



Nigeria Association of Project Professionals **United Kingdom**

Rules and Regulations

...promoting excellence in projects



Foreword

With increasing change in the infrastructure development in Nigeria, there is an ever greater need for the input of project professionals in Diaspora in the project management and delivery of major infrastructure projects in Nigeria and Africa. This is an opportunity for transferring the highly acquired skills in the developed world into the most effective way to manage complicated changes. Hence it is an exciting time in the evolution of this professional body, the Nigerian Association of Project Professionals (NAPPUK).

As the Association – through its members (individual and corporate), volunteers, Executive and Board – enhances the art, theory and practice of project management to ensure the success of projects, it is essential that we also govern ourselves professionally for the benefit of the public, our members and staff.

Our Regulations describe the relationships between management of NAPPUK, the Board and our Membership. They also define the structures and mechanisms through which we set, monitor and achieve our objectives. We have reviewed and adopted these Regulations to make sure that they continue to give NAPPUK the best possible support as it continues to develop as a professional association.

I commend to you this guide to our governance, rules and regulations and wish you success in delivering your projects.

Lewis Ogunnaike
NAPPUK Committee Member
February 2012

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1. INTRODUCTION

1.1. These Regulations form part of the overall policies and procedural requirements for Nigerian Association of Project Professionals (NAPPUK). Nothing in these Regulations is intended to supersede or alter NAPPUK's Memorandum and Articles of Association.

1.2. The Memorandum and Articles of Association are the primary governing instruments which may not be varied without reference to the appropriate regulatory body.

1.3. The Regulations may be amended by majority consent of the NAPPUK Executive committee only. They contain Terms of Reference for the NAPPUK executive committee and also define delegation of powers to Committees and to advisory board

1.4. The day to day procedures and operating practices shall be aligned to good practices especially that of Association of Project Management (APM) and Project Management Institute (PMI).



2. SCOPE

2.1. These Regulations apply specifically to NAPPUK (the Association).

2.2. These Regulations shall apply to all Annual and Extraordinary General Meetings, Board Meetings, Committee Meetings, the activities of all groups that may be formed from time to time and all individuals involved in NAPPUK activities.

3. DEFINITIONS AND REFERENCES

Definitions

Where referred to in these Regulations the following definitions and interpretations shall apply:

- **AGM** - The Annual General Meeting of the Association.
- **Board Member** - A trustee of the charity and a member of the Association.
- **Calendar** - The calendar year shall start on 1st January. The financial year shall start on 1st April.
- **Chairman** - The Chairman of the executive committee.
- **CPD** - Continuing Professional Development.
- **Executive** - The Chairman and the executive team appointed by the members at the annual general meeting managing the affairs of the Association.
- **Interpretation** - Any references to the male gender shall include the female gender and vice versa where appropriate. Similarly any references to the singular shall include the plural and vice versa where appropriate.

Any reference to project management shall also include other project related disciplines where appropriate.

- **Jurisdiction** - These Regulations are to be interpreted under and are subject to English Law and the courts in the UK.
- **Risk** - An opportunity or a threat.
- **SIG** - Specific Interest Group.

- **Executive Team** - The executive positions to be contested at the AGM meeting are as follows:
 - Chairman
 - Vice Chairman
 - Secretary
 - Treasurer
 - Financial Secretary
 - Publicity Co-ordinator
 - Membership Co-ordinator
 - Events Co-ordinator
 - Committee Members

- **Terms of Office** - A term of office shall start immediately following the relevant AGM if the appointment was made at an AGM or, if not, when taking up a post or as otherwise agreed by the executives.

- **References** - In the event of any conflict between these Regulations on the one hand, and the Memorandum and Articles of Association on the other, the latter shall prevail. In the event of any dispute as to the interpretation of these Regulations, the ruling of the executive shall be final.

4. THE EXECUTIVE AND COMMITTEES

4.1 The Executive or Board Members

The Terms of Reference of the Executives of NAPPUK are set out in Appendix 1 of these Regulations.

