

**THE COMPANIES ACTS 1948 TO 1989**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

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**Articles of Association of**

**THE INSTITUTE OF  
PUBLIC SECTOR MANAGEMENT**

(As amended by Special Resolutions passed on 30 September 1992, 27 September 1995,  
7 October 1998, 24 November 1999 and 8<sup>th</sup> November 2001)

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**PRELIMINARY**

- 1 In these presents the words in the first column of the following Table shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.
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<b>Words</b>	<b>Meanings</b>
The Acts.....	The Companies Acts 1948 to 1989
The Statutes.....	The Acts and every other Act for the time being in force concerning companies and affecting the Institute.
These Presents.....	These Articles of Association, and the Regulations of the Institute from time to time in force.
The Institute.....	The above-named Institute.
The Council.....	The Council of Management for the time being of the Institute.
The Office.....	The registered office of the Institute.
The Seal.....	The Common Seal of the Institute.
The Company Secretary.....	The Secretary or deputy or under or assistant Secretary appointed by the Council or any person acting in such capacity by the direction of the Council.
The United Kingdom.....	Great Britain and Northern Ireland.

Member or Full Member.....	Includes a Fellow or Corporate Member of the Institute where this is not inconsistent with the Institute's Regulations or the subject or context of these Articles of Association.
Month.....	Calendar month.
In Writing.....	Written, printed or lithographed, or partly one or partly another, and other modes representing or reproducing words in visible form.

Any words importing the singular number only shall include the plural number and vice versa; words importing the masculine gender only shall include the feminine gender; and words importing persons shall not include corporations.

Subject as aforesaid, any words or expressions defined in the Acts or any statutory modification thereof in force at the date of the adoption of these presents shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2 For the purpose of registration the Institute is declared to consist of an unlimited number of members.

### **OBJECTS**

3 The Institute is established for the purposes expressed in the Memorandum of Association.

### **MEMBERSHIP**

4 The subscribers to the Memorandum of Association and such other persons as shall become members in accordance with the provisions contained in Article 7 shall, subject as provided by these presents, be the members of the Institute.

### **GRADES OF MEMBERS**

5 The membership of the Institute shall consist of Full Members, Student Members, Fellows and Corporate Members.

6 The Register of Members shall be divided into four separate parts as follows:-

- Part I - The name of every Full Member for the time being.
- Part II - The name of every Student Member for the time being.
- Part III - The name of every Fellow for the time being.
- Part IV - The name of every Corporate Member for the time being.

- 7 No person shall be admitted (other than the subscribers to the Memorandum of Association) to any grade of membership of the Institute unless and until:-
- (i) he shall have delivered to the Company Secretary an application in writing in that behalf, being an application signed by that person upon such a form provided by the Institute as the Council may from time to time prescribe (either generally or with regard to any particular case or class of cases), accompanied by a remittance in payment of the entrance fee and subscription payable, and verified and/or supported by such references (if any) and/or written recommendations (if any) as the Council may in its discretion from time to time require; and
  - (ii) he has satisfied the Council that he is a fit and proper person to become a member of the Institute, both in respect of his own character and in respect of his educational standards and otherwise by complying with such requirements as may be prescribed in regulations from time to time promulgated by the Council. Provided that such regulations may provide for the admission to membership of such persons who do not fully comply with such requirements as the Council in its absolute discretion may decide; and
  - (iii) the Council (whose discretion shall in every case be absolute) shall have resolved that he be elected to membership of the grade for which applied.
- 8 Every Full Member shall be entitled to receive a Certificate of Full Membership. Every such Certificate shall remain the property of the Institute and each Full Member shall upon election to Full Membership be deemed if he has not already done so to have entered into an undertaking with the Institute to return any such Certificate to the Institute upon cessation of his Full Membership.
- 9 Every Member shall furnish particulars of his addresses private and official, of the name of his employer and of the official position he occupies, indicating which address should be registered for the purposes of the Acts and these presents, and be deemed his place of residence. Any changes in any of the information herein contained shall be notified from time to time, to the Company Secretary.
- 10 Neither membership nor any of the rights and privileges of membership shall be in any way either transferable or transmissible.

### **REGISTRATION, ADMISSION FEES AND ANNUAL SUBSCRIPTIONS**

- 11 Except as provided by these Articles or by regulations every person shall, on being admitted as a member of the Institute, pay such registration or admission fee as may be prescribed by regulations promulgated from time to time by the Council and members shall pay an annual subscription.
- 12 Unless otherwise resolved by the Council, the annual subscription shall be due and payable by each member on the 1st January in each year and shall be such amount as may be prescribed by such regulations.
- 13 For the purpose of determining the amount of such subscriptions, different classes of membership and the amount of subscription payable by such classes respectively may be determined by such regulations.

