



Proposed changes to the APM Articles of Association

In December 2023, the APM Board accepted a series of recommendations following a review of the APM's governance and operational structures. One of the main recommendations¹ was an overhaul of the APM's governance structure, including the creation of a Board of Trustees and Council with a clear separation of responsibilities between the two bodies.

In order to implement the new governance structure agreed by the Board, the APM's Articles of Association need to be updated to ensure they reflect the new structure.

Articles of Association are a legal requirement for a company and set out its purpose, powers and how it is administered. A previous review of the Articles, prior to the governance review had highlighted that the current Articles did not accurately reflect the current structures or activity of the APM, and it had been recommended that updates were made.

The change in the governance structure has therefore been taken as a good opportunity to make all the changes required to ensure it reflects the APM as it currently operates.

A revised version of the Articles of Association accompanies this document with additions, amendments and deletions highlighted in red.

Members are now asked to consider the adoption of the amended Articles as the new APM Articles of Association.

General

The original Articles of Association adopted by the APM use the Model Articles of Association for Charitable Companies template recommended for new charities by the Charity Commission for England and Wales.

The model articles permit only an overly simple and linear structure of governance which is vague or silent on anything more than decision-making by either APM directors² or the membership as a whole. This means that the APM has no framework for decision-making anywhere other than a general meeting of members, a meeting of directors or a committee which contains at least two directors. As a result, the more complex governance structure currently in place at the APM, or the one proposed following the December 2023 review, are not fully supported by the current Articles.

As part of the review of the Articles the following types of amendments have been made:

- amendments to support the new governance structure agreed by the Board in December 2023;
- amendments to recognise ways of working that were already established in the APM;
- amendments that tighten controls on existing practices.

¹ Recommendation 4

² Trustees



Changes in detail

The Articles have been re-numbered and re-formatted for consistency.

All references to Directors in the original Articles of Association have been changed to Trustees or Board of Trustees, as appropriate.

Sections of the Articles covering General Meetings, Board of Trustee meetings, APM Executive meetings and Council meetings now include an Article clarifying that the meeting may be held virtually providing participants have the ability to communicate with other participants.

Membership

Articles 8-12 cover membership of the APM.

New articles:	10	Fees and subscriptions
	12	Reinstatement of membership

Amended articles:	8(2)(b), 8(3)(a)	Members
	11(4)	Termination of membership

Changes to the membership articles cover eligibility, fees, membership rights and termination of membership.

The new articles set out:

- that the Board sets membership fees and due dates;
- that different fees may apply to different classes of membership;
- provides powers for the Board to waive some or all of a member's fee;
- the removal of membership rights for members in arrears eg. the right to vote;
- the power of the Board to reinstate membership once a member meets the eligibility criteria or is no longer in fee arrears.

Amendments to the Articles cover:

- addition of a sub-clause setting out that members must meet an eligibility criteria prescribed by the Board;
- addition of a sub-clause setting out that membership will be terminated if a member no longer meets the criteria prescribed by the Board.

General meetings

Articles 13-34 cover general meetings of members and the annual general meeting of the APM. They do not include Board of Trustee meetings, APM Executive meetings and Council meetings which are covered elsewhere in the Articles.

New Articles:	14,15,17-19	General meetings
	32	Votes of Members

Amended articles:	24(1)(2)	Proceedings at general meetings
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Amendments made to articles to provide more detail on the annual general meeting, the process for members to propose items for consideration at the AGM and rights to speak at meetings. The amendments include the addition of Articles:



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- setting out the business to be transacted at the AGM;
- setting out how a member can propose an item for consideration;
- setting out Trustee rights to attend and speak at general meetings;
- allowing the Chair to permit non-members to attend and speak at general meetings;
- setting out how a Chair is selected in the absence of the President;
- clarifying that a member in arrears is not entitled to vote at a general meeting.

Officers

There were previously no references to Officers in the Articles. New articles 35-40 cover the role of Officers in the APM, the mechanisms for electing/appointing and removing Officers and their terms of office.