- 4.1.1** The Board shall ensure that all new executive members receive adequate induction and that effective arrangements are made to enhance the skills, experience and knowledge of all its members on an on-going basis.
- 4.1.2** The Board shall carry out appraisals of its own performance as a board and ensure that the appraisals of individual Board Members are carried out after one year in office.
- 4.1.3** Except where circumstances do not permit, Board Members shall give reasonable notice to the Board should they wish to resign so that orderly succession can be arranged.
- 4.1.4** Recognising Board Members' voluntary status and other calls on their time, individual Board Members and the Board as a whole shall:
 - 4.1.5** represent the Association on internal Committees and other groups;
 - 4.1.6** attend the Association's internal events;
 - 4.1.7** liaise with members and stakeholders; and
 - 4.1.8** Attend and represent NAPPUK at external events.
- 4.1.9** It is expected that Board Members will attend at least 75% of Board Meetings in a rolling year.

4.2 Election

- 4.2.1** Following identification of the number of vacancies arising, an open request for nominations shall be advertised using appropriate media.
- 4.2.2** Only Full Members of the Association, as specified in section 9 below, are eligible to stand as candidates in the election.
- 4.2.3** Candidates are required to submit a nomination form to the Secretary not more than four and not less than two weeks before the AGM.
- 4.2.4** Each candidate's nomination form shall be signed by a proposer and seconder who shall both be Full Members of NAPPUK.
- 4.2.5** Candidates may also be required to submit a passport-sized photograph and a personal profile in a format determined by the committee.
- 4.2.6** All nominations shall be subject to scrutiny for eligibility by the Secretary on behalf of the Board.
- 4.2.7** For the purpose of continuity in policies, candidates for the post of Chairman and Vice Chairmen should be from incumbent committee members.
- 4.2.8** The methods of voting shall be determined by the Board and may range from show of hands to electronic methods of voting.
- 4.2.9** The candidates elected shall be those with the greatest number of votes to fill the available vacancies.
- 4.2.10** The election result will be announced at the AGM and published in Association website and if practicable appropriate media.

4.3. Committees

- 4.3.1** The Board may appoint one or more Committees, each consisting of two or more Board Members and normally comprising a minimum of four members, for the purpose of supervising or performing any of its duties which, in the opinion of the Board, would

- be more conveniently undertaken or carried out by a Committee.
- 4.3.2 The Board shall approve the membership of its Committees, which shall include up to three ordinary members of the Association but this requirement does not apply to membership of the Board's assurance committees.
 - 4.3.3 The Board shall appoint each Committee Chairman and review each chairmanship annually.
 - 4.3.4 Committee Chairmen shall review Committee memberships on an annual basis.
 - 4.3.5 Except where circumstances do not permit, Committee Members shall give reasonable notice to their Committee Chairman should they wish to resign so that orderly succession can be arranged.
 - 4.3.6 The acts and proceedings of Committees shall be fully reported to the Board at its regular meetings and Committees shall operate within their delegated authorities.
 - 4.3.7 The powers delegated to each Committee shall be set out in Terms of Reference approved by the Board.
 - 4.3.8 A Committee may delegate individual topics to a sub-committee or a panel when additional or specific expertise is required. Sub-committees or panels may comprise any number of members and will usually be chaired by a Committee Member.
 - 4.3.9 No Committee or sub-committee or panel shall have authority to discharge the functions listed in Appendix 1, being functions of the Board which the Board has reserved for itself and which may not be delegated. The Board may, however, instruct Committees to investigate, review, propose and make recommendations to it relating to the Board's discharge of these functions.
 - 4.3.10 The quorum for a Committee Meeting shall consist of not less than one third of the members (rounded to the nearest whole number) or two members, whichever is the greater, unless a higher number is

specified in any individual committee's Terms of Reference. The quorum must always include at least one Board Member.

5 MEETINGS

5.1 General Meetings

Full Members are entitled to attend general meetings personally to exercise all or any of their rights to attend and to speak and vote at the meeting. Notice of general meetings shall be provided to all members through the Association website and will be openly advertised in appropriate media.

5.2 Board and Committee Meetings

5.2.1 Subject to the provisions of the Articles of Association the Board may regulate its proceedings as it sees fit.

5.2.2 At least four meetings of the Board shall be held in any one calendar year.

- a) One meeting or part thereof shall be held each year to review and consider the strategies and policies for the forthcoming year and beyond.
- b) A meeting shall be held in or about January to receive the draft business plan and budget for the forthcoming financial year beginning 1 April and to agree the budget and business plan.
- c) The meeting(s) before the AGM shall:
 - 1) Receive an annual report on representations from the Chairman and the outgoing executive team
 - 2) Receive an annual report on activities of NAPPUK;
 - 3) Approve the annual report and accounts; and
 - 4) Settle the agenda for the AGM.
- d) A Board Member may, and the Secretary shall at the request of a Board Member, call a meeting of the Board.

