elections and appointments to it and arrangements for the appointment of its chair will be set out in the *Volunteers' Handbook*. The arrangements must provide for a maximum term of office for key office holders, a regular refresh of membership and the opportunity for all members to put themselves forward.
- 24.2 The Branch or SIG Committee will ensure that an annual report is made to members of the branch or SIG on activities undertaken.

## **25 Branch and SIG budgets, business plans and activities**

- 25.1 All branch and SIG expenditure will be undertaken and managed by APM's full time staff in accordance with APM approved policies and procedures. Volunteers must not commit APM to any financial liability. They may be personally liable for any commitments made without authorisation.
- 25.2 Each branch and SIG will submit annually a business plan to the volunteering manager. The plan should be robust and deliverable. Plans will be reviewed by APM staff and submitted to the VSG for comment. The chief executive will prepare spending plans for inclusion in the overall APM business plan for approval by the board.
- 25.3 Branches and SIGs must ensure that planned activities are shared with APM staff. Activities will be supportive of APM's overall business plan and objectives. As necessary, APM will provide reasonable support and promotion to the activities of volunteers.

## **26 Other Volunteering Activities**

- 26.1 The chief executive may authorise and manage a range of other volunteering activities and opportunities beyond branches and SIGs. These activities will operate informally and may be on a task and finish basis. The VSG may review and be briefed on such activities and may maintain guidance and arrangements to support such activities in the *Volunteers' Handbook*. The chief executive and volunteers champion will keep the board apprised of such activities and developments.

## **27 Volunteers steering group**

- 27.1 APM will establish a Volunteers Steering Group (VSG) [Note: Branch and SIG chairs may separately hold advisory calls, meetings or webinars to discuss common areas of interest]. The board will approve the terms of reference for the VSG on the recommendation of the group. The group will:

- a. Co-ordinate common activities and issues across all volunteering activity.
- b. Promote consistency, efficiency and common approaches.
- c. Maintain guidance and advice, including the *Volunteers' Handbook*.
- d. Act as a liaison between volunteers, staff and the board.
- e. Monitor dormant or lapsed groups and encourage them to recover or disband.
- f. Make recommendations to the board in respect of proposals to create or remove a branch or SIG.

27.2 The VSG chair will be the board champion for volunteers. (See Regulation 20.3 above).

27.3 The chief executive and volunteers manager will be members of VSG. Additional members will be as set out in the VSG terms of reference together with procedures for elections and appointments.

27.4 The chief executive will administer the steering group and provide reasonable support to it and its chair.

## 28 Volunteers' Forum

28.1 A Volunteers' Forum will be organised by the chief executive (in conjunction with the VSG) where matters of importance to the direction of the volunteer community and other strategic and operational business may be discussed.

## 29 Change control schedule

	Revision	Author	Approved
1.0	First issue adopted by APM Council	T Taylor	25/09/2006
1.1	Minor amendments resulting from professional proofreading	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 to format following preparation of draft regs 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 Hon 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 regs plus provision for change of President to be effected at AGM	J Salisbury	10/01/2012
3.4	Addition to section 4.3 in respect of membership of the Professional Conduct Committees	J Salisbury	10/07/2012
3.5	Amendment to clause 11.1.6. to permit Associate members to become branch officers plus additions to the board election process in section 4.2	J Salisbury	13/11/2012
3.6	Amendment to clause 12.1.8 to alter the provision regarding ownership of IP developed by SIGs	P Van Duzer	14/01/14
3.7	Amendments to take account of changes in practice and Governance Cttee recommendations.	M Robinson	12/1/15
3.8	Update to include delegated financial authorities, bids and income levels	M Robinson	12/5/15
3.9	Update to president's term of office and SIG membership criteria. And that Audit chair can be a trustee.	M Robinson	24/7/15
3.10	Update for vice presidents' terms of office to be variable lengths as agreed by the board.	M Robinson	8/12/15
4.00	Substantive re-write – for clarity, conciseness and breadth. Financial delegations updated.	M Robinson	16/5/16
4.1	Update to delegate approval of volunteers' handbook to branch and SIG steering groups	M Robinson	19/9/16
5.0	Updated to reflect: The new Chartered Body; Changes to student membership; The volunteer steering group (VSG); and Changes to Honorary Fellow criteria/process.	M Robinson	1/4/17
7.0	Updates to: Include appendix on regulations for the Register of Chartered Project Professionals; Election Rules; Updates to Honorary Fellowship regulations; and Other minor updates.	M. Robinson	20/3/18
8	Updates to fin delegations to reflect appointment of CFO. Also, to Appendix 9 to reflect new trademark	M Robinson	21/5/18
9	Removed requirement for election nominations to be signed.	M Robinson	16/7/18
10	Update to reflect previous board decision on chairmanship and to correct typographical and formatting errors.	M Robinson	30/7/18
11	Updates to financial delegations, membership standard and revised Board members' code of conduct	M Robinson	19/11/18
12	Update to Appendix 6 (financial delegations) on cash management.	M Robinson	21/1/19
13	Update to Honorary Fellowship Criteria and defined term for 'Executive'	M Robinson	19/3/19
14	Update to change term of office for trustees to a maximum of nine years.	M Robinson	16/9/19
15	Updates to: Incorporate changes to HonFAPM agreed at Sept 2019 Board; New proxy voting arrangements for general meetings; New wording on volunteering Section D; and Update terminology in new Royal Charter	M Robinson	20/1/20
16	Update to financial delegations	M Robinson	24/3/20
17	Update to RPP section as register closed. Also update to cash management section in financial delegations.	M Robinson	20/9/21
18	Update to cash management section of financial delegations.	M Robinson	15/11/21