- 14 A full year's subscription shall be payable by a member on admission unless the date of admission is after 30th June, in which event only a half year's subscription shall be payable, subject to the Council being empowered to waive any subscription payable by persons joining in the last three months of the subscription year in respect of that period only.
- 15 The Council may in exceptional circumstances (as to which its decision shall be conclusive) waive payment, by a resolution passed by at least three-quarters of those present at a meeting of the Council, of the subscriptions payable by any member on such terms and for such period as it may determine.

### **ANNUAL LIST OF MEMBERS**

- 16 The Council may, if it thinks fit, publish an annual list of Full Members, copies of which may be available on payment of such charge, if any, as the Council thinks fit.

### **DISTINGUISHING LETTERS**

- 17 (A) The distinguishing letters which may be used after his name by a Full Member (other than a Fellow or Corporate Member) shall be IPSM, and FIPSM by a Fellow of the Institute, or, in either case, such other distinguishing letters as the Council shall from time to time prescribe by regulations.
- (B) The distinguishing letters shall be personal and shall not be used after the name of a firm or after the name of an individual in public practice.

### **EXAMINATIONS**

- 18 The Council may establish and maintain in relation to the Institute a system of examinations as the Council deem appropriate. The Council may from time to time make such regulations as it thinks fit for governing the Institute's examinations and the conduct and arrangement thereof.

### **RESIGNATION**

- 19 Without prejudice to the rights of the Institute to recover all sums due from the member to the Institute or to secure the return of all certificates of Full Membership, any member may by giving to the Institute notice in writing served upon the Institute at the Office tender his resignation of membership of the Institute and upon its acceptance by the Council but not until then he shall cease to be a member, provided that the Council may in its absolute discretion refuse to accept the resignation of a member who is the subject of an allegation falling within the scope of sub-paragraphs (1) (a), (b) or (c) of Article 21.

### **ARREARS OF SUBSCRIPTION AND OTHER DISQUALIFICATIONS**

- 20 (A) Any member whose annual subscription (including any part of a subscription and any reduced subscription) shall be in arrear for three months or more shall thereupon cease to be a member unless the Council otherwise resolves.

- (B) If any member shall have a receiving order in bankruptcy made against him or shall make or agree to make an assignment for the benefit of his creditors, or shall pay, or propose to pay, any composition to his creditors or shall enter into any assignment by way of trust for his creditors, or execute any similar deed of agreement or shall take or attempt to take the benefit of any statutory provision for arrangement with his creditors, or become incapable by reason of mental disorder of managing his property and affairs, he shall cease to be a member if the Council so resolves.

### **DISCIPLINARY POWERS**

- 21 (1) Without prejudice to the powers of the Council under the preceding Article if in the opinion of the Council (or of any Committee of the Council to which the Council shall have delegated its powers under this Article) any member shall have:-
- (a) been convicted of an offence of such a nature that its commission by a member would in the opinion of the Council or any such Committee be discreditable to the Institute; or
  - (b) conducted himself whether by act or default in a manner that in the opinion of the Council or any such Committee is discreditable to the Institute; or
  - (c) acted in breach of these presents or of any rules, regulations or bye-laws from time to time made hereunder:-

The Council or any such Committee shall have the power:-

- (i) to require the member to give a written undertaking to refrain from continuing or repeating the conduct which constitutes a contravention;
  - (ii) to reprimand the member;
  - (iii) to suspend the member for such period and on such terms and conditions as the Council or any such Committee may determine; OR
  - (iv) to expel the member from the Institute.
- (2) A member who has been suspended shall not be entitled to exercise any of the rights of membership during the period of suspension, but any such suspension shall be without prejudice to the rights of the Council or any such Committee to take disciplinary action against the member during the period of suspension as if the suspended member remained a member and was subject to the provisions of these presents. Such a member, if he be a Full Member, may retain, but may not exhibit, his Certificate of Full Membership of the Institute during the period of suspension and may not use the designation or any distinguishing letters of the grade of membership to which he may be entitled.

- (3) Before any disciplinary action against a member is taken under this Article, the member shall be notified in writing by recorded delivery post at his last registered address of the grounds of complaint against him at least fourteen days before the meetings which is to deal with the matter, and shall be given the opportunity of stating his defence or any matters in mitigation either in writing or by personal attendance at the meeting. Legal representation or representation by any member of the Institute shall be permitted, but at least seven days' notice that the member proposes to be so represented must be given by such member to the Institute in writing delivered at the Office.
- (4) Any member against whom disciplinary action has been taken under this Article by any Committee of the Council to which the Council may have delegated its powers under this Article shall have a right of appeal to the Council, and shall be entitled to tender to the Council in writing an explanation of his alleged conduct or any submission in respect thereof.