5.2.3 The Chairman of the Board and the chairmen of committees shall establish the dates of meetings and the reports of each body in conjunction with the

Chairman to ensure that the annual schedules of activities of all bodies are conducive to the efficient operations of the Association.

5.2.4 Any member may be invited to attend a meeting of the Board or a Committee.

5.3. Preparation of Agendas and Issue of Papers

5.3.1 The chairman of each body and its secretary shall determine the notice periods and methods for the receipt of papers.

5.3.4 Those wishing to include business on the agenda of the Board or any Committee that does not form part of its regular business shall seek agreement of its chairman prior to the scheduled meeting, unless agreed otherwise.

5.3.2 All papers for inclusion on an agenda shall be delivered to the secretary responsible for their co-ordination, review and distribution at least five working days prior to the meeting, unless agreed otherwise.

5.3.2 The approved papers and agendas shall be dispatched by agreed method to relevant recipients at least three working days before the meeting.

5.4 Minutes

5.5.1. The Minutes of the general meetings and all Board and Committee Meetings shall be recorded, agreed at the relevant subsequent meeting, signed by the chairman of that meeting and subsequently kept secure. The Minutes of a general meeting shall be agreed with the Chairman in office at the time of the meeting and published in appropriate media to the membership as soon as possible after the meeting.

5.5.2. The secretary to any meeting covered by these Regulations will produce a draft copy of the Minutes of that meeting and send it to the chairman of the meeting to which they refer within five working days of the

meeting. The chairman shall confirm that the draft accurately records all decisions and matters of substance arising at the meeting. Minutes shall be issued with papers and agendas for the subsequent meeting unless issued earlier.

- 5.5.3. Upon the review of Minutes of the previous meeting no discussion shall take place at that stage except upon their accuracy. When accuracy of the Minutes has been agreed they shall be signed and dated by the meeting chairman.
- 5.5.4. All Minutes so signed shall be conclusive evidence of any fact stated therein.
- 5.5.5. The ruling of the chairman of a meeting on any procedural matter arising at a meeting shall be final.
- 5.5.6. Every Board Member attending a meeting of the Board or a Committee shall ensure that their presence is accurately recorded in the minutes.
- 5.5.7. The Chairman may at his own discretion, with or without notice, attend any meeting of any Committee or other group. This is subject to the specific veto of the chairman of the meeting following discussion and agreement with the Chairman.

5.6. **Attendance by Board Members**

Any Board Member may also attend meetings of the committees to which they have not been appointed, and their attendance shall be recorded in the Minutes. Members so attending may participate in the meeting as if they were appointed members of the committee, except that they shall not be entitled to vote.

6. KEY OFFICIALS

- 6.1. **The Chairman** -The Chairman of the Board shall be elected by the Members annually at the AGM.

The main responsibilities of the Chairman are to:

- Ensure the efficient conduct of the Board's business and of the Association's general meetings (in conjunction with the Secretary);
- Ensure that all executive members are given the opportunity to express their views and that appropriate standards of behaviour are maintained in accordance with the Board Member Code of Conduct and with the values of the Association;
- Establish a constructive relationship with, and provide support for, the Chairman and ensure that the Executives and the Committees act in partnership.
- Ensure that the Board delegates sufficient authority to its Committees, the Chairman, the Executive Team and other groups to enable the business of the Association to be carried on effectively and also to ensure that the Board monitors the use of these delegated powers;
- ensure that the Board receives professional advice when it is needed, either from its Members or from external sources;
- ensure that the Association follows governance good practice which is appropriate to its circumstances;
- represent the Association as appropriate;
- take decisions delegated to the Chairman;
- ensure that the Board makes proper arrangements to appraise the performance of the team members, advisory board and committee members;
- ensure, when necessary, that the Executive team members is replaced in a timely and orderly fashion;
- ensure that the Board makes proper and appropriate arrangements for its own appraisal and that of individual Board Members, including the Chairman's own appraisal; and

- ensure that the Board makes proper arrangements for implementing a succession plan for Board and Committee membership.
- Leading the strategic development of NAPPUK, taking overall responsibility for the development of membership, activities, events and NAPPUK's reputation in respect of both individual and corporate relationships. Preside over the meetings of NAPPUK as required. Authorise expenses or reimbursements as presented by the treasurer
- The Chairman and Vice Chairmen may agree to allocate these duties between themselves.