## The role of the board and the duties of board members

### The role of the board

The primary role of the board is to determine the strategy, vision, aims, objectives and priorities of APM and to ensure its long term viability. The board is responsible for the overall control of the affairs of APM including the monitoring of performance and allocating resources to meet obligations. The board shall direct the affairs of APM in accordance with the Royal Charter of Incorporation, the By-Laws and these regulations.

The board's duties and functions include those set out below. These shall not be delegated to an individual or group unless expressly agreed by the board. If any function is delegated, the board retains accountability. The board will take advice on issues as deemed appropriate and proportionate. The board will:

### Planning and strategic decision making

- a. formulate and review objectives and long-term strategies with policies and plans for their fulfilment;
- b. approve the annual business plan and budget and help to monitor it ensuring that APM has sufficient resources to continue its work;
- c. determine any matter which involves major changes of policy of APM;
- d. make decisions on all matters that may create a significant risk to APM or which affect material issues of principle;
- e. make major decisions on expenditure and on entering into material or long-term legal and financial commitments;
- f. determine any significant change in the scope of APM's activities or functions, including changes to corporate structures;
- g. make all decisions involving the acquisition and disposal of interests in land, property or significant assets;
- h. set the strategy for affiliation, partnering or other collaborative working of APM with another body;
- i. determine major matters with regard to relationships with stakeholders;
- j. review and determine any item which is referred to it by a general meeting;

### Assurance, oversight and governance

- a. monitor performance in relation to plans, budget controls and decisions;
- b. review and approve each year's Annual Report and accounts;
- c. establish and oversee a framework of delegation and systems of control;
- d. ensure that APM's governance and governance documentation remain appropriate to needs and are applied robustly;
- e. undertake regular reviews of the performance of the board and all its committees;
- f. review and (subject to the provisions of the Royal Charter) make changes required to the structure, size and composition of the board;
- g. establish delegated financial authorities;
- h. satisfy itself that APM's affairs are conducted lawfully and in accordance with generally accepted standards of performance and probity;
- i. set the strategy for the international activities of APM;
- j. monitor the performance of subsidiary companies and the transfer of profits to APM;
- k. ensure allegations or instances of fraud are properly dealt with;
- l. review and approve changes to APM regulations;
- m. review and agree membership definitions, grades, criteria and bandings;



## **Other approvals and issues**

- a. 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;
- b. review and approve at least every three years APM's reserves, investment, conflict of interest and risk management policies as well as the APM Code of Professional Conduct;
- c. appoint (and if necessary remove) the chief executive and the company secretary;
- d. agree the appointment (and if necessary removal) of the auditors to the AGM;
- e. appoint external auditors;
- f. determine the wording of resolutions to be put to a general meeting;
- g. agree appointments to the boards of subsidiaries;
- h. approve the appointment or co-option of a board member;
- i. appoint the president and vice presidents;
- j. establish board committees and agree their terms of reference; and
- k. approve committee memberships and chairs.

## **The duties of board members**

Board members act as charity trustees.

The following is a summary of duties owed to APM:

- a. Duties are owed to the association
- b. Act within their powers.
- c. Promote the success of APM.
- d. Exercise independent judgement.
- e. Exercise reasonable care, skill and diligence (Also Trustee Act 2000).
- f. Avoid conflicts of interest, not accept benefits from third parties and declare interests in proposed and existing transactions and arrangements.