#### **EFFECT OF CESSER OF MEMBERSHIP**

- 22 (1) Any person who ceases whether by resignation, expulsion or otherwise howsoever to be a member of the Institute shall nevertheless remain liable to pay all sums due by him to the Institute at the date of such cesser and neither he nor his personal representatives shall have any claim upon or interest in the funds or property of the Institute.
- (2) Any person who so ceases to be a member of the Institute shall within seven days after such cesser cease to use the distinguishing letters and any designation to which he may be entitled either personally or on any letter-headings or elsewhere and a Full Member shall forthwith return to the Institute his Certificate of Full Membership of the Institute.

#### **REINSTATEMENT OF MEMBERSHIP**

- 23 The Council may reinstate any person who has for any reason ceased to be a member of the Institute on such terms and conditions as the Council in its absolute discretion may resolve.

#### **GENERAL MEETINGS**

- 24 The Institute shall hold a General Meeting not more than eighteen months after the incorporation of the Institute and subsequently once in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
- 25 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

- 26 The Council may whenever they think fit convene an Extraordinary General Meeting, and on the requisition of members pursuant to the provisions of the Acts shall forthwith proceed to convene an Extraordinary General Meeting for a date not more than four weeks after the date of the notice convening the meeting. In default of the Council so convening the meeting within three weeks from the date of the deposit of the requisition, the requisitioners may themselves convene the meeting as provided by the Acts.
- 27 All Members shall be entitled to receive notice of and to attend any General Meeting of the Institute.
- 28 At least twenty-one days' notice in writing of every Annual General Meeting and of every General Meeting convened to pass a Special Resolution and at least fourteen days' notice in writing of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place and the general nature of the business shall be given in the manner hereinafter mentioned to such persons (including the Auditors) as are under the Acts entitled to receive such notices from the Institute and to all members other than such as are not under the provisions of these presents entitled to receive notices from the Institute; but with the consent of all members entitled to receive notices thereof, or of such proportion thereof as is prescribed by the Acts in the case of Meetings other than Annual General Meetings, a Meeting may be convened by such notices as those members may think fit.
- 29 The accidental omission to give notice of any General Meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed or proceedings at any such Meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

- 30 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors and the appointment of, and the fixing of the remuneration of, the Auditors.
- 31 No business shall be transacted by any General Meeting unless a quorum is present when the Meeting proceeds to business. Save as herein otherwise provided ten Members personally present shall be a quorum.
- 32 If within fifteen minutes from the time appointed for the holding of a General Meeting a quorum is not present, the Meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the chairman shall appoint, and if at such adjourned Meeting a quorum is not present within fifteen minutes from the time appointed for holding the Meeting the Members present shall be a quorum.
- 33 The President shall preside as chairman at every General Meeting, but if there be no such president, or if at any Meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, then the Vice-President, if present and willing, shall preside. In the absence or unwillingness of the Vice-President then the members present shall choose some member of the Council, or if no such member of the Council be present, or if all the members of the Council present decline to take the chair, they shall choose some Member of the Institute who shall be present to preside.

- 34 The chairman 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. Save as aforesaid, the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned Meeting.
- 35 At any General meeting a resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman or by at least five Members present in person or by proxy, or by a Member or Members present in person or by proxy representing one-tenth of the total voting rights of all Member having the right to vote at the Meeting, and unless a poll be so demanded by declaration by the chairman of the Meeting that a resolution has been carried or carried unanimously or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minute book of the Institute shall be conclusive evidence of the fact without votes recorded in favour of or against the resolution.
- 36 Subject to the provisions of Article 37, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner as the chairman of the Meeting shall direct, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.
- 37 No poll shall be demanded on the election of a chairman of a Meeting, or on any question of adjournment.
- 38 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the Meeting shall be entitled to a second or casting vote.
- 39 The demand of a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which a poll has been demanded.

### **VOTES OF MEMBERS**

- 40 Subject as hereinafter provided, every member of the Institute shall have one vote.
- 41 (A) A member who shall not have paid every subscription and other sum (if any) which shall be due and payable to the Institute in respect of his membership, shall not be entitled to receive notice of and attend and, if otherwise entitled, vote at any General Meeting of the Institute.
- (B) A suspended member shall not be entitled to receive notice of or attend, or, if otherwise entitled, vote at any General Meetings.
- 42 Votes may be given on a poll either personally or by proxy. On a show of hands a Member present only by proxy shall have no vote. No person shall act as proxy who is not entitled to be present and vote in his own right.
- 43 The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing.

- 44 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the Meeting or adjourned Meeting or for the taking of the poll at which it is to be used and in default the proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
- 45 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office one hour at least before the time fixed for holding the Meeting or adjourned Meeting at which the proxy is used.
- 46 Any instrument appointing a proxy shall be in the following form or in such other form as the Council may approve or allow:-

I \_\_\_\_\_ of \_\_\_\_\_, being a Member of the Institute of Public Sector Management hereby appoint (a Member of the Institute) of \_\_\_\_\_ or failing whom the duly appointed Chairman of the meeting as my proxy to vote for me on my behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Institute to be held on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

This form is to be used \* in favour of / against the resolution.

