



**IPSM E-BULLETIN**  
**NO. 12 (E-TOPICS)**  
**SPRING 2007**

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**25<sup>th</sup> ANNIVERSARY**

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**INTRODUCTION**

Welcome to the spring 2007 edition of E-Topics, the official quarterly magazine for all Institute members, whether Corporate, Fellow, Full, Retired or Student. This edition has been timed to coincide with the IPSM's Special Seminar in Taunton during the afternoon of 20<sup>th</sup> April, immediately following the next meeting of the IPSM's Council, which commences at 10am at the same venue, namely the Blackbrook Business Park, Blackbrook Park Avenue, Taunton, Somerset, TA1 2PX (easily accessible via junction 25 of the M5.)

All IPSM members are invited to attend this high-profile seminar (please see invitation letter below) on the implications of one of the most important pieces of impending legislation to emerge from Government in recent years, following the "Strong and Prosperous Communities" white paper. Not only will guest speaker Simon Pomfret provide us all with an insight into the Government's future plans for the delivery of local government and health services, interpreting the very dry language (as usual!) contained in the Bill, but all those attending will be invited to partake in a wholesome buffet beforehand. In view of the importance of this event, I have reprinted the article jointly produced by Simon and myself in the previous edition of E-Topics.

The Blackbrook Business Park accommodation is one of Knightstone Housing Association's satellite offices, and can be contacted by telephone on 01823-624200 or by fax on 01823-443016. "Travel by road" directions to Blackbrook Business Park (please see the map set out on page 3 below) are as follows:-

**Coming from Taunton town centre:**

Take the dual carriageway (A358 Toneway) to the M5 motorway junction (Junction 25). Go right round the roundabout and take the 4th exit signposted Blackbrook Business Park. Follow that road, going straight over two small roundabouts. After the second roundabout you will notice a small lake on your left-hand side. Take the next left turning and our office is second on the left on the left-hand side.

**Coming from the M5 (southbound):**

Come off at Junction 25 and get in the middle lane at the bottom of the slip road, (heading for Taunton town centre). Follow the road around, back under the motorway and move into the left hand lane and take the first exit, signposted Blackbrook Business Park. Follow the same instructions as above.

**Coming from the M5 (northbound):**

Come off at Junction 25, and take the first exit left signposted Blackbrook Business Park. Follow the same instructions as above.

The IPSM's remaining Council meetings are scheduled to take place on Tuesday 10<sup>th</sup> July and Wednesday 19<sup>th</sup> September, in York and Birmingham respectively. As ever, IPSM members are most welcome to attend and observe all Council meetings.

Further editions of E-Topics and Topics will follow in June and September. You are welcome to write to Lynette and myself on any issue relevant to the IPSM, in terms of how the Institute can improve its service to you, or regarding external events in your chosen area of public, voluntary, or not-for-profit service provision. Articles concerning your own experiences of innovation and effective service delivery, especially in the context of ever-moving Central Government goal posts, would be most welcome.

Talking of Articles, please find set out below for your ease of reference the complete text of the Institute's Articles of Association. This follows the publishing of the IPSM's Memorandum of Association in the Spring 2006 edition of E-Topics (edition No. 7), and the IPSM's Regulations in the Summer 2006 edition (edition No. 8), thus providing all members with an easy reference to the complete set of IPSM regulatory provisions.