The following is a summary from Charity Commission guidance CC3 and are the main duties of a charity trustee:

- a. Ensure your charity is carrying out its purposes for the public benefit.
- b. Comply with your charity's governing document and the law.
- c. Act in your charity's best interests.
- d. Manage your charity's resources responsibly.
- e. Ensure your charity is accountable.

## Board member behaviours and code of conduct

In addition to their legal duties, APM Board members must be aware of this Code and abide by it. Board members accept that their behaviour must be of the highest standard. Board members are responsible for their own actions and accept they will be held to account for them. Board members will ensure they adhere to the following principles:

### 1. Selflessness

APM Board members should act solely in the interest of the charity.

### 2. Integrity

APM Board members must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships and act within the Board Conflicts of Interests policy.

### 3. Objectivity

APM Board members must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

### 4. Accountability

APM Board members are accountable for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

### 5. Openness

APM Board members should act and take decisions in an open and transparent manner. Information should not be withheld unless there are clear and lawful reasons for so doing.

### 6. Honesty

APM Board members should be truthful.

### 7. Leadership

APM Board members will exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge and report poor behaviour wherever it occurs.

In addition, Board members will:

- a. Accept collective and cabinet responsibility for board decisions.
- b. Respect the confidentiality of information provided to board members, board papers and board discussions. Board members will sign a Non-Disclosure Agreement.
- c. Not bring the profession or APM into disrepute.
- d. Give sufficient time for board matters.

In carrying out their duties as a board member, each must make all reasonable efforts to:

- a. Diligently review papers.
- b. Consciously listen to each other.
- c. Exploit full range of skills and experience in the room.
- d. Focus on key strategic issues.
- e. Challenge courteously and constructively.
- f. Mix point making, questioning and praise.
- g. Deliberately work as a team.
- h. Demonstrate respect for each other.
- i. Be as open and honest as possible.

## Board election rules

### Administration and Oversight

1. The election process is overseen by the company secretary. S/he will act as Returning Officer.
2. The Association will outsource the management of the ballot to an external contractor identified and approved by the board. The contractor will act as independent scrutineer.
3. The board maintains overall accountability for the election process. The Returning Officer may escalate issues to the board for determination.
4. The election process, and these Regulations, are subject to the requirements of the Royal Charter.
5. The Returning Officer will seek the approval of the board for any substantive changes to the election process and these Regulations.

### Process

6. The vacancies arising shall be determined in accordance with Regulation 4.6.
7. An open request for nominations from members shall be advertised in appropriate media, including publication on the APM website.
8. The request for nominations will include a detailed briefing pack for candidates on the role and the required process. The pack will include requirements on the format and content of candidates' nominations.
9. Candidates are required to submit a nomination form to the company secretary by the date specified and in the format required. Late nominations will be rejected.
10. Voting instructions shall be provided to all members eligible to vote in general meetings. There will be a voting period of at least one month.
11. The Association will collectively announce publicly the names of all candidates on a specified date prior to the opening of the voting period. Individuals are not permitted to publicly announce their candidacy in advance of this.
12. The order of candidates' names (for use on the ballot paper and in any promotion) shall be drawn by lot.
13. Candidates' election statements shall not identify the candidates' proposer, seconder or membership number.
14. The independent external election contractor will organise the voting process on terms agreed with the Returning Officer. Voting may be by post or any electronic means.
15. Each Voting member will be able to cast a specified and maximum number of votes; with the number of those votes being equal to the number of identified vacancies.
16. Voting is on the 'first past the post' basis and the candidates elected shall be those with the greatest number of votes for the available vacancies. In the event of a tie, the chosen candidate shall be selected by the drawing of lots.
17. The election results will be confirmed and announced at the Annual General Meeting (AGM). Each vote cast in the election shall operate as the grant of a proxy to the chairman of the AGM, instructing him/her to vote for the election of the candidate in whose favour the vote was cast. No other votes will be accepted at the AGM.
18. The results of the election will be announced by APM in appropriate media and confirmed in the minutes of the AGM. Candidates will be informed of the result in advance but must not communicate it in advance of the official APM announcement.