*\*Strike out whichever is not desired.*

#### **OFFICERS OF THE INSTITUTE**

- 47 At the last meeting of the Council before each Annual General Meeting of the Institute, or (if the last meeting will be less than one month before the Annual General Meeting) at a Council meeting not later than one month before the Annual General Meeting, the members of the Council then present shall choose one of their number to act as President of the Institute to hold office from the conclusion of the forthcoming Annual General Meeting until the conclusion of the Annual General Meeting next after the date he assumes such office. The president shall ex-officio be a Member of the Council during his term of office.
- 48 (A) At the last meeting of the Council before each Annual General Meeting of the Institute, or (if the last meeting will be less than one month before the Annual General Meeting) at a Council meeting not later than one month before the Annual General Meeting, the members of the Council then present shall choose one of their number to act as Vice-President from the conclusion of the forthcoming Annual General Meeting until the close of the Annual General Meeting in the next calendar year. The person so chosen will ex-officio be a member of the Council during his term of office as Vice-President.

- (B) At the last meeting of the Council before each Annual General Meeting of the Institute, or (if the last meeting will be less than one month before the Annual General Meeting) at a Council meeting not later than one month before the Annual General Meeting, the members of the Council then present shall choose one of their number to act as Treasurer from the conclusion of the forthcoming Annual General Meeting until the close of the Annual General Meeting in the next calendar year. The person so chosen will ex-officio be a member of the Council during his term of office as Treasurer.
- (C) At the last meeting of the Council before each Annual General Meeting of the Institute, or (if the last meeting will be less than one month before the Annual General Meeting) at a Council meeting not later than one month before the Annual General Meeting, the members of the Council then present shall choose one of their number to act as Honorary Secretary from the conclusion of the forthcoming Annual General Meeting until the close of the Annual General Meeting in the next calendar year. The person so chosen will ex-officio be a member of the Council during his term of office as Honorary Secretary.

49 If there shall be a casual vacancy for the office of President during any year then the Vice-President for the time being shall forthwith assume the office of President and at its next meeting the Council shall choose one of their number to act as Vice-President.

### **THE COUNCIL**

50 The Council shall consist of ex-officio, elected and co-opted members. Only Full Members may be ex-officio and elected members of the Council. Unless the members otherwise resolve by ordinary resolution, the minimum number of Council members shall be four and the maximum number of elected members shall be seven.

51 During their respective terms of office the President, Vice President, Immediate Past President, Treasurer and Honorary Secretary shall be ex-officio members of the Council.

52 (A) The election and re-election of Full Members to the Council shall be governed by the provisions of these Articles following and the Council shall have no power to appoint persons as elected members other than as specified in Article 53 or in order to bring the number of elected members up to seven.

(B) The Council may at any time appoint any person considered suitable by the Council as a co-opted member of the Council provided that there shall not at any time be more than three persons as co-opted members of the Council and a co-opted member shall retain his office only until the conclusion of the next Annual General Meeting but he shall then be eligible for further co-option. The members may by ordinary resolution authorise the Council to co-opt a specified number of persons greater than three as co-opted members, provided that such authority shall expire (if not renewed) at the next Annual General Meeting.

53 Any casual vacancy in respect of elected members of the Council may be filled by the Council, but any member of the Council so appointed shall retain his office only until the next following Annual General Meeting of the Institute and shall then retire but be eligible for re-election.

- 54 No remuneration shall be payable to any member of the Council, but the Council may pay to any member of the Council, any reasonable expenses incurred by him in or about his duties as a member of the Council.

### **POWERS OF THE COUNCIL**

- 55 (A) The business of the Institute shall be managed by the Council who may exercise all such powers of the Institute, and do on behalf of the Institute, all such acts as may be exercised and done by the Institute, and as are not by statute or by these presents required to be exercised or be done by the Institute in General Meetings, subject nevertheless to any provisions of these presents, to the provisions of the Acts and other statutes for the time being in force and affecting the Institute, and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Institute in General Meeting but no regulation made by the Institute in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulations had not been made.
- (B) Without prejudice to the generality of the foregoing the Council may make and from time to time alter, revoke or add to regulations (not being inconsistent with any provision of these presents) relating to the Institute and its affairs as from time to time the Council may decide.
- 56 The members for the time being of the Council may act notwithstanding any vacancy in their body: provided always that in case the members of the Council shall at any time be or be reduced in number to less than four, it shall in either case be lawful for them to act as the Council for the purpose of admitting persons to membership of the Institute, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

### **DISQUALIFICATION OF MEMBERS OF THE COUNCIL**

- 57 The office of a member of the Council shall be vacated:-
- (a) at the Annual General Meeting next following his attaining the age of seventy years;
  - (b) if, being an elected member of the Council, he ceases for any reason to be a Full Member of the Institute;
  - (c) if he is suspended from membership of the Institute;
  - (d) if by notice in writing to the Institute he resigns his office;
  - (e) if he shall become prohibited by law from acting as a member of the Council;
  - (f) if, whether an elected member, an ex-officio member or a co-opted member of the Council, he has failed at the date of the Annual General Meeting to attend at least half the meetings of the Council held during the preceding year or such lesser period for which he had been elected, unless the Council shall by resolution approve the reason for such failure to attend.