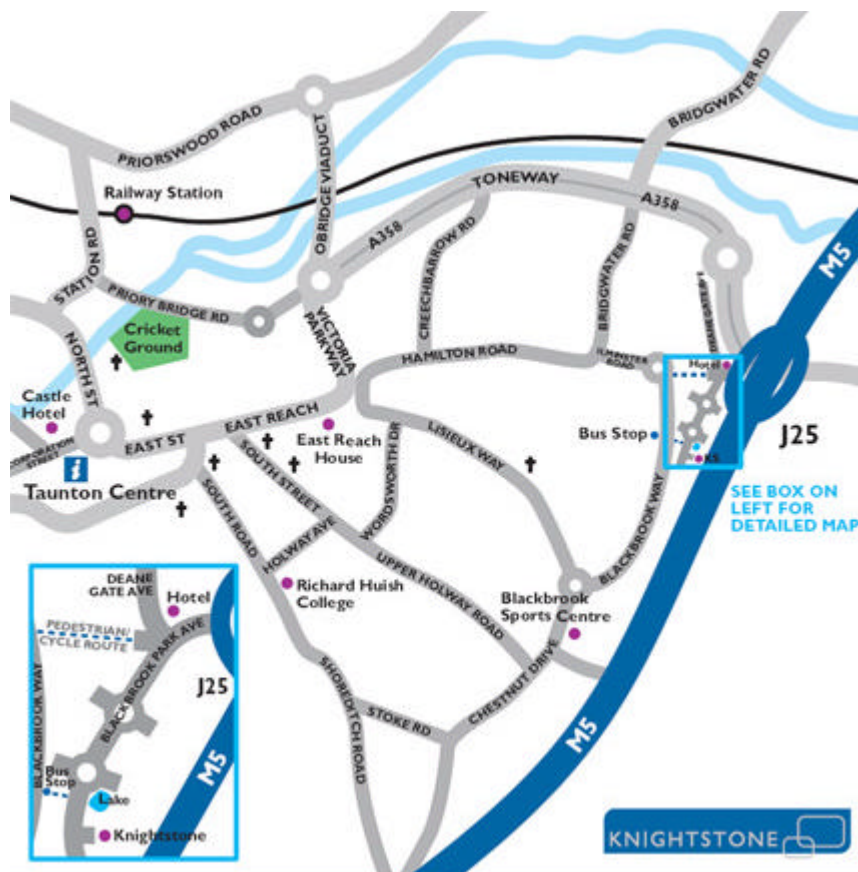
Just to remind you, the Institute's stated objectives are to provide all members with an annual conference (or similar event) combined with its AGM, a quarterly magazine, distinguishing / designatory letters (IPSM for full members or FIPSM for Fellows), a

discussion forum (now hosted by Yahoo), mentoring, networking and training. As far as mentoring is concerned, new members (and others) are welcome to approach IPSM HQ by phone, letter or e-mail to request the services of a mentor in their chosen field or geographical area. By the same token, I would also welcome volunteers from amongst retired members, or those who continue to work in the public sector after many years, offering your services as mentors.

As a result of the Institute's AGM Development Event in November 2006 and following decisions taken recently by Council, it has been agreed that the IPSM's number one priority during the next five years will be recruitment. The aim is for the Institute's membership to reach 1000 members by December 2011, a growth in the IPSM's membership of 30% each year from 2007 onwards. This is not to say that the IPSM wants to concentrate solely on this objective – far from it! In order to encourage more public sector professional to join, the IPSM has embarked on a regional recruitment campaign, starting in the South West, largely focussing on Devon and Somerset initially. If this is successful, then the idea will be “rolled-out” in other regions – subject of course to appropriate funding being available!

The IPSM is very pleased to be continuing its partnership with Spirals Ltd, who in consultation with the Institute's Council have put in place a number of practical training courses on topical subjects, all of which will form part of the IPSM's training programme for 2007. Details of these courses, plus dates and venues, featuring various open-learning opportunities located on a regional basis in England, can be found on page 8.

Derek Wolfe, FIPSM,  
Hon. Secretary



**SPECIAL EVENT – TAUNTON, 20<sup>TH</sup> APRIL**



**The Institute of Public Sector Management**

*- serving managers in the public, not-for-profit and voluntary sectors*

45 Cherry Tree Road, Axminster, Devon EX13 5GG, Tel: 01297 35423

E-Mail: [info@ipsm.org.uk](mailto:info@ipsm.org.uk) Web-Site: [www.ipsm.org.uk](http://www.ipsm.org.uk)

Your Ref:

Our Ref: LMW/IPSM

Date: March 2007

Dear Colleague,

**Preparing for 'Strong & Prosperous Communities'**  
**Friday 20<sup>th</sup> April 2007 Taunton**

As the bill enacting the Strong and Prosperous Communities white paper makes its way onto the statute book, local authorities, charities and voluntary organisations are actively planning their response to the challenges ahead. Never have greater opportunities existed for the third sector to work alongside other key public sector agencies as representatives of communities and providers of critical services.

In order to help you to prepare appropriate plans we are pleased to offer you a free place to attend a briefing event to be held in Taunton on April 20<sup>th</sup>. The Institute focuses on issues of common interest across the public sector as a whole, thus Chief Executives of local authorities and third sector organisations across the South West are also receiving invitations. Those attending will be invited to partake in an **informal buffet lunch, with the briefing event commencing at 1.30pm and finishing by 3.30pm**. The event will be facilitated by Spirals Ltd. an experienced training consultancy to the public sector and the IPSM's learning and development partners. There will be ample opportunity for questions; we are hoping to stimulate a lively debate involving members and local partners.