### Eligibility

19. All nominations shall be subject to scrutiny for eligibility by the Returning Officer.
20. To be eligible to participate in the election process, all candidates must:
  - be Voting members, as specified in the Regulations;
  - have been nominated by a proposer and seconder who shall both be Voting members of the Association; and
  - meet any and all extant legal requirements to become a charity trustee. For example, they must not be insolvent or disqualified to act as a company director or charity trustee.

21. If an individual does not meet the criteria listed in paragraph 20 above, they will not be eligible to participate in the election process or stand as a candidate.
22. In addition, the board may determine in its absolute discretion if an individual is a fit and proper person to serve as a trustee and whether it is appropriate and in the best interests of the Association for that individual to participate (or continue to participate) in the election process and/or stand as a candidate. The circumstances where this will be applicable will include, but will not be limited to, where an individual's good standing may be called into question, and/or an individual has received a sanction and/or an individual is subject to an ongoing process under the APM Code of Professional Conduct. The board's decision as to whether or not an individual is considered suitable to be a trustee and/or stand as a candidate shall be final.
23. The Returning Officer is required to consider if candidates are in good standing and whether or not they need to be referred to the board in accordance with paragraph 22 above. In any event, s/he is required to escalate the matter if the candidate is the subject of an ongoing process under the Code of Professional Conduct or if a Code of Professional Conduct sanction is in place.
24. The Returning Officer shall notify the candidate of any decision taken in accordance with paragraphs 21 and 22.

#### Election Conduct

25. Individual canvassing by candidates is permitted but only after the names of all candidates have been announced by the Association. The board may determine separate rules on canvassing conduct from time to time.
26. No canvassing support will be provided by the Association unless all candidates are able to participate. The Association will not provide support for individuals and candidates may not use the resources of the Association (for example mailing lists, branch and SIG events) to support their candidacy.
27. Candidates are required to follow the reasonable instructions of the Association and the Returning Officer in all matters related to the election.
28. Candidates are required to conduct themselves in a courteous and professional manner during the election and to ensure they do nothing to bring the Association into disrepute. A failure to do so, or a failure to comply with any of these provisions, may constitute a breach of the Association's Code of Professional Conduct.

### The chief executive – delegations and duties

The essential duties of the chief executive shall be to:

- a. Assist and advise the board in determining APM's strategy and policies.
- b. Manage APM's affairs in accordance with its values and objectives, and the general policies and specific decisions of the board and its committees.
- c. Draw the board's attention to matters that it should consider and decide.
- d. 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.
- e. Ensure that adequate systems of control, risk identification, assessment and management are established and maintained, and that regular reports on these are provided to the board.
- f. Supervise, with the guidance of the chair, the preparation of documents for consideration by the board.
- g. Help the chair ensure that the business of the board is properly conducted.
- h. Lead and manage APM's staff and ensure that their performance is appraised.
- i. Represent APM as appropriate.
- j. Ensure proper management of APM's finances and ensure regular management reports are submitted to the board on the full range of finances and related issues.
- k. 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 board members. The chief executive shall consult the chair concerning any proposal to terminate the employment of a member of the Executive.

### The board chair – roles and duties

The main responsibilities of the chair are to:

- a. Ensure the efficient conduct of the board's business and of APM's general meetings (in conjunction with the secretary).
- b. Ensure that all board members are given the opportunity to express views and that appropriate standards of behaviour are maintained in accordance with the Board member code of conduct and with the values of APM.
- 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 chair, the chief executive and other groups to enable the business of APM 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 APM follows governance good practice which is appropriate to its circumstances.
- g. Represent APM as appropriate.
- h. Take any decisions delegated to the chair.
- 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.
- 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 periodic reviews of its own performance as a board.
- l. Hold individual reviews with each board member after they have held office for one year.
- m. Ensure that the board makes proper arrangements for implementing a succession plan for board and committee membership.

## Financial delegations

### A Expenditure authorisation

The overall board approved authorisation limits are as follows. The relevant authority will approve expenditure on the basis of appropriate information and/or a business case as they deem necessary.

The limits are based on full estimated project /contract costs. In accordance with the procurement policy, authorisations must not be split to avoid approval limits.

Limit	Approval Authority
<b>Within budget</b>	
Up to £10,000	Budget owner <sup>[1]</sup>
£10,001 to £25,000	Budget owner plus head of finance
£25,001 to £50,000	Budget owner plus one of either chief executive or chief financial officer
£50,001 to £300,000	Budget owner plus chief financial officer plus chief executive
Greater than £300,000	Board or expressly delegated board committee authorisation required
<b>Outside budget</b>	
Up to £10,000	Chief executive or chief financial officer
£10,001 to £50,000	Chief executive
Greater than £50,000	Board or expressly delegated board committee authorisation required

Note 1 – Budget owner: A designated employee (at manager level and above) who understands the requirement and has been assigned the delegated authority to procure products and services and is thus deemed accountable for any expense incurred.