Provided that until an entry of the vacating of office by a member of the Council under one of the paragraphs of this Article shall be entered in the minutes of the Council his acts as a member thereof shall be effectual.

## **RETIREMENT AND ELECTION OF MEMBERS OF THE COUNCIL**

- 58 At each Annual General Meeting the one-third of the elected members of the Council who have been longest in office since their last election or, if their number is not a multiple of three, the number nearest to but not exceeding one-third, shall retire from office and the Meeting may re-elect them or elect other Full Members to fill their places. As between persons who have been elected members of the Council an equal length of time since their last election, the persons to retire shall, in default of agreement between them be determined by lot. A retiring member of the Council shall hold office until the dissolution of the Meeting at which he retires.
- 59 A Full Member, other than a retiring elected member of the Council or one recommended by the Council for election, shall not be qualified to be elected as an elected member of the Council unless notice in writing is given to the Company Secretary, on or before the 31st July preceding the meeting from the date on which the election is to take effect, stating the name of the Full Member nominated and signed by the nominating Full member and by some other Full Member who seconds the nomination, accompanied by a statement under the hand of the nominee of his willingness to serve on the Council, if elected.
- 60 If the candidates validly nominated are not more in number than the vacancies, the persons so nominated shall, as from the next Annual General Meeting, be deemed to be duly elected members of the Council.
- 61 If the candidates nominated are more in number than the vacancies, any candidate in excess of the number to be elected may withdraw or, with his consent, be withdrawn by the nominator in writing; but if the candidates still remain in excess of the number to be elected, the Annual General Meeting shall elect the number of Full Members to fill the vacancies.

## **PROCEEDINGS OF THE COUNCIL**

- 62 (A) The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
- (B) A quorum shall be four.
- (C) Questions arising at any meeting of the Council or a Committee thereof shall be decided by a majority of votes.
- (D) In case of an equality of votes the chairman shall have a second or casting vote.
- 63 Two members of the Council may, and on the request of two members of the Council the Company Secretary shall, at any time summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.
- 64 The President shall be entitled to preside at all meetings of the Council at which he shall be present, but if at any meeting the President be not present within ten minutes after the time appointed for holding the meeting or is unwilling to preside, then the Vice-President if present and willing shall preside and in the absence or unwillingness of the Vice-President the members of the Council present shall choose one of their number to be chairman of the meeting.

- 65 A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these presents for the time being vested in the Council generally.
- 66 (A) The Council may delegate any of their powers to Committees consisting of such member or members of the Council as they think fit, and any Committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such Committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid. Any such Committee may by resolution co-opt as a member of the Committee any Full Member who is considered suitable for such period as the Committee may decide.
- (B) The President shall be an ex-officio member of all the Institute's Committees. He shall be consulted by the Company Secretary on all important matters other than of a routine administrative nature, and he shall have plenary powers to take immediate action on all matters of urgency respecting the Institute, reporting such action for approval to the next meeting of the Council.
- 67 All acts bona fide done by any meeting of the Council or of any Committee of the Council, or by any person acting as a member of the Council shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.
- 68 The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Institute and of the Council and of Committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting if purporting to be signed by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 69 A resolution in writing signed by all the members for the time being of the Council or of any Committee of the Council who are duly entitled to receive notice of a meeting of the Council or of such Committee shall be valid as effectual as if it had been passed at a meeting of the Council or of such Committee duly convened and constituted.

#### **DIVISIONS, BRANCHES AND STUDENT SOCIETIES**

- 70 The Council may authorise the formation of divisions, branches, centres, and student societies or other groups of the Institute and may delegate to them such powers as it may think fit. The Council may from time to time make, revoke, and alter rules relating to such divisions, branches, centres, and student societies or other groups.

## **SECRETARY**

- 71 The Company Secretary of the Institute shall be appointed by the Council for such time, and shall be paid such remuneration and shall serve upon such conditions as the Council may think fit, and any Company Secretary may be removed by the Council. The Council may from time to time by resolution appoint a deputy or under or assistant Company Secretary, and any person so appointed may act in place of the Company Secretary if there be no Company Secretary or no Company Secretary capable of acting.

## **THE SEAL**

- 72 The seal of the Institute shall not be affixed to an instrument except by the authority of a resolution of the Council, or of a Committee authorised by the Council for this and in the presence of at least one member of the Council and of the Company Secretary, and the said member or members and Company Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Institute such signature shall be conclusive evidence of the fact that the seal has been properly affixed.