To book your free place, please post or e-mail a note with your name, position, organisation name and contact e-mail address to Mrs L Wolfe, Administrator, IPSM, 45 Cherry Tree Road, Axminster, Devon, EX13 5GG, ( [info@ipsm.org.uk](mailto:info@ipsm.org.uk) ) by no later than **Wednesday 18<sup>th</sup> April**. Confirmation of bookings and venue details will be sent direct to those attending, as soon as possible.

The Institute of Public Sector Management (IPSM) is the only institute dedicated exclusively to managers working in the public, voluntary and not-for-profit-sectors. Although we have members in England, Northern Ireland, Scotland and Wales (and abroad!) on this occasion we have chosen Taunton as the venue for this event, as well as our next IPSM Council meeting, which will commence at 10 am on 20<sup>th</sup> April. Members of the Institute are also welcome to attend the Council meeting as observers.

Yours Faithfully

Derek Wolfe, FIPSM,  
President.

## **IPSM COUNCIL 2007 – MEET NEW COUNCIL MEMBER ADRIAN WAITE**

In the next few issues of E-Topics and Topics, we will be reviewing all the current IPSM Council members, incorporating a “potted biography” plus a recent photograph of the Council member concerned, but concentrating mainly on the four newest members of Council, who are Maurice Condie, Gillian Shepherd-Coates, Adrian Waite and Janet Wint-Johnson. On this occasion, it is Adrian’s turn to be put “under the microscope”, and he has kindly provided the following information. Adrian is Director of ‘Adrian Waite (Independent Consultancy Services) Limited’.

After graduating from Oxford University with a First Class Honours degree, Adrian joined West Yorkshire Metropolitan County Council as a Trainee Accountant, and became a qualified member of the Chartered Institute of Public Finance and Accountancy. He is also an Associate member of the Chartered Institute of Housing and an Honorary Fellow of the Institute of Public Services Management.

Appointments at Leeds City Council and Newcastle on Tyne City Council gave Adrian experience of the finance of every local government service. In 1990, he was appointed Assistant County Treasurer at Staffordshire County Council

As Finance Director, and then Strategic Director, at Copeland Borough Council between 1993 and 1998, Adrian became conversant with every aspect of the finance and strategic management of local government including the relationship and interface between local government and its public, private and voluntary partners.

He left Copeland Council in 1998 to work as an Independent Consultant. Since then he has worked with local authorities in England, Scotland and abroad on a variety of financial and strategic issues. He was a member of the board of Burnley & Padiham Community Housing Association – now Calico Housing Association (2002-2004) and sits on the Housing Panel and the European Panel of the Chartered Institute of Public Finance and Accountancy.

With experience to Strategic Director level in a Borough Council, as an advisor to central government, local government plus other public & voluntary bodies and as an independent tenants’ advisor, Adrian has seen public services issues from almost every point of view.

Adrian is known for his expert knowledge of financial and management issues affecting the public sector and voluntary bodies and his ability to explain complex matters in a clear and understandable manner. He provides training and consultancy on all aspects of the finance and management of public services.



**Adrian Waite**

## **THE LOCAL GOVERNMENT WHITE PAPER**

This, the latest in a long line of Government white papers, is ambitiously sub-titled “Strong and Prosperous Communities.” The White Paper was published in October 2006 by the current incumbent as Secretary of State for Communications and Local Government, Ruth Kelly MP. The foreword by Rt. Hon. Tony Blair, Prime Minister, declares that:-

“Local Government is a vital part of our democracy. The vast majority of interactions between citizens and the state take place through local government...”

The stated aim of the White Paper is “to give local people and local communities more influence and power to improve their lives.” The document contains seven themes:-

- (1) Responsive services and empowered communities;
- (2) Effective, accountable and responsive local government;
- (3) Strong cities, strategic regions;
- (4) Local Government as a strategic leader and place-shaper;
- (5) A new performance framework;
- (6) Transforming local services via improved efficiency;
- (7) Community cohesion.

(1) People want choice, as well as more accountability, says the White Paper. This also means the community ownership and management of local facilities, the involvement of users more fully via consultation, the encouragement of neighbourhood charters setting local priorities, and the ability to demand answers via local councillors.