Where expenditure is initiated by the chief finance officer or head of finance, it must be authorised by the chief executive. In the rare instance that the chief executive initiates expenditure, authorisation must be obtained from the chair. Authorisation authorities automatically flow upwards to cover for absence.

### B Potential bids/transactions

In any instance where the full estimated cost to APM requires approval by the board, this must be sought in advance of substantive preparations getting underway.

### C Income levels and charging

The chief executive has delegated authority to set income levels and charging (including fees for examinations, qualifications and designations, but not membership fees which rests with the board). The fees for membership subscriptions shall be reviewed annually by the board and any major deviation from previously agreed policy on these matters shall be subject to prior board approval.

### D Virements

The chief executive is authorised to vire funds between approved business plan budget lines within the financial year up to a limit of £250,000. Virements in excess of this amount require the approval of the board.

## **E Cash Management**

- a. APM must only place deposit funds\* with institutions approved by the Board.
- b. As at January 2022, the approved institutions are Barclays Bank plc and Nationwide Building Society.
- c. Barclays Bank plc must be used for the funding and collection of the operational activities of APM
- d. Nationwide Building Society will be used as the operational institution in the event of the failure of Barclays Bank PLC
- e. The movement of funds from the investment portfolio held with Tilney Smith and Williamson to the current account of up to £250k (per month) must be approved by the Head of Finance. Amounts above this requires the approval of the CFO.
- f. The movement of funds to the investment portfolio held with Tilney Smith and Williamson from the current account of up to £250k (per month) must be approved by the Head of Finance. Amounts above this requires the approval of the CFO.
- g. The CFO and Head of Finance will monitor the Senior Preferred Credit Ratings of approved institutions on a quarterly basis. Any material changes to the Senior Preferred Credit Ratings of approved institutions will be reported to the Board as they arise, and any required corrective action taken accordingly.

\* Deposit funds are cash assets which are not immediately required for working capital purposes and are set aside in a separate account. Due to operational requirements, deposit funds are typically 80%-90% of APM's total cash balances with working capital being typically 10%-20%.

# In the context of section E, 'APM' refers to the consolidated group level comprising APM and Ibis Trading Limited. Additionally, funds need not be transferred to maintain limits where it is recognised that changes are short term in nature under actively managed funds.

## Board champions – role specification

### Process and commitment

Champions are appointed by the board as a whole and to areas where there is a recognised benefit in having a closer, individual focus. The board reviews the list of champions annually alongside committee memberships but can make appointments at any point.

In undertaking a champion role, individuals must:

- a. Have an interest in that field.
- b. Have relevant knowledge and experience in that field.
- c. Acquaint themselves with key issues regarding the particular topic.
- d. Commit to engage and work constructively with staff.
- e. Provide sufficient time to the role.

In supporting champions, the executive will need to:

- a. Engage with the champion and ensure he/she is briefed and consulted where appropriate.
- b. Provide the champion with a key contact and executive lead.
- c. Commit to work constructively with the champion.

### Objectives and role

The role is of a strategic nature and the aim is to help APM more readily understand and act effectively in defined areas. Consequently, a champion will:

- a. On behalf of the board, provide knowledge and insight to the executive.
- b. Assist the executive as appropriate in the development of a strategic position or proposal.
- c. Provide appropriate high-level constructive challenge and scrutiny on the area.
- d. Act as a sounding board and conduit for the executive on a specific area of work i.e. to provide the executive with a board perspective on an issue.
- e. Act as a voice for the area during board discussions.
- f. Provide external-facing advocacy for the area as appropriate and necessary. (Messaging to be co-ordinated within wider APM communications.)

### Constraints

The APM Board acts and makes decisions collectively. Champions therefore do not have any specific delegated authority or responsibility. The role is not 'executive' or 'doing' in nature and issues need to be dealt with in accordance with APM's policies, governance structure and regulations. Champions should avoid detailed involvement in executive and operational issues.

### Assistance

Champions should contact their executive lead with queries and issues in the first instance and aim to resolve issues constructively and outside formal meetings. Any substantive queries or concerns should be raised with the board chairman, chief executive and company secretary.