New articles:	35	Officers
	36-40	Terms of office of Officers

The new Articles include:

- a list of Officer positions and the mechanism for electing or appointing Officers;
- the mechanism for determining the term of office for each position and limiting terms to three years;
- the transition of the Vice President to President and the mechanism if they cannot take up the post;
- the transition of the President to Immediate Past President and the mechanism if the President does not take up the position;
- setting out how an Officer may be removed before the end of their term, including if they cease to be a member, removal by the members and removal by the Board of Trustees;
- the re-election or re-appointment of Officers.

Board of Trustees and Trustees

Articles 41-64 cover the function of the Board of Trustees and the role of Trustees and are adapted from previous Articles relating to Directors and meetings of Directors.

New articles:	41, 43, 44	Board of Trustees
	47-48	Terms of office of Trustees
	62-63	Delegation
Amended articles:	50(3)(7)(8)	Disqualification, removal and resignation of Trustees
	52(2)	Proceedings of the Board of Trustees
	54(2)	Quorum at Board of Trustee meetings
	61(1)(2)	Delegation
Removed articles:	Retirement of Directors (now covered in Articles 47/48)	
	Appointment of Trustees (now covered in Articles 41-46)	

Changes to the Articles relating to the Board of Trustees and the Trustees cover the appointment of lay Trustees (Appointed Trustees), the balance of lay versus elected Trustees, terms of office, including re-appointment, the removal of Trustees by the members or the Board of Trustees,



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quorum at meetings and the delegation of powers to APM standing committees (currently the APM Executive and the Council).

The new Articles cover:

- the members of the Board of Trustees;
- the mechanism for the recruitment of Appointed Trustees;
- that the number of Appointed Trustees (lay Trustees) should never exceed the number of ex-officio Trustees (Officers);
- the mechanism for setting the term of office for Trustees and re-appointment;
- the establishment of the APM Council and the APM Executive as standing committees of the Board of Trustees;
- the mechanism for chairing and reporting activity of standing committees.

Amendments to the articles cover:

- the addition of a sub-clause allowing for the removal of a Trustee at a general meeting;
- the addition of a sub-clause allowing for the removal of a Trustee by the Board of Trustees;
- an increase to quorum for Board of Trustee meetings from two or one third of Trustees to 50% plus one;
- the removal of the requirement for any delegated committee to contain two or more Trustees (the requirement for a committee of the Board of Trustees to be chaired by a Trustee remains);
- the addition of a sub-clause clarifying that delegation to a committee by the Board of Trustees must be recorded in the terms of reference of that committee (replacing the requirement to record delegations in a 'minute book').

APM Executive

The Officers' meeting, which becomes the APM Executive in the new organisational structure, was not referenced in the previous Articles. Articles 65-70 cover the make-up and function of the APM Executive.

New articles: 65-66 APM Executive
 67-70 Proceedings of the APM Executive

The addition of Articles relating to the APM Executive are designed to clarify its place in the APM governance structure, and that its powers and functions are delegated from the Board of Trustees. The Articles also set out how meetings of the Executive should be organised, decisions made and how it should report its activity.

The new Articles cover:

- that the Executive's function and powers are delegated from the Board of Trustees;
- that the Officers and any other individuals determined by the Board of Trustees shall make up the APM Executive;
- how APM Executive activity should be organised;
- who should chair Executive meetings;
- quorum for Executive meetings;



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- decision-making at Executive meetings.

Council

The APM Board, which becomes the Council in the new organisational structure, was not referenced in the previous Articles. Articles 71-79 cover the make-up and function of the APM Council.

New articles: 71-74 Council
 75-79 Proceedings of the Council

The addition of Articles relating to the Council are designed to clarify the Council's place in the APM governance structure, its overall responsibilities (including the ability to establish sub-committees) and that its powers and functions are delegated from the Board of Trustees. The Articles also set out how meetings of the Council should be organised, decisions made and how it should report its activity.

These Articles allow the Board of Trustees to revoke or change any delegation made to the Council.

The Articles do not specify how Council members should be elected³, how many members the Council should have or who they should be.