6.2 The Vice Chairman

6.2.1 Up to two Vice Chairmen of the Board shall be selected by Members annually at AGM.

6.2.2 Any Board Member may stand for appointment and should be prepared to make a brief statement to the Board outlining reasons for standing and the strengths to be brought to the post.

6.2.3 It is expected that Vice Chairmen will affirm willingness to stand in for the Chairman should the necessity arise. There shall be no obligation on any Vice Chairman to stand subsequently for the office of Chairman, nor there an obligation on the Board to accept such an offer. In the event that the Chairman is unable to continue for his current term of office a Vice Chairman will convene a meeting of the Board to select a new Chairman.

6.2.4 In the absence of the Chairman a Vice Chairman appointed by the Board shall act in all respects as Chairman of the Association until a new Chairman is appointed.



6.3 The Secretary

The Secretary is responsible for the governance of the association especially correspondences, organising meetings, note taking, circulation of minutes, review of documents and maintenance of contact lists.

6.4 The Treasurer

The Treasurer oversees NAPPUK's accounts and the payment of expenses including events; also responsible for setting the annual budget of the association and gaining approval. Presents update on financial situation at the executive or AGM meetings.

6.5 Financial Secretary

The Financial Secretary shall be responsible for maintaining records of NAPPUK's accounts including the approval of expenses and contribute to the setting of the annual budget of the association and gaining approval.

6.6 The Publicity Co-ordinator

The Publicity Co-ordinator is responsible for NAPPUK's publicity, event advertising/flyer design and circulation as well as all aspects of communication including newsletter, facebook, twitter and other media. He should also be relating with media houses and media professionals to raise the profile of NAPPUK

6.7 The Membership Coordinator

The Membership Co-ordinator is responsible for improving the membership drive of NAPPUK and maintaining contacts with both existing and would be members

6.8 The Event Co-ordinator

The Event Co-ordinator is responsible for NAPPUK's calendar of events, advertising / flyer content and all aspects of event co-ordination and hosting such as venues, budgets and welfare of guest speakers.

6.9 The Committee Member

The Committee Member attends meetings and contributes to specialist knowledge or sector events as well as provide assistance with other NAPPUK activities. Carry out more general liaison or running themed special events when necessary

7. THE ADVISORY BOARD

- 7.1. The Association shall have an Advisory Board appointed by the Board – and whom the Board may remove.
- 7.2. An advisory board comprising of distinguished professionals may be appointed by the executives based on their individual achievement in their chosen disciplines; technical, media, business etc as required. The advisory board members will advise the executives of NAPPUK without any authority to vote on the association matters.
- 7.3. The Advisory Board shall advise the Executive Board in the following areas, which can only be changed by agreement of the Board,;
 - a. act in the best interests of the Association;
 - b. assist and advise the Board in determining the Association's strategy and policies;
 - c. ensure that the Board is given the support and information necessary to perform its duties and, in particular, that the Board receives advice on matters concerning compliance with its governing instrument, the law and the need to remain solvent;

- d. ensure that adequate systems of control, risk identification, assessment and management are established and maintained, and that regular reports on these are provided, at least annually, to the Board;
- e. supervise, with the guidance of the Chairman, the preparation of documents for consideration by the Board;
- f. help the Chairman ensure that the business of the Board is properly conducted;

7.4. The following general responsibilities are specifically defined for the Executive.

- a. Manage properly the finances of the Association and ensure regular management reports are submitted to the Board on the full range of finances and related issues.
- b. Ensure the Association receives an effective independent audit service.
- c. Ensure that the delivery of those services and responsibilities which the Association receives as part of agreements and contracts are monitored and managed so as to ensure that they are delivered in accordance with agreed standards. Also ensure the Board is informed of any significant or recurring variation in performance.
- d. Ensure that those services and responsibilities for which the Association is responsible are contracted and delivered in accordance with agreed standards and that regular reports are submitted to the Board.
- e. Identify and allocate suitable resources to activities.
- f. Manage the organisation of the Association and ensure member resources are deployed to maximise their contribution to the Association's objectives.
- g. Establish systems to identify, prioritise, monitor and co-ordinate studies, research projects and initiatives undertaken by or on behalf of the Association.
- h. Establish and maintain a Quality Management System for the control of the day-to-day administrative activities within NAPPUK.