**Regulations relating to the Registered Project Professional (RPP) designation**

1. Association for Project Management (APM) applications for the Registered Project Professional standard are now closed. The standard will remain valid to existing RPP holders, and the register will continue to be active for those who achieved the following criteria:
  - a. Depth of competence by demonstrating knowledge and experience in key competences within a complex project, including evidence of having managed others.
  - b. Achievement by demonstrating the capabilities of a responsible leader within the context of a complex project.
  - c. Breadth of knowledge by understanding the practice of all competence elements in the APM Competence Framework to at least a level commensurate with MAPM.
  - d. 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. Accountability by demonstrable understanding of the application of the APM Code of Professional Conduct and ethics in a project environment.
2. All individuals active on the register have the entitlement to hold the post-nominal RPP.
3. In order to maintain their Registered Project Professional designation individuals must:
  - a. fulfil their personal commitment to Continuing Professional Development (CPD); and
  - b. continue to adhere with the APM Code of Professional Conduct.
4. 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 APM receives a complaint about the professional competence of a Registered Project Professional and, after a disciplinary enquiry, the complaint is upheld and a decision made that the Registered Project Professional should be removed from the register.

## Regulations Relating to the Chartered Project Professional Designation

1. In accordance with the terms of the Royal Charter and By-Laws, APM will operate and manage access to a register of Chartered Project Professionals.
2. Those who successfully pass the assessment process will be entitled to call themselves a Chartered Project Professional and to use the post-nominal ChPP (indicating that 'Chartered Project Professional', 'ChPP' and 'ChPP Chartered Project Professional Awarded by APM (see logo)' are collective trademarks of the Association for Project Management) and follow guidance issued by APM about their usage.



3. The Board will determine the chartered standard, including the high-level processes for individuals to obtain the chartered standard and the recognised assessment (exemptions) framework. It will do so on the advice of the Professional Standards and Knowledge Committee. Procedural, guidance and administrative matters may be delegated to the Committee in accordance with Board approved terms of reference.
4. An individual may apply for entry onto the register of Chartered Project Professionals if they are deemed to be professionally active in accordance with the definition set out in the chartered standard.
5. To achieve chartered status and entry to the register of Chartered Project Professionals applicants must:
  - pass an assessment of technical knowledge in the areas detailed in the standard
  - pass an assessment of professional practice in the areas detailed in the Standard
  - provide two proposers in support of their application
  - confirm compliance with APM's continuous professional development (CPD) scheme in the past 12 months (providing evidence of this where required) and commit to continuing to comply with APM's CPD requirements
  - commit to the *APM Code of Professional Conduct* and provide evidence of an understanding of an ethical way of working as part of the interview process
  - pay an assessment fee and an annual registration fee
6. The assessment of the applicant's technical knowledge and professional practice will be against a Board approved suite of mandatory and elective competencies and as set out in the chartered standard. Applicants may demonstrate competence by passing an approved recognised assessment and/or via a written submission detailing experience demonstrating those competencies. All applicants will undertake an interview as part of their competence assessment. The interview will include an assessment of the individual's understanding of, and commitment to, professional ethics.
7. APM will maintain a panel which will review the recommended outcomes from the assessment process. The panel will ensure compliance with process and formally approve applicants obtaining chartered status and admission to the register of Chartered Project Professionals.

8. All Chartered Project Professionals are required to confirm their commitment to the *APM Code of Professional Conduct*. Breaches of the Code will be actionable in accordance with Code's procedural rules. Sanctions open to the Professional Conduct Committee will include removal from the register of Chartered Project Professionals.
9. All Chartered Project Professionals will be required to comply with the APM scheme for continuous professional development (CPD) to maintain their entry on the register and remain professionally active. In accordance with the scheme, APM will make arrangements to audit the CPD records of Chartered Project Professionals.
10. The register of Chartered Project Professionals is open to APM members and non-members. Chartered Project Professionals will not have the rights or benefits of APM membership unless they successfully apply to be an APM member.
11. Chartered Project Professionals will be granted entry to the register of Chartered Project Professionals. The register will be open for inspection on the APM website. In accordance with data protection requirements, Chartered Project Professionals will have the right to anonymity and may request that their details do not appear on the public Register.
12. To remain on the register, Chartered Project Professionals must:
  - pay an annual registration fee
  - confirm that they remain professionally active, and commit to the APM Code of Professional Conduct and CPD requirements
13. Chartered Project Professionals whose registration has lapsed may re-join the register within a three year period by proving their CPD is up to date.

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