(2) Councillors should be champions for their local community, with executive powers being vested in the Council Leader. Councillors would be able to scrutinise the Leader’s actions, as well as demanding formal responses via the scrutiny mechanism, which itself would enjoy greater powers. The White Paper sees gains from the creation of more unitary councils. Councils as a whole would operate via an amended code of conduct, which would include the devolution of most aspects of the Standards Board’s current functions. Local authorities would also gain delegated powers in relation to byelaws, no longer having to obtain approval from the Secretary of State.

(3) In the light of the need for sustainable growth, extra powers and resources would be devolved. Multi-Area agreements would continue, especially in assisting economic development, the latter entailing the promotion of city development companies in some cities. Passenger Transport Authorities would be reformed, and more powers would be devolved to ensure coherent local bus services are delivered, especially in the biggest cities.

(4) The Government will require Councils to align services provided by agencies working locally, introducing a new framework for strategic leadership in order to get local partners working together for the benefit of their communities. County and Unitary Councils would be required to prepare a Local Area Agreement comprising a single set of improvement targets, which in turn must be prioritised in conjunction with other local partners.

- (5) The Government's performance framework would undergo a radical simplification, resulting in about 200 outcome-based indicators reflecting national priorities, and including a new monitoring, support, assessment and intervention regime. New powers would enable Councils to meet the needs of their own communities, working with other agencies to tackle specific local priorities, as agreed via LAA's (e.g. anti-social behaviour). The new framework would build on the existing CPA (comprehensive performance assessment) regime. It would be known as the Comprehensive Area Assessment, or CAA. The intention is that the new regime should be more flexible, and risk based.
- (6) Ambitious efficiency gains will be required as part of the 2007 Spending Review. Although local authorities would be tasked with continuing to drive the transformation of local services forward, they would be expected to collaborate more closely with other Councils and public bodies, as well as making use of fair and open competition. This, plus greater use of business process improvement, is expected to help transform services and improve outcomes for local communities.
- (7) The White Papers seeks to promote community cohesion via stronger local leadership, as well as greater participation by the community as a result of an enhanced role for local people. Areas facing difficulties would be provided with support, including the sharing of best practice and support for establishing forums to negate extremism where necessary. The Commission on Integration and Cohesion would be encouraged to produce detailed plans for delivering a "step" change in promoting cohesion.

To summarise, the White Paper envisages the devolution of greater powers to local authorities, as well as placing additional duties on them and partner agencies, such as Primary Care Trusts, who will be required to report on consultation arrangements following the setting-up of Local Involvement Networks (LINKs) and the abolition of existing consultative arrangements, such as Patients' Forums. This in turn means that public sector organisations will need to change in terms of how they work, to enable citizens and communities to participate fully. In devolving greater powers, the Government requires that Councils demonstrate clear, transparent and accountable leadership. Citizens would be rewarded by having choices regarding the services they receive, in terms of who provides those services, and the service standards expected.

Simon Pomfret,  
 Managing Director,  
 Spirals Ltd.

Derek Wolfe , FIPSM,  
 President,  
 IPSM.

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**LATEST TRAINING OPPORTUNITIES**

Please find set out below details of the latest training opportunities being made available on behalf of the Institute by Spirals Ltd. If you would like to take advantage of the courses and seminars being offered, please contact Simon Pomfret direct.

Contact details are set out below:-

**Institute of Public Sector Management**  
**Short Course Programme**  
in association with **Spirals**



**What's on in 2007 ?**

**Bristol**

10th & 11th May	Project Management
22nd May	Building Team Leaders and Supervisors
12th June	Process Mapping
19th June	Team Building
5th July	Time and Stress Management

**Manchester**

2nd May	Process Mapping
7th & 8th June	Project Management
14th June	Building Team Leaders and Supervisors
26th June	Team Building
12th July	Time and Stress Management

**London**

8th May	Building Team Leaders and Supervisors
25th May	Process Mapping
20th June	Team Building
27th & 28th June	Project Management
6th July	Time and Stress Management

**Spirals** is the Strategic Training and Development Partners to IPSM. All our tutors have a proven track record in providing high quality training and development services to Public Services.

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**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 IPISM, and FIPISM 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 at or the proceedings of 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 for 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 \_\_\_\_\_ 20\_\_.

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 Honorary 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 Honorary 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.

DW/LMW  
1<sup>st</sup> March 2007