- i. Conduct business in line with recognised good project management practice appropriate to the requirements of the Association.
- 7.5. The Executive Team members may delegate or share these activities with appropriate members of the Associations – whilst retaining overall responsibility.

8. GENERAL INSTRUCTIONS RELATING TO CHAIRING OF MEETINGS

- 8.1. Groups other than the Executive Committees, including steering groups, panels, advisory groups and working parties, shall propose their chairman in such a manner and for such a period as they may determine, unless prescribed by separate Terms of Reference, subject to such appointment being endorsed by the Board. In the case of new or reconstituted bodies the Board shall select the chairman from suitable candidates, who may be recommended by the Nominations Committee, at the outset.
- 8.2. In the absence of the appointed chairman from a meeting, those present shall elect one of their number to chair the meeting, unless provided otherwise. Such person presiding at the meeting shall in all respects be authorised to act for the purposes of that meeting as if he were chairman.
- 8.3. The Chairman, Vice Chairmen, chairmen of committees and chairmen of other groups shall, unless they resign or become disqualified, be entitled to act as such until successors are appointed.
- 8.4. Each Board or Committee Member or other group member, including the chairman, shall have one vote. Decisions may be reached by a bare majority of votes. In the case of an equality of votes the chairman shall have a second and casting vote unless specified otherwise in any individual committee's Terms of Reference.

9. THE MEMBERS

- 9.1. Individuals interested in and/or committed to project management are encouraged to apply to join the Association at the appropriate individual grade and to further upgrade to suit their circumstances. Similarly organisations/parts of organisations which are interested in and/or committed to project management are encouraged to apply to join as corporate members.
- 9.2. All applications for membership shall be in writing (which shall include electronic applications) with the prescribed information and shall be considered by the Membership Panel in sequence as received.
- 9.3. The grades of membership and the criteria for entry to these grades shall be as follows:

9.3.1 Full Member

Full Membership of NAPPUK is available to anyone who identifies with the objectives of the Association. Membership of other professional bodies such as APM, PMI etc shall qualify an applicant as a full member of the association.

Applications shall be assessed by a Membership Panel of project practitioners who are already Full Members of NAPPUK.

Only full members can vote or be voted for at NAPPUK elections

9.3.2 Associate Member

Associate membership of NAPPUK is available to anyone with an interest in project management and other relevant related disciplines who do not meet the requirement for Full Membership or to people who are members of other professional associations, but who do not wish to be considered as full members of NAPPUK.

Associate members cannot vote or be voted for at NAPPUK elections.

9.3.3 Student Member

Student membership is open to anyone in full- or part-time further or higher education whose course involves an element of project management. As NAPPUK expects student membership to last not more than five years, students will be upgraded automatically to associate membership upon completion of five years as a student member.

Student members cannot vote or be voted for at NAPPUK elections.

9.3.3. Corporate Member

Corporate Membership of NAPPUK is available to any organisation whatever sector their operations fall into with commitment to improving project management practices.

10. REGIONAL ORGANISATION

10.1. Branches and Chapters

This will be defined as required as the association expands

10.2 Specific Interest Groups (SIGs)

This will be defined as required as the association expands

11 REPRESENTATIVES ON OUTSIDE BODIES

11.1. Only members of NAPPUK who have been approved by the Board may represent the Association on outside bodies such as CANUK, NIDO and Nigerian Diaspora Conferences etc.

11.2. All such representations shall be proposed by appropriate committees or other groups (which shall include the Board and the Executive), in conjunction with the Nominations Committee, and are entirely at the discretion of the Board. Also the board must ensure on

a yearly basis, 2 of the yearly 5 representatives comes from ordinary member of the association.

- 11.3. The Board may withdraw the assignment of any representative at any time.
- 11.4. The Secretary shall maintain a record of all appointments showing the commencement date and any externally imposed or internally stated durations of appointments.
- 11.5. All invitations from outside bodies for NAPPUK to appoint a representative shall be referred to the Chairman who will arrange for an agenda item at the next meeting of the appropriate NAPPUK body.
- 11.6. The Chairman shall write to the individual appointed to confirm the appointment and setting out NAPPUK's objectives for representation, reporting and other requirements. These reporting requirements will include the obligation to submit written reports at intervals as stated from the date of appointment, including details of progress made, unresolved issues and, in particular, any item which may be relevant to NAPPUK or to the profession of project management. Other requirements include informing NAPPUK of any changes within the outside body or the ability or availability of the representative to perform his duties.
- 11.7. Any written reports from representatives should be addressed to the Chairman, unless agreed otherwise, who may present them to the Board, committees and other groups as appropriate.
- 11.8. The Chairman shall provide an annual report to the Board on all representations for the Board to formally review each representation.
- 11.9. Representatives will advise the Chairman should any future agenda item require a vote on an outside body in which NAPPUK will participate. The Chairman should advise the Board of this and suggest a position that