The new Articles cover:

- that the Council's function and powers are delegated from the Board of Trustees, specifically;
 - that the Council's functions and powers include the oversight of all professional and clinical matters related to the Objects of the APM
 - that the Council can establish sub-committees in order to perform their function and duties
- the mechanism for electing Council members and how many members there should be;
- how Council activity should be organized;
- who should chair Council meetings;
- quorum for Council meetings;
- decision-making at Council meetings, including written resolutions.

Decision-making

One of the key objectives in the proposed amendments to the Articles of Association has been to better articulate how decision-making works within the APM. This will now be articulated through the amended Articles, supported by two further documents, a scheme of delegation and the APM Rules.

Article 5 of the Articles sets out the Powers of the APM. These remain unchanged.

Article 49 sets out that the Board of Trustees '*shall manage the business of the charity and may exercise all the powers of the charity[...]*'. This remains unchanged.

³ This will be articulated in the Rules.



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Under Article 49 the Board of Trustees is responsible for the exercise of the Articles 5 Powers. There are also a number of other decisions for which the Board of Trustees is responsible, which are set out across the Articles. Some exist in the current Articles, and some have been added as part of the proposed amendments.

The amended Articles also set out how the Board of Trustees might delegate powers and decisions and how the Board of Trustees might develop a set of Rules that will outline the procedures and criteria for some of the decision-making.

Delegation

Article 61 sets out that the Board of Trustees *'may delegate any of their powers or functions, decisions and day to day management of the affairs of the charity to one or more committees.'*

Article 62 establishes the Council and the APM Executive as standing committees of the Board of Trustees. Articles 65 and 71 respectively set out their functions and powers as set out in the Articles or delegated by the Board of Trustees.

Similarly, under Article 73 the Board of Trustees can authorise the Council to establish sub-committees to perform any functions and duties delegated to the Council by the Board of Trustees.

The scheme of delegation will set out the powers and responsibilities contained within the Articles of Association and any other responsibilities arising from the activity of the APM and outline which bodies will have the delegated authority to exercise those powers and responsibilities.

Rules

Article 90 sets out the power of the Board of Trustees to define a set Rules for the APM which they *'deem necessary or expedient for the proper conduct and management of the charity'*. The Rules can be amended at a general meeting by ordinary resolution which means that the Rules can be far more flexible than the Articles and subject to more regular review and change.

The Rules are referenced in a number of areas of the revised Articles where an additional level of detail is required but where it would be too prescriptive to write it into the Articles. These include:

- 35(4) criteria for the election of Officers;
- 37 procedure for the appointment of a President;
- 40 procedure for the re-election or re-appointment of Officers;
- 43 criteria for the recruitment and appointment of Appointed Trustees;
- 67 regulation of proceedings of the APM Executive;
- 74(1) procedure for the election of Council members;
- 75(1) regulation of proceedings of the Council.

The APM Rules document will address these areas and any further areas of APM activity where Rules are required.

Next steps

All proposed changes are **unregulated changes** and therefore need to be passed as a special resolution by the APM membership in order to be adopted, but do not need prior permission of the Charity Commission.



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A special resolution can either be proposed at a general meeting of the APM or as a written resolution.

The current Articles set out the procedure for passing a special resolution. Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded.⁴ A special resolution is passed on a show of hands if it is passed by a majority of not less than 75% of the votes cast by those entitled to vote. The same threshold applies if the written resolution procedure is used (expressed in terms of a majority of 75% of members who would have been entitled to vote had the resolution been put at a general meeting). Therefore, the majority required is 75% of the votes cast by those present and entitled to vote.

The following timetable of activity is proposed:

19 July 2024	Proposed Article amendments discussed at Officers' meeting
post-meeting	Distribution of proposed Article amendments to APM Board members
23 July 2024	Proposed Article amendments discussed at APM Board meeting
post-meeting	Distribution of proposed Article amendments to all APM members
August 2024	Virtual member Q&A sessions
September 2024	APM General Meeting to consider/adopt Special Resolution
October 2024	New governance structure in place – first meeting of the Board of Trustees

Jane Ratford
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August 2024

⁴ The Articles outline criteria that must be met for a poll to be demanded.