## **ACCOUNTS**

- 73 Accounting records sufficient to show and explain the Institute's transactions and otherwise complying with the Statutes shall be kept at the office, or at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.
- 74 At each Annual General Meeting the Council shall lay before the Institute a proper income and expenditure account for the period since the last preceding account made up to a date not more than nine months before such Meeting, 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 Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the Meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

## **FINANCIAL YEAR AND SUBSCRIPTION YEAR**

- 75 Unless and until otherwise determined by the Institute in General Meetings, the financial year of the Institute shall begin on the 1st April in each year and end on the 31st March of the following year.

## **AUDIT**

- 76 Once at least in every year the accounts of the Institute shall be examined by one or more properly qualified Auditors.
- 77 Auditors shall be appointed and their duties regulated in accordance with the Statutes.

## **NOTICES**

- 78 A notice may be served by the Institute upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the Register of Members.
- 79 Any member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Institute an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Acts, only those members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the Institute.
- 80 Any notice, if served by post, shall be deemed to have been served at the expiration of 24 hours (or where second class mail is employed 48 hours) after the time when the cover containing the same is 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.

## **INDEMNITY**

- 81 Subject to the provisions of and so far as may be permitted by the Statutes, every member of the Council, Auditor, Company Secretary or other officer of the Institute shall be entitled to be indemnified by the Institute against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Institute and in which judgement is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the court.
- 82 Clause 7 of the Memorandum of Association of the Institute relating to the winding up and dissolution of the Institute shall have effect as if the provisions thereof were repeated in these presents.

## **EXPLANATORY NOTE NOT FORMING PART OF THE ARTICLES OF ASSOCIATION**

NB: The Institute has undergone several changes of name. It was originally set up in 1982 as the Association of Public Service Administrative Staff (APSAS) by the Institute of Chartered Secretaries and Administrators (ICSA). On 1 January 1992, APSAS became fully independent and changed its name to The Institute of Public Service Administrators (IPSA), thereby severing its links with ICSA. On 13 October 1997, IPSA changed its name to The Institute of Public Sector Management which, like IPSA and APSAS before it, is a Company limited by Guarantee and not having a Share Capital.

**THE COMPANIES ACTS 1948 to 1980**

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

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**Memorandum of Association**

**of**

**THE INSTITUTE OF PUBLIC SECTOR MANAGEMENT**

*(As amended by Special Resolution on 12 September 1991, 1 October 1997 and 24 November 1999)*

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**- i -**

- 1 The name of the Company (hereinafter called “the Institute”) is “THE INSTITUTE OF PUBLIC SECTOR MANAGEMENT”.
- 2 The Registered Office of the Institute will be situated in England.
- 3 The objects for which the Institute is established are:-
  - (A) To provide a qualification to be known as Member of the Institute of Public Sector Management, for staff employed on managerial and administrative duties in the public service.
  - (B) To provide an organisation for such staff who are granted such qualification.
  - (C) To promote in the public interest the competence of such staff.
  - (D) To do such things as are or may be necessary to sustain or to raise the status of those holding the said qualification.
  - (E) To promote and provide opportunities for the exchange of views amongst members of the Institute and others, and to encourage and promote the delivery of lectures and the reading and discussion of papers relative to the managerial and administrative work and the interests of members of the Institute.
  - (F) To take over, on such terms as the Institute may deem expedient, all or any of the assets and liabilities of any other body or organisation which is representative of or which has been formed to promote the interests of those whose managerial and administrative work is in any way similar to that of members of the Institute.
  - (G) To issue a journal for the information of members and others and for the advancement of the Institute, and to print, publish or distribute text books, statistics, lectures, treatises and other literature connected with or explanatory of the theory and/or practice of the managerial and administrative work performed by members of the Institute and to acquire a library of such works to buy, sell, lend or exchange.

- (H) To promote the study of the theory and practice of the managerial and administrative work performed by members of the Institute and to establish and/or provide facilities for the holding of classes and examinations (either under the jurisdiction of the Institute or that of any college or other suitable body accredited by the Institute), and for the award of medals, scholarships and such other rewards in connection with the study of such theory and practice as the Institute shall deem necessary, also to award certificates and diplomas.
- (I) To encourage and/or secure the training, education and experience of anyone who is contemplating becoming a member of the Institute.
- (J) To promote the efficiency and usefulness of the service provided by members of the Institute, and for that purpose to exercise supervisory and disciplinary powers over them.
- (K) To promote and advance efficient administration in the public service.
- (L) To apply for, promote, petition for or otherwise support any Act of Parliament, Royal Charter or other measure for the purpose of attaining the above objects or any of them.
- (M) To purchase, take on lease or on exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Institute may think necessary or convenient for the promotion of its objects, and to construct, equip, maintain and alter any buildings or erections necessary or convenient for the work of the Institute.
- (N) To sell, let, mortgage, dispose of or return to account, all or any of the property or assets of the Institute as may be thought expedient.
- (O) To undertake and execute any trust which may lawfully be undertaken by the Institute and may be conducive to its objects.
- (P) To borrow or raise money for the purposes of the Institute on such terms and on such security as may be thought fit
- (Q) To invest the moneys of the Institute not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (R) To make grants to universities or other educational establishments or for the promotion of the study of subjects relevant to the objects of the Institute.
- (S) To do such other things as are incidental or the Institute may think conducive to the attainment of the above objects or any of them.