NAPPUK will adopt. The Chairman should endorse this. At the Chairman's discretion this aspect can be dealt with between regular meetings of the Board; however it must be reported at the next meeting.

- 11.10. No representation on an outside body can take place until the Chairman has written to the body nominating the NAPPUK representative. The Chairman will also advise outside bodies of changes to representation ahead of their implementation.

12. ETHICS

- 12.1. Every individual member of NAPPUK shall be bound to respect and further the aims and objectives of the Association in the best interests of NAPPUK and to observe the *NAPPUK Code of Professional Conduct* and these Regulations in accordance with its values.
- 12.2. The *NAPPUK Code of Professional Conduct* shall be open to the public on the Association's website and shall be brought to the attention of all members on joining the Association and to all members upon its revision.
- 12.3. Any complaint from a member of NAPPUK or from any member of the public of a breach of the *NAPPUK Code of Professional Conduct* will be handled in accordance with the *NAPPUK Professional Conduct Procedural Rules*.
- 12.4. The Board, through its Professional Conduct Committee, is the only body within the Association authorised to handle complaints involving an alleged breach of the *NAPPUK Code of Professional Conduct*.
- 12.5. Any Board Member may submit proposed revisions to the *NAPPUK Code of Professional Conduct* for consideration by the Professional Conduct Committee.

- 12.6. There shall be a separate code of conduct for Board Members as itemised in Appendix 2.
- 12.7. Compliance by Board Members with their code of conduct shall be monitored by the Board itself as part of the appraisal of their performance and by the Audit and Performance Review Committee. Complaints related to the performance of Board Members against their own code of conduct shall be referred to the Board.
- 12.8. All persons with responsibilities to, or making decisions on behalf of NAPPUK shall be subject to the Association's conflict of interests policy.
- 12.9. Intellectual property arising from involvement with NAPPUK is the property of the Association. In appropriate circumstances those involved may be asked to sign a confidentiality agreement.

13. EXPENSES

- 13.1. Reasonable pre-approved expenses at net cost will be reimbursed to individuals involved in legitimate NAPPUK business activities.

14. DELEGATED FINANCIAL AUTHORITIES

- 14.1. The Board shall establish who has delegated authority to commit expenditure, set appropriate levels/limits of expenditure commitment and shall review and determine them at least annually.
- 14.2. The Board shall establish who has delegated authority to authorise spend, and shall review and determine them at least annually.
- 14.3. The Board shall require that management design, document and operate the system of procedures relating to expenditure control and authorisation to apply the internal control principle of segregation of duties wherever practical.

15. THE REGULATIONS

- 15.1. A copy of these Regulations shall be provided to each Board Member and Committee Member at the time of their appointment and shall be available to other members of NAPPUK via the website.
- 15.2. Subject to the restrictions in clause 1.3 these Regulations may be varied or revoked by a resolution passed by the majority of members present at any meeting of the Board.
- 15.3. The Secretary shall review these Regulations annually or at any time on the request of any Board Member to determine if any changes to them are required. Such changes will be presented to the next meeting of the Board for approval.
- 15.4. The Secretary will confirm annually to the Board that such a review of Regulations has taken place.

APPENDIX 1

Terms of reference for the board or Nigerian Association of Project Professionals

The role of the Board is to determine the strategy, vision, aims, objectives and priorities of the Association including the monitoring of performance of all its functions and determination of resources to meet its financial and other obligations. It must ensure the financial viability of the Association and any projects it commissions.