- 4 The income and property of the Institute, whencesoever derived, shall be applied solely towards the promotion of the objects of the Institute as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Institute. Provided that nothing herein shall prevent the payment, in good faith of reasonable and proper remuneration to any officer or servant of the Institute, or to any member of the Institute, in return for any service actually rendered to the Institute, nor prevent the payment of interest at a rate not exceeding one per cent above the base rate per annum of the Institute's bank for the time being on money lent or reasonable and proper rent for premises demised or let by any member of the Institute; but so that no member of the Council of Management shall be appointed to any salaried office of the Institute or any office of the Institute paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Institute to any member of such Council except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Institute.
- 5 The liability of members is limited.
- 6 Every member of the Institute undertakes to contribute to the assets of the Institute in the event of the same being wound up during the time that he was a member, or within one year afterwards, for payment of the debts and liabilities of the Institute, contracted before the time at which he ceases to be a member and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.
- 7 If upon the winding up or dissolution of the Institute there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Institute but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Institute and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Institute under or by virtue of Clause 4 thereof, such institution or institutions to be determined by members of the Institute at or before the time of dissolution and if and so far as effect cannot be given to such provision, then to some charitable object.
- 8 Property accounts shall be kept of the sums of moneys received and expended by the Institute, and the matters in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the Institute; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Institute for the time being, shall be open to the inspection of members. Once at least in every year the accounts of the Institute shall be examined by one or more properly qualified Auditor or Auditors.

We, the several persons whose Names and Addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

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**NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

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J S PHIPPS

45 Sybil Road  
Leicester

*Local Government Officer*

JOHN COWDALL

Crinklecraggs  
47 Southport Road  
Chorley  
Lancashire  
PR7 1LF

*Local Authority Chief Executive*

J A EDWARDS

Ffynnon Gedwen  
Trefeglwys  
Caersws  
Powys  
SY17 5PX

*Retired Polytechnic Assistant Director*

R V HUGHES

5 St John Close  
Four Oaks  
Sutton Coldfield  
B75 5NZ

*Local Government Officer*

M HARVEY

11 Marsh Garth  
Kirkby-in-Furness  
Cumbria  
LA17 7UU

*Local Government Officer*

L J CATTLE

49 Hawthorn Way  
Basingstoke  
Hants  
RG23 8NJ

*Local Government Officer*

DATED this 16th day of October 1981

WITNESS to the above Signatures:-

J G C TROUNCER

24 Knolls Close  
Worcester Park  
Surrey

*Chartered Secretary*

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**EXPLANATORY NOTE NOT FORMING PART OF THE  
MEMORANDUM OF ASSOCIATION**

NB: The Institute has undergone several changes of name. It was originally set up in 1982 as the Association of Public Service Administrative Staff (APSAS) by the Institute of Chartered Secretaries and Administrators (ICSA). On 1 January 1992, APSAS became fully independent and changed its name to The Institute of Public Service Administrators (IPSA), thereby severing its links with ICSA. On 13 October 1997, IPSA changed its name to The Institute of Public Sector Management which, like IPSA and APSAS before it, is a Company limited by Guarantee and not having a Share Capital.

**THE INSTITUTE OF  
PUBLIC SECTOR MANAGEMENT**

**REGULATIONS**

IPSM,  
17, St Andrews Drive,  
Axminster,  
Devon,  
EX13 5HA

Telephone 01297 35423

E mail [ipsm@btopenworld.com](mailto:ipsm@btopenworld.com)

6 June 1985  
amended:-  
January 1992,  
November 1993,  
September 1995,  
November 1996 and  
February 1999  
November 2001  
February 2003

# THE INSTITUTE OF PUBLIC SECTOR MANAGEMENT

## REGULATIONS

### 1 **Background**

The Association of Public Service Administrative Staff (APSAS) was set up in 1982 by the Institute of Chartered Secretaries and Administrators (ICSA). On 1 January 1992 APSAS became fully independent and changed its name to The Institute of Public Service Administrators (IPSA), thereby severing its links with ICSA. On 13 October 1997, IPSA changed its name to The Institute of Public Sector Management which, like IPSA, is a Company limited by Guarantee and not having a Share Capital.

### 2 **Objects**

The objects of the Institute are set out in its Memorandum of Association dated 16 October 1981.

### 3 **Registration**

The Institute will admit Full Members, Student Members, Fellows, Honorary Fellows and Corporate Members in accordance with the Regulations 5,7, 9(a), 9(b) and 12 below.

### 4 **Examinations**

The Institute will not normally conduct its own examinations but the Council of the Institute reserves the right at any time to introduce its own examination for Full Membership, either in lieu of, or to supplement other qualifications, should it be deemed necessary, in the opinion of the Council, to maintain and enhance the standing of the Institute.

### 5 **Qualifications for Full Membership**

- a Applicants for Full Membership of the Institute must satisfy the Council that they:
  - i are employed as a Manager (see b below) within the public sector which, for this purpose, includes local and central government, Government Agencies, Health Trusts, Police Authorities, Educational establishments, housing associations, care organisations, charities, service providers and such other categories as the Council may from time to time approve; OR
  - ii hold an administrative or management qualification of at least the standard of NVQ level 4 or equivalent.

- b “Manager”, for the purpose of this regulation, is defined as a person who is responsible, within his or her organisation, for such things as the management of employees, the preparation and monitoring of budgets and the running of the organisation itself.

## 6 **Privileges of Full Membership**

Full Members will be entitled to:

- i describe themselves as Full Members of the Institute of Public Sector Management and to use the designatory letters IPSM or such other designatory letters as the Council may from time to time approve;
- ii receive such journal or other publication relevant to public service management as is produced or distributed by or on behalf of the Institute;
- iii attend and vote at General Meetings of the Institute;
- iv submit themselves for election to the Council of the Institute; and
- v attend Conferences and Seminars organised by or on behalf of the Institute.

## 7 **Requirements for Student membership**

Applicants for Student Membership of the Institute must be employed in the public sector, as defined in Regulation 5(a)i above, or in full-time courses AND studying for a qualification recognised by the Council under Regulation 5(a)ii above.

## 8 **Privileges of Student Membership**

Student Members will be entitled to:

- i describe themselves as Student Members of the Institute of Public Sector Management;
- ii receive such journal or other publication relevant to public service management as is produced or distributed by or on behalf of the Institute;
- iii attend and vote at General Meetings of the Institute; and
- iv attend Conferences and Seminars organised by or on behalf of the Institute.

## 9 **Qualifications for Fellowship**

### a Fellowship open to Institute Members

Applicants wishing to be admitted as Fellows of the Institute must satisfy the Council that they have been Full Members of the Institute for at least 3 years AND

- i hold a relevant (academic or professional) qualification of a least NVQ Level 5 or equivalent

OR

- ii have qualified Town Clerk status or equivalent

OR

- (iii) have held (for a period of at least one year) a position at 'Head of Service' / 'Senior Management Team member' level in a relevant organisation

OR

- (iv) have rendered eminent and meritorious service to the Institute

b Honorary Fellowship awarded to persons who are not Institute Members

The Council of the Institute may from time to time award Honorary Fellowship to non-members who, in the opinion of the Council, are persons of distinction and have rendered eminent services to the Institute. A proposal to award Honorary Fellowship must be carried by a two-thirds majority of all those members present and eligible to vote at the meeting, prior notice having been given of the proposal, including a specific item on the agenda for that meeting.

## 10 **Privileges of Fellowship**

Fellows who are Institute Members will be entitled to:

- i all the privileges granted to Full Members, except that they will be able to describe themselves as Fellows of the Institute and will also be entitled to use such designatory letters as the Council may from time to time approve for Fellows;
- ii exemption from the payment of the whole or part of the annual subscriptions in the case of those who have been granted Fellowship on the grounds of eminent service to the Institute, under regulation 9(a)ii; and
- iii such other privileges as the Council may from time to time approve.

## 11 **Privileges of Honorary Fellows**

Honorary Fellows will be entitled to:

- i describe themselves as Honorary Fellows of the Institute;
- ii receive such journal or other publication relevant to public service management as is produced or distributed by or on behalf of the Institute;
- iii attend, as guests of the Institute, any Conferences or Seminars organised by it or on its behalf;
- iv exemption from the payment of annual subscriptions; and

- v such other privileges as the Council may from time to time approve.

## 12 **Corporate Membership**

The Institute may, at its absolute discretion, grant Corporate Membership to local authorities, universities and such other organisations as the Council of the Institute may from time to time approve. Membership benefits will apply to the corporate body itself and these benefits will be determined from time to time by the Institute Council.

## 13 **Membership Fees and Subscriptions**

- i Fees and subscription will be determined by the Council and will be subject to regular review by it.
- li The financial year of the Institute will commence on 1 April and members will pay subscriptions on an annual basis.
- iii Members retired from employment or members who have given up work for a temporary period, may remain in membership and are permitted to pay a reduced subscription to be determined by the Council.

DW/LMW  
1<sup>st</sup> December 2004