The Board shall direct the affairs of the Association in accordance with its Objects, the NAPPUK Memorandum and Articles of Association and the NAPPUK Regulations. Among its functions shall be to:

1. Formulate and review the objectives and long-term strategies for the Association with policies and plans for their fulfilment;
2. Approve each year's budget and help to monitor the budget ensuring that NAPPUK has sufficient resources to continue its work;
3. Monitor the Association's performance in relation to These plans, budget controls and decisions;
4. Approve each year's accounts and the Trustees' Annual Report prior to publication;
5. Review and determine annually the rates for the membership subscription for each grade of membership;
6. Establish and oversee a framework of delegation and systems of control;
7. Agree policies and make decisions on all matters that create significant risk to the Association or which affect material issues of principle;
8. Monitor the performance of any subsidiary trading companies and the transfer of profits to NAPPUK;

9. set out requirements for regular reviews of the performance of all its committees and other groups;
10. Satisfy itself that the Association's affairs are conducted lawfully and in accordance with generally accepted standards of performance and probity;
11. Make all major decisions on expenditure and on entering into material or long-term legal and financial commitments;
12. Make all decisions involving the acquisition and disposal of interests in land or significant assets of NAPPUK;
13. Make all decisions involving affiliation, partnering or other collaborative working of NAPPUK with another body;
14. Take appropriate advice in relation to the above and when any of these functions are delegated the Board still retains ultimate responsibility.

The Board shall reserve matters which shall not be delegated to any committee, group or party. These shall include:

1. expansion of the Association's operations into new activities or geographic areas;
2. any decision to cease a material part of the Association's operations;
3. changes to corporate structure, including the setting up of subsidiaries;
4. composition of resolutions to be put forward by the Board to a general meeting;
5. changes to the structure, size and composition of the Board;
6. approval of committee membership, including committee chairmen, and committees' Terms of Reference;
7. appointments to the boards of subsidiaries or other organisations;
8. co-option or removal of any member of the Board;



9. approval of key policies, including the *NAPPUK Code of Professional Conduct*; and
10. changes to the schedule of matters reserved for Board decisions.

APPENDIX 2

NAPPUK code of conduct

Failure to discharge the duties of Board Membership is a serious matter and can, under certain circumstances, lead to a breach of trust; for example, engaging in activities which lie outside the Objects of the Association, or acting outside the powers conferred by the Memorandum of Association. If NAPPUK is found through the courts to have taken action which was beyond its powers, the Board Members may be held personally and severally liable for any claims or debts which have resulted. This liability is unlimited.

To prepare for the role, Board Members should make sure they have read NAPPUK's Memorandum and Articles of Association and the Charity Commission's publication CC3 - *The Essential Trustee: what you need to know*.

Board Members must:

1. Act within the law, the Memorandum and Articles of Association and these Regulations;
2. Ensure NAPPUK policy is in line with the Objects of NAPPUK; everything that NAPPUK does must contribute to achieving the charitable Objects;
3. Give enough time, thought and energy to their duties as Board Members and make reasonable use of their skills and experience;
4. Act with probity, due diligence and take professional advice in areas of insufficient personal expertise;
5. Manage the Association and its assets prudently in the interests of current, potential and future beneficiaries;
6. as Company Directors ensure that NAPPUK does not engage in:
 - i. Wrongful trading (which takes place if a company continues to operate when its directors knew or ought to have known that there was no reasonable prospect of the company avoiding going into insolvent liquidation, i.e. becoming bankrupt). Wrongful trading may result in a Board Member

- being disqualified as a director and having to repay money owed to creditors; or
- ii. Fraudulent trading (which takes place if during the course of winding up a company an attempt is made to defraud those to whom the company owes money). Fraudulent trading is a criminal offence and directors may also be required to make good any losses to creditors.
7. Hold themselves accountable to the members of the Association;
 8. Not act while disqualified to act as a director or charity trustee;
 9. Not gain financially from their position as a Board Member;
 10. Not be in a position which creates an undeclared conflict of interests in financial or other terms for themselves or others;
 11. Not damage or undermine the reputation of the Association;
 12. Take decisions, accept joint responsibility and act as one voice as a Board;
 13. Communicate decisions;
 14. Act only in the interests of the Association and not on behalf of any constituency or interest group, notwithstanding that appointment to the Board may have resulted as nominee or representative of a group or body;
 15. Set aside personal interests and, in good faith, act in the interests of NAPPUK alone. Board Members must not let their personal interests influence their conduct and cannot derive personal benefit from NAPPUK; and
 16. Work together with the other Board Members and not delegate control of NAPPUK to others.



How to contact us

Email: info@nappuk.org

Website: www.nappuk.org

Contact Address: 145 - 157 St John Street, London, EC1V
4PW

NAPPUK LTD is registered in England and Wales as a Company Limited by
